

COUNTY OF BUCKS
Commonwealth of Pennsylvania

ORDINANCE NO. 159

APPROVING A FINANCING BY THE BUCKS COUNTY COMMUNITY COLLEGE AUTHORITY FOR THE PURPOSE OF PROVIDING FUNDS FOR A CAPITAL PROJECT FOR COMMUNITY COLLEGE PURPOSES; APPROVING THE INCURRENCE OF LEASE RENTAL DEBT OF THE COUNTY IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$29,000,000; APPROVING THE ISSUANCE BY THE BUCKS COUNTY COMMUNITY COLLEGE AUTHORITY OF ITS GUARANTEED COLLEGE BUILDING REVENUE BONDS, SERIES OF 2019 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$29,000,000 FOR ITS CAPITAL PROJECT, AS DESCRIBED HEREIN; AUTHORIZING THE EXECUTION OF A GUARANTY AGREEMENT IN WHICH THE COUNTY GUARANTEES THE PAYMENT OF DEBT SERVICE ON THE 2019 BONDS; AUTHORIZING AND APPROVING A FIFTH SUPPLEMENTAL LEASE AND SUBLEASE; AUTHORIZING THE PREPARATION OF A DEBT STATEMENT AND OTHER DOCUMENTATION, THE FILING OF SAID DEBT STATEMENT AND OTHER DOCUMENTATION AND A TRANSCRIPT OF PROCEEDINGS WITH THE PENNSYLVANIA DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT; APPROVING AN OFFICIAL STATEMENT FOR USE IN CONNECTION WITH THE SALE OF THE 2019 BONDS; AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE AGREEMENT OR SUPPLEMENT TO AN EXISTING CONTINUING DISCLOSURE AGREEMENT; AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, the County of Bucks, Pennsylvania (the "County") and Bucks County Community College (the "College"), as lessees, lease certain tracts of land in the County and the buildings and improvements thereon comprising the main campus of the Bucks County Community College (the "College Facilities") for use and operation by the College under a Lease and Sublease dated as of June 15, 2007, as previously amended and supplemented (the "2007 Lease and Sublease") with Bucks County Community College Authority (the "Authority"), as lessor; and

WHEREAS, the lease rentals payable under the 2007 Lease and Sublease are in amounts sufficient to provide for the debt service requirements on the bonds currently outstanding thereunder; and

WHEREAS, said lease rental payments are assigned to The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), under a certain Trust Indenture of the Authority dated as of June 15, 2007, as previously amended and supplemented (the "2007 Indenture"); and

WHEREAS, the Authority, the County and the College have determined that the 2007 Lease and Sublease shall be further amended and supplemented by execution of a Fifth Supplemental Lease and Sublease (the "Supplemental Lease") providing for the payment of rentals by the College in amounts sufficient to provide for the debt service requirements on the 2019 Bonds (as hereinafter defined) and for the College, on behalf of the County, to possess and occupy the College Facilities and to maintain, repair and insure Leased Premises in accordance with the terms of the 2007 Lease and Sublease; and

WHEREAS, the Authority has determined to undertake a project consisting of the (i) construction of a New Workforce and Economic Development Center located on the College campus, (ii) renovation upgrade to the campus core (walkways, etc.), (iii) acquisition of a new Enterprise Resource Planning computer system, and (iv) payment of costs of issuance of the 2019 Bonds (as hereinafter defined) (collectively, the "2019 Capital Project"); and

WHEREAS, the 2007 Indenture permits the issuance by the Authority of Additional Bonds for the purposes of providing all or part of the monies required to finance capital additions or restoration projects; and

WHEREAS, at the request of the College, the Authority will finance the costs of the 2019 Project from the proceeds of the Authority's Guaranteed College Building Revenue Bonds, Series of 2019 (the "2019 Bonds"), in one or more series, which will be issued under the 2007 Indenture, as amended and supplemented by a Fifth Supplemental Indenture expected to be dated as of the date of delivery of the 2019 Bonds (the "Fifth Supplemental Indenture" and together with the 2007 Indenture, the "Indenture"); and

WHEREAS, the Authority has determined to issue the 2019 Bonds, in one or more series, in an aggregate principal amount not exceeding \$29,000,000 in order to fund the 2019 Capital Project; and

WHEREAS, in order to induce potential investors to purchase the 2019 Bonds and thereby achieve interest cost savings to the Authority, the County will enter into a Guaranty Agreement expected to be dated as of the date of delivery of the 2019 Bonds (the "Guaranty") providing for the guarantee by the County of the full and timely payment of the principal of and interest on the 2019 Bonds secured by the full faith, credit and taxing power of the County; and

WHEREAS, the County is authorized to enter into the Guaranty pursuant to the provisions of the Pennsylvania Local Government Unit Debt Act, 53 Pa.C.S. § 8001 *et seq.*, as amended and supplemented (the "Act"); and

WHEREAS, the Authority, as accepted, consented and approved by the County, will establish certain parameters under which it will accept a proposal (the "Proposal" or "Bond Purchase Proposal") from Piper Jaffray & Co., as representative acting for and on behalf of itself and Stifel, Nicolaus & Company, Incorporated (collectively, the "Underwriters") for the purchase of the 2019 Bonds, and has determined that it is in the best interest of the Authority to secure a purchase proposal by private negotiated sale in connection with the 2019 Capital Project; and

WHEREAS, the Board of Commissioners of the County (the "Board") desires to authorize and approve the 2019 Capital Project, the issuance and sale by the Authority of the 2019 Bonds, the incurrence of lease rental debt by the County, the execution of the Guaranty, the Authority's execution, and the County's acceptance, consent and approval of the Bond Purchase Proposal of the Underwriters, and other necessary action.

NOW, THEREFORE, BE IT ORDAINED AND ENACTED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF BUCKS, COMMONWEALTH OF PENNSYLVANIA, AS FOLLOWS:

1. **Approval of 2019 Capital Project.** The County hereby approves the 2019 Capital Project of the Authority provided that the maximum annual debt service payments on the 2019 Bonds in each year do not exceed the maximum annual amounts set forth in **Exhibit "A"** attached hereto and made a part hereof.

The estimated average useful life of the 2019 Capital Project is not less than thirty-three (33) years. The estimated average useful life of the 2019 Capital Project is in excess of the term of the 2019 Bonds. The Authority has obtained realistic estimates of the costs of the 2019 Capital Project.

2. **Approval of Financing, Bond Purchase Proposal and Addendum.** The County hereby approves the financing of the 2019 Capital Project with proceeds of the 2019 Bonds, approves the issuance by the Authority of the 2019 Bonds, in one or more series, in a maximum aggregate principal amount not to exceed \$29,000,000. The maximum annual debt service payments on the 2019 Bonds in each year shall not exceed the maximum annual amounts set forth in **Exhibit "A"** attached hereto and made a part hereof. The primary source of payment of the debt service on the 2019 Bonds will be from revenues of the College and, if necessary, from the general revenues of the County pledged under the Guaranty.

The sale of the 2019 Bonds to the Underwriters, at a private sale by negotiation, for a purchase price (the principal amount of the 2019 Bonds, less underwriters' discount (not to exceed \$5.00 per \$1,000 principal amount of the 2019 Bonds), less original issue discount, plus original issue premium) of the 2019 Bonds, not less than 95.0% nor more than 130.0% of the aggregate principal amount of the 2019 Bonds, plus accrued interest, if any, and in accordance with the other terms and conditions set forth in the Bond Purchase Proposal of the Underwriters, presented to this meeting, is hereby deemed to be in the best financial interest of the County and the Authority and is hereby approved. A copy of said Bond Purchase Proposal shall be filed with this Ordinance in the official records of the County.

The sale of the 2019 Bonds to the Underwriters will occur pursuant to an addendum to be dated the date of sale of the 2019 Bonds (the "Addendum"), such Addendum to the Bond Purchase Proposal, consistent with the terms of this Ordinance. At the time of execution of the Addendum, the purchase price, final interest rates, number of series and other terms of the 2019 Bonds will be determined and finalized. A copy of said Addendum and Bond Purchase Proposal shall be filed with this Ordinance in the official records of the County. When the 2019 Bonds are sold by the Authority via a negotiated sale and the parameters set forth therein and in this Ordinance are met, the County hereby authorizes the Director of Finance of the County (the "Director"), in consultation with Bond Counsel and the Authority's financial advisor, to determine the final terms of the 2019 Bonds, within the parameters set forth in this Ordinance and the Bond Purchase Proposal, including without limitation, the aggregate principal amount, the interest rates, the annual maturities or sinking fund redemption amounts, the purchase price, the underwriters' discount and any other appropriate terms and conditions applicable to the 2019 Bonds. The Director is hereby authorized and directed to execute the Bond Purchase Proposal and Addendum relating to the 2019 Bonds, such Addendum setting forth the final terms of the 2019 Bonds, in such form as the Director may approve, such approval to be evidenced by the Director's execution thereof.

3. **Authorization of Lease Rental Debt.** The County shall incur lease rental debt as defined in the Act, in a maximum aggregate principal amount not to exceed \$29,000,000 which shall be evidenced by the 2019 Bonds, the Supplemental Lease and the Guaranty hereinafter authorized securing the Authority's 2019 Bonds. Incurrence of such lease rental debt is hereby authorized and approved. The maximum amount of the lease rental payments under the Supplemental Lease, in each year which are guaranteed by the County, is set out in **Exhibit "A"** attached to this Ordinance and made a part hereof.

4. **Approval of Guaranty.** As additional security for the 2019 Bonds, the County officials therein indicated are each hereby authorized to execute and deliver the Guaranty, and the Chief Clerk is hereby authorized to attest to such signatures, for the benefit of the registered owners of the 2019 Bonds, pursuant to the terms of which the County will unconditionally guarantee the payment of the principal or premium, if any and the interest due on the 2019 Bonds. The County covenants with the Trustee, the Authority and the registered owners of the 2019 Bonds that it will include amounts payable in respect of the Guaranty for each fiscal year in which such sums are payable in its budget for that year, will appropriate such amounts to the payment of its obligations thereunder, and will duly and punctually pay or cause to be paid to the Trustee, from its general revenues or funds, such amounts at the dates and places and in the manner stated in the Guaranty, and for such budgeting, appropriation and payment the County pledges its full faith, credit and taxing power. The maximum amount required to be paid by the County under the Guaranty in any year shall not exceed the maximum annual amounts with respect to the 2019 Bonds, as shown in **Exhibit "A"** hereto, or in the event of the optional redemption of 2019 Bonds, the aggregate redemption price of the 2019 Bonds being redeemed plus accrued interest, or in the event of an acceleration of the 2019 Bonds after an Event of Default, the aggregate principal amount of 2019 Bonds then outstanding plus accrued interest. The substantial form of the Guaranty presented to this meeting is hereby approved and ordered filed with this Ordinance in the official records of the County. The County officers referenced above are hereby authorized to execute and deliver the Guaranty with such changes therein as the Solicitor to the County may advise and the County officials therein indicated may approve, such approval to be conclusively evidenced by the action of such officers in executing the Guaranty.

5. **Approval of Supplemental Lease.** The Chairman or Vice Chairman of the Board is hereby authorized, empowered and directed to execute the Supplemental Lease on behalf of the County, such approval to be conclusively evidenced by the execution thereof. The

Chief Clerk of the County is hereby authorized and directed to affix thereto and attest the seal of the County, and to deliver the Supplemental Lease on behalf of the County.

The County hereby consents to the assignment of the Supplemental Lease and all rentals and other amounts payable thereunder to the Trustee, and hereby agrees to pay over to the Authority or its assigns all of the rentals in the amounts and at the times set forth in the Supplemental Lease.

The payments to be paid by the County under the Supplemental Lease, if any, shall be payable semiannually from the tax and other general revenues of the County in amounts and on dates as set forth in the 2007 Indenture. It is hereby covenanted with the holders from time to time of the 2019 Bonds that the County shall meet all of its obligations under the Supplemental Lease from the tax and other general revenues within limits then provided by law, or other legally available funds, and that the full faith, credit and taxing power of the County is pledged for such payments.

The County covenants with the Trustee and the registered owners of the 2019 Bonds that it will include amounts payable in respect of the Supplemental Lease for each fiscal year in which such sums are payable in its budget for that year, will appropriate such amounts to the payment of its obligations thereunder, and will duly and punctually pay or cause to be paid to the Trustee such amounts at the dates and places and in the manner stated in the 2019 Bonds, and for such budgeting, appropriation and payment the County pledges its full faith, credit and taxing power.

6. **Approval of 2007 Indenture.** The 2019 Bonds are to be issued under the Indenture between the Authority and the Trustee, which shall provide, among other things, for (a) the terms of the 2019 Bonds; (b) the procedure for disbursement of the proceeds of the 2019 Bonds to pay the costs of the 2019 Capital Project; (c) the payment of debt service on the 2019 Bonds; and (d) covenants of the Authority for the benefit of the bondholders. The 2019 Bonds shall be secured by the pledge of all revenues and receipts derived by the Authority from the ownership and operation of the Leased Premises (as defined in the Supplemental Lease) including the amounts payable by the County and the College under the Supplemental Lease.

7. **Preparation and Filing of Debt Statement and Other Necessary Documentation.** The Chairman or Vice Chairman of the Board and the Chief Clerk or Director of Finance of the County and their successors are hereby authorized to prepare, certify and file the Debt Statement, Borrowing Base Certificate and Certificate of No Decrease required by Section 8110 of the Act and to take all other action required by the Act or this Ordinance in connection with the issuance of the Guaranty. Said officers, or any of them, are further authorized to apply to the Pennsylvania Department of Community and Economic Development for approval of the lease rental debt herein authorized and to file with such application a transcript of the proceedings including a certified copy of this Ordinance, the Debt Statement and a Borrowing Base Certificate, a Certificate of No Decrease, as needed, and the Guaranty, and to take any and all such further action to execute and deliver such other documents as may be necessary or proper to comply with all requirements of the Act or to carry out the intent and purpose of this Ordinance.

8. **Preliminary Official Statement and Official Statement.** The County hereby approves the form of the Preliminary Official Statement presented at this meeting, with such changes therein as approved by the County Solicitor, which is being prepared in connection with the offer and sale of the 2019 Bonds. A Final Official Statement, substantially in the form of the Preliminary Official Statement and also containing the final terms of the 2019 Bonds, shall be prepared and delivered to the Underwriters within seven (7) business days from the date of the bond sale. The County hereby confirms that the information, with respect to the County, in the Official Statement is accurate and complete in all material respects and is hereby deemed "final" for purposes of United States Securities and Exchange Commission Rule 15c2-12 and approves the use thereof in connection with the public offering and sale of the 2019 Bonds.

9. **Continuing Disclosure.** In order to assist the Underwriters in meeting their obligations under SEC Rule 15c2-12, the Chairman or Vice Chairman of the Board is hereby authorized and directed to execute and deliver a continuing disclosure undertaking or supplement thereto relating to continuing disclosure for the 2019 Bonds, on such terms as such officers, with advice of counsel, may approve, their approval to be evidenced by their execution thereof.

10. **Authorization of Policies and Procedures for Continuing Disclosure Compliance.** The County is hereby authorized to establish written policies and procedures in order to ensure continuing compliance with its continuing disclosure undertaking relating to its continuing disclosure obligations with respect to the County's General Obligation Bonds and any other bonds, including the 2019 Bonds, for which the County is obligated by contract or otherwise to provide/file with EMMA (or any successor information repository) ongoing financial, operating and/or other information in accordance with its continuing disclosure agreements. The Director, in conjunction with the County Solicitor and Bond Counsel, are authorized to implement said policies and procedures.

11. **Compliance with Act, County Code, Etc.** This Ordinance is enacted pursuant to the Act and other applicable laws and the Constitution of the Commonwealth of Pennsylvania, and the County hereby determines and declares that each and every matter and thing provided for herein is necessary and desirable to carry out and effect the public purposes of the County in accordance with such laws and Constitution. All of the mandatory provisions of the Act shall apply hereunder whether or not explicitly stated herein and are specifically incorporated herein by reference.

12. **Legal Advertisements.** The advertisement of a summary of this Ordinance pursuant to the requirements of the Act is hereby approved, ratified and confirmed and the Chief Clerk of the County is hereby directed to cause to be advertised a notice of the enactment of this Ordinance in accordance with the requirements of the Act.

13. **Further Action.** The proper officers of the County and their successors are hereby authorized to approve the final terms and date of all documents by their execution thereof, to execute and deliver such other documents or certificates and to take such other action as may be necessary or proper to effect the purpose of the 2019 Capital Project, the execution of the Guaranty, or the intent and purposes of this Ordinance. The terms of any such issuance of 2019 Bonds shall comply with the terms of this Ordinance except that the dated date, series designation and initial interest payment date of the 2019 Bonds may be changed to reflect the timing of issuance, any such changes to be approved by the Director.

14. **Severability.** In case any one or more of the provisions contained in this Ordinance shall for any reason be held invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Ordinance or of the 2019 Bonds, and this Ordinance or said 2019 Bonds shall be construed and enforced as of such invalid, illegal or unenforceable provisions had never been contained therein.

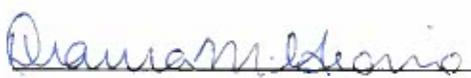
15. **Effective Date.** This Ordinance shall become effective in accordance with, and on the earliest date permitted by, the Act.

16. **Repeal of Inconsistent Ordinances.** All other ordinances and parts of ordinances inconsistent herewith are hereby expressly repealed.

ORDAINED AND ENACTED this 17th day of April, 2019.

(COUNTY SEAL)

ATTEST:


Chief Clerk of County 4/23/2019

BOARD OF COMMISSIONERS
COUNTY OF BUCKS, PENNSYLVANIA

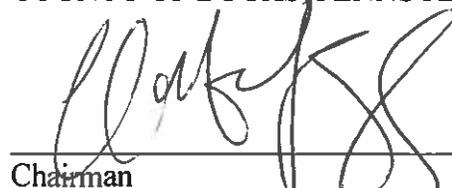

Chairman
Board of County Commissioners

EXHIBIT "A"
MAXIMUM ANNUAL DEBT SERVICE AND
MAXIMUM SEMI-ANNUAL DEBT SERVICE REQUIREMENTS SCHEDULE

<u>Date</u>	<u>Principal</u>	<u>Max Rate</u>	<u>Interest</u>	<u>Semi-Annual Debt Service</u>	<u>Proposed Fiscal Year Debt Service</u>	<u>State Share</u>	<u>Local Share</u>
6/15/2019	405,000	5.500	398,750.00	803,750.00	803,750.00	401,875.00	401,875.00
12/15/2019			786,362.50	786,362.50			
6/15/2020	1,625,000	5.500	786,362.50	2,411,362.50	3,197,725.00	1,598,862.50	1,598,862.50
12/15/2020			741,675.00	741,675.00			
6/15/2021	1,675,000	5.500	741,675.00	2,416,675.00	3,158,350.00	1,579,175.00	1,579,175.00
12/15/2021			695,612.50	695,612.50			
6/15/2022	1,725,000	5.500	695,612.50	2,420,612.50	3,116,225.00	1,558,112.50	1,558,112.50
12/15/2022			648,175.00	648,175.00			
6/15/2023	1,775,000	5.500	648,175.00	2,423,175.00	3,071,350.00	1,535,675.00	1,535,675.00
12/15/2023			599,362.50	599,362.50			
6/15/2024	1,830,000	5.500	599,362.50	2,429,362.50	3,028,725.00	1,514,362.50	1,514,362.50
12/15/2024			549,037.50	549,037.50			
6/15/2025	1,890,000	5.500	549,037.50	2,439,037.50	2,988,075.00	1,494,037.50	1,494,037.50
12/15/2025			497,062.50	497,062.50			
6/15/2026	1,960,000	5.500	497,062.50	2,457,062.50	2,954,125.00	1,477,062.50	1,477,062.50
12/15/2026			443,162.50	443,162.50			
6/15/2027	2,030,000	5.500	443,162.50	2,473,162.50	2,916,325.00	1,458,162.50	1,458,162.50
12/15/2027			387,337.50	387,337.50			
6/15/2028	2,110,000	5.500	387,337.50	2,497,337.50	2,884,675.00	1,442,337.50	1,442,337.50
12/15/2028			329,312.50	329,312.50			
6/15/2029	1,000,000	5.500	329,312.50	1,329,312.50	1,658,625.00	829,312.50	829,312.50
12/15/2029			301,812.50	301,812.50			
6/15/2030	935,000	5.500	301,812.50	1,236,812.50	1,538,625.00	769,312.50	769,312.50
12/15/2030			276,100.00	276,100.00			
6/15/2031	965,000	5.500	276,100.00	1,241,100.00	1,517,200.00	758,600.00	758,600.00
12/15/2031			249,562.50	249,562.50			
6/15/2032	1,000,000	5.500	249,562.50	1,249,562.50	1,499,125.00	749,562.50	749,562.50
12/15/2032			222,062.50	222,062.50			
6/15/2033	1,040,000	5.500	222,062.50	1,262,062.50	1,484,125.00	742,062.50	742,062.50
12/15/2033			193,462.50	193,462.50			
6/15/2034	1,075,000	5.500	193,462.50	1,268,462.50	1,461,925.00	730,962.50	730,962.50
12/15/2034			163,900.00	163,900.00			
6/15/2035	1,110,000	5.500	163,900.00	1,273,900.00	1,437,800.00	718,900.00	718,900.00
12/15/2035			133,375.00	133,375.00			
6/15/2036	1,150,000	5.500	133,375.00	1,283,375.00	1,416,750.00	708,375.00	708,375.00
12/15/2036			101,750.00	101,750.00			
6/15/2037	1,190,000	5.500	101,750.00	1,291,750.00	1,393,500.00	696,750.00	696,750.00
12/15/2037			69,025.00	69,025.00			
6/15/2038	1,230,000	5.500	69,025.00	1,299,025.00	1,368,050.00	684,025.00	684,025.00
12/15/2038			35,200.00	35,200.00			
6/15/2039	1,280,000	5.500	35,200.00	1,315,200.00	1,350,400.00	675,200.00	675,200.00
TOTALS	29,000,000		15,245,450.00	44,245,450.00	44,245,450.00	22,122,725.00	22,122,725.00

CERTIFICATE OF CHIEF CLERK

#159

The undersigned, Chief Clerk of the County of Bucks, Commonwealth of Pennsylvania, DOES HEREBY CERTIFY that:

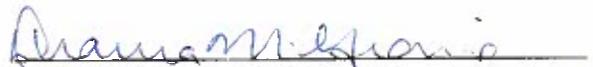
The foregoing Ordinance was duly moved and seconded and enacted by a majority vote of all the Board of County Commissioners of said County at a duly called and convened public meeting of said Board held on April 17, 2019; that public notice of said meeting was given as required by law; that the roll of the Board of County Commissioners was called and such members voted or were absent as follows:

<u>Name</u>	<u>Vote</u>
Robert G. Loughery, Chairman	Yes
Charles H. Martin, Vice Chairman	Yes
Diane M. Ellis-Marseglia	Yes

and that such Ordinance and the votes thereon have been duly recorded in the minutes.

WITNESS my hand and seal of the County this 17th day of April, 2019.

(COUNTY SEAL)


 Deanna M. Giorno
 Chief Clerk

4/23/2019