

**BOARD OF COMMISSIONERS
COUNTY OF BUCKS, PENNSYLVANIA**

ORDINANCE NO. 98

AUTHORIZING THE INCURRENCE OF ELECTORAL DEBT OF THE COUNTY OF BUCKS BY THE ISSUANCE OF \$35,900,000 AGGREGATE PRINCIPAL AMOUNT GENERAL OBLIGATION BONDS, SERIES OF 1997, TO PROVIDE FUNDS FOR THE COUNTY'S OPEN SPACE PRESERVATION PROGRAMS, AND TO PAY THE COSTS OF ISSUING THE BONDS; COVENANTING TO CREATE A SINKING FUND AND TO BUDGET, APPROPRIATE AND PAY DEBT SERVICE ON THE BONDS; PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THE COUNTY FOR THE PROMPT AND FULL PAYMENT OF THE BONDS; SETTING FORTH THE SUBSTANTIAL FORM OF THE BONDS; SETTING FORTH THE STATED PRINCIPAL MATURITY DATES AND AMOUNTS, INTEREST RATES AND INTEREST PAYMENT DATES, PLACE OF PAYMENT, SINKING FUND PROVISIONS AND OTHER DETAILS OF THE BONDS, FINDING THAT A PRIVATE SALE OF THE BONDS BY NEGOTIATION IS IN THE BEST FINANCIAL INTEREST OF THE COUNTY; ACCEPTING A PROPOSAL FOR THE PURCHASE OF THE BONDS; AUTHORIZING THE PROPER COUNTY OFFICERS TO CONTRACT FOR THE SERVICES OF A PAYING AGENT, SINKING FUND DEPOSITORY AND BOND REGISTRAR; AND AUTHORIZING OTHER NECESSARY ACTION.

The County of Bucks, Pennsylvania (the "County") has determined to finance various open space preservation programs of the County, including grants to local governments to support activities to preserve open space, and to pay the costs of the financing (collectively, the "Project").

The County is granted the power by the Local Government Unit Debt Act of the Commonwealth of Pennsylvania, approved July 12, 1972, Act No. 185 as reenacted and amended on December 19, 1996, P.L. 1158, No. 177, § (the "Act") to incur indebtedness and to issue bonds to finance the Project.

In order to finance the Project, the County proposes to issue \$35,900,000 aggregate principal amount of its General Obligation Bonds, Series of 1997 (the "Bonds").

NOW, THEREFORE, BE IT ORDAINED AND ENACTED by the Board of County Commissioners of the County of BUCKS, Pennsylvania and IT IS HEREBY ORDAINED AND ENACTED, as follows:

1. Authorization of Project and Incurrence of Indebtedness: Useful Lives and Estimated Costs of the Components of the Project. The County hereby approves the Project described in the preamble to this Ordinance and as set forth more specifically in Exhibit A attached hereto and made a part hereof and combines the components of the Project for financing purposes under the Act, and hereby determines to incur indebtedness pursuant to the Act in the aggregate principal amount of \$35,900,000 for the purpose of providing funds for and toward the costs of the Project.

The County hereby reserves the right to undertake the Project in such order and at such time or times as it shall determine and to allocate the proceeds of the Bonds and other available moneys to the final costs of the Project in such amounts and order of priority as it shall determine; but the proceeds of the Bonds shall be used solely to pay the "costs", as defined in the Act, of the Project or, upon appropriate amendments to this Ordinance, to pay the costs of other capital projects for which the County is authorized to incur indebtedness.

It is hereby determined and stated that the estimated cost of the Project is \$35,900,000, as set forth more specifically in Exhibit A.

It is hereby determined and stated that the realistic estimated useful lives of the components of the Project are in excess of thirty (30) years, and that the Bonds are scheduled to mature in accordance with the limitations set forth in Section 602(a)(2) of the Act. The estimated date of completion of the Project is December 18, 2000.

2. Issuance of Bonds. The County shall issue, pursuant to this Ordinance, \$35,900,000 aggregate principal amount General Obligation Bonds, Series of 1997 to provide funds for and towards the costs of the Project as authorized in Section 1 hereof.

3. Type of Indebtedness. The indebtedness authorized by this Ordinance is electoral debt.

4. Execution of Bonds and Other Documents. The Chairman of the Board of County Commissioners and the Chief Clerk or Director of Finance and their successors are hereby authorized to execute and deliver the Bonds in the name and on behalf of the County and to take all other action required by the Act or this Ordinance in order to effect the issuance of the Bonds. Said of fires or any of them are further authorized to apply to the Department of Community & Economic Development for approval of the debt herein authorized and to file with such application a transcript of the proceedings including a certified copy of this Ordinance, and to take any and all such further action and 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.

5. Type of Bonds. The Bonds when issued will be general obligation bonds.

6. Covenant to Pay Debt Service - Pledge of Taxing Power. The County hereby covenants with the registered owners of the Bonds outstanding pursuant to this Ordinance as follows: (a) that the County shall include in its budget for the 1998 fiscal year and will include in its budget for each year thereafter, during which the Bonds are outstanding, the amount of principal or redemption price of and interest on the Bonds which will be payable in each such fiscal year so long as the Bonds shall remain outstanding; (b) that the County shall appropriate such amounts to the payment of such debt service; and (c) that the County shall duly and punctually pay or cause to be paid from the sinking fund hereinafter created the principal or redemption price of the Bonds and the interest thereon on the dates and at the place and in the manner stated in the Bonds according to the true intent and meaning thereof. For such budgeting, appropriation and payment the County hereby pledges its full faith, credit and taxing power. This covenant shall be specifically enforceable. The amounts to be budgeted, appropriated and paid pursuant to the foregoing covenant are those set forth in Exhibit B attached hereto and made a part hereof which are hereby incorporated in the foregoing covenant with the same effect as if the same were specified in the text of such covenant.

7. Form of Bonds. The Bonds shall be substantially in the following form with appropriate omissions, insertions and variations:

(FORM OF BOND)
(BOND TEXT - FACE OF BOND)
COUNTY OF BUCKS, PENNSYLVANIA
GENERAL OBLIGATION BOND' SERIES OF 1997

No.R- \$ _____

Interest Rate Maturity Date Dated Date CUSIP
December 1, 1997

REGISTERED OWNER: CEDE&CO.

PRINCIPAL AMOUNT: DOLLARS

The County of Bucks, Pennsylvania (the "County"), a Second Class A county of the Commonwealth of Pennsylvania, for value received, hereby promises to pay to the registered owner hereof on the maturity date set forth above the principal amount set forth above, and to pay interest thereon initially on June 1, 1 998 and semiannually thereafter on June 1 and December 1 of each year (each, an "Interest Payment Date"), at the annual rate specified above, calculated on the basis of a 360-day year of twelve 30-day months until the principal amount is paid or has been provided for. This Bond will bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for or, if no interest has been paid, from December 1, 1997. The principal of this Bond is payable upon presentation and surrender hereof at the principal

corporate trust of size of Summit Bank, Hackensack, New Jersey (the "Paying Agent"). Interest on this Bond will be paid on each Interest Payment Date by check mailed to the person in whose name this Bond is registered on the registration books of the County maintained by the Paying Agent, as bond registrar, at the address appearing thereon at the close of business on the last day of the calendar month next preceding such Interest Payment Date (the "Regular Record Date"). Any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the registered owner hereof as of the Regular Record Date, and shall be payable to the person who is the registered owner hereof at the close of business on a Special Record Date for the payment of such defaulted interest. Such Special Record Date shall be fixed by the Paying Agent whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date and payment date shall be given by first class mail to the registered owners of the Bonds not less than ten (10) days prior to the Special Record Date. The principal of and interest on this Bond are payable in lawful money of the United States of America.

REFERENCE IS HEREBY MADE TO THE FURTHER PROVISIONS OF THIS BOND SET FORTH ON THE REVERSE HEREOF, WHICH PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS IF SET FORTH HEREIN.

IN WITNESS WHEREOF, the County of Bucks, Pennsylvania has caused this Bond to be signed in its name and on its behalf by the facsimile signature of the Chairman of its Board of County Commissioners and a facsimile impression of its corporate seal to be hereunto affixed, duly attested by the facsimile signature of its Chief Clerk.

COUNTY OF BUCKS

BY: (facsimile signature!
Chairman of Board of County
Commissioners

Attest: (facsimile signature!
Chief Clerk

(SEAL)

(FORM OF AUTHENTICATION CERTIFICATE)

AUTHENTICATION CERTIFICATE

This Bond is one of the County of Bucks General Obligation Bonds, Series of 1997, described in the within mentioned Ordinance.

The Text of Opinion printed hereon is the text of opinion of Fox, Rothschild, O'Brien & Frankel, LLP on file with the undersigned, which was dated and delivered on the date of delivery of and payment for the Bonds.

DATE OF AUTHENTICATION:

Paying Agent

By: _____
Authorized Signatory

(BOND TEXT - BACK OF BOND)

This Bond is one of a duly authorized issue of General Obligation Bonds, Series of 1997, of the County in the aggregate principal amount of \$35,900,000 (the "Bonds"), issued in fully registered form in the denomination of \$5,000 or any whole multiple thereof, all of like date and tenor, except as to dates of maturity and rates of interest, and all issued in accordance with the Local Government Unit Debt Act of the Commonwealth of Pennsylvania, Act 52 of 1978 approved April 28, 1978, as

amended (the "Act"), and pursuant to an ordinance of the Board of County Commissioners of the County duly enacted on November 19, 1997 (the "Ordinance"). The Bonds are issued for the purpose of providing funds for the County's open space preservation programs.

The Bonds maturing on and after December 1, 2008 are subject to redemption on December 1, 2007, or any date thereafter, in whole or in part at any time and from time to time, in such order of maturity or portion of each maturity as may be designated by the County and within a maturity by lot, upon payment of a redemption price of 100% of principal amount plus accrued interest to the redemption date.

The Bonds stated to mature on December 1, 2014 and December 1, 2017 (the "Term Bonds") are subject to mandatory redemption prior to maturity from moneys to be deposited in the Sinking Fund for the Bonds established under the Ordinance in the years and amounts set forth below in direct order of maturity and within a maturity by lot at a redemption price of 100% of principal amount plus interest accrued to the redemption date. The County hereby covenants that it will cause the Paying Agent to give notice of redemption and to redeem Term Bonds at said price from moneys deposited in the Sinking Fund sufficient to effect such redemption (to the extent that Term Bonds shall not have been previously purchased from said moneys as permitted by law) on the dates, from the maturities and in the annual principal amounts as set forth in the following schedule, or such lesser principal amounts as shall at the time represent all Term Bonds (of the respective maturity) which shall then be outstanding:

Mandatory Redemption Schedule

<u>Redemption Date (December 1)</u>	<u>Maturity from which Redeemed</u>	<u>Principal Amount to be Redeemed or Purchased</u>
2013	2014	\$2,435,000
2014	2014	\$2,560,000
2015	2017	\$2,695,000
2016	2017	\$2,835,000
2017	2017	\$2,985,000

For the purpose of selection of Bonds for redemption, any Bond of a denomination greater than \$5,000 shall be treated as representing such number of separate Bonds, each of the denomination of \$5,000, as is obtained by dividing the actual principal amount of such Bond by \$5,000. Any Bond which is to be redeemed only in part shall be surrendered at the principal corporate trust office of the Paying Agent, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent, and the registered owner of such Bond shall receive, without service charge, a new Bond or Bonds, of any authorized denomination as requested by such registered owner in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

On the date designated for redemption and upon deposit with the Paying Agent of funds sufficient for payment of the principal and accrued interest on the Bonds called for redemption, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and the Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit or security under the Ordinance, and registered owners of the Bonds so called for redemption shall have no rights with respect to the Bonds or portions thereof so called for redemption, except to receive payment of the principal of and accrued interest on the Bonds so called for redemption to the date fixed for redemption.

Notice of any redemption shall be given by first class mail, postage prepaid, mailed by the Paying Agent not less than 30 days nor more than 45 days before the redemption date to the registered owners of the Bonds at the addresses as they appear on the Bond register maintained by the Paying Agent. Such notice shall also be mailed to The Bond Buyer, or if no longer published, to such substitute financial journal as shall be acceptable to the Paying Agent, but any failure to mail such notice or defect therein shall not affect any proceeding for redemption of the Bonds. Such notice shall be given in the name of the County, shall identify the Bonds to be redeemed (and, in the case of a partial redemption of any Bonds, the respective principal amounts thereof to be redeemed),

shall specify the redemption date and the redemption price, and shall state that on the redemption date the Bonds called for redemption will be payable at the principal corporate trust of fice of the Paying Agent and that from the date of redemption interest will cease to accrue. The Paying Agent shall use "CUSIP" numbers (if then generally in use) in notices of redemption as a convenience to Bond owners, provided that any such notice shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in any notice of redemption and that reliance may be placed only on the identification numbers prefixed "R-" printed on the Bonds. Failure to mail any notice of redemption, or any defect therein, or in the mailing thereof, with respect to any Bond shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption.

With respect to any optional redemption of Bonds, if at the time of mailing such notice of redemption, the County shall not have deposited with the Paying Agent moneys sufficient to redeem all the Bonds called for redemption, such notice may state that it is conditional, that is, subject to the deposit of the redemption moneys with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such moneys are so deposited.

The County and the Paying Agent may treat the person in whose name this Bond is registered on the Bond register maintained by the Paying Agent as the absolute owner of this Bond for all purposes and neither the County nor the Paying Agent shall be affected by any notice to the contrary.

The Bonds are transferable by the owners thereof, subject to payment of any required tax, fee or other governmental charge, upon presentation and surrender at the principal corporate trust of fice of the Paying Agent, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent.

No recourse shall be had for the payment of the principal of or interest on this Bond, or for any claim based hereon, against any member, officer or employee, past, present or future, of the County or of any successor body, as such, either directly or through the County or through any such successor body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such liability of such members, of officers or employees is released as a condition of and as consideration for the execution and issuance of this Bond.

Whenever the due date for payment of interest on or principal of this Bond shall be a Saturday, Sunday or a day on which banking institutions in the Commonwealth of Pennsylvania are authorized by law to close (a "Holiday"), then the payment of such interest or principal need not be made on such date, but may be made on the succeeding day which is not a Holiday, with the same force and effect as if made on the due date for payment of principal or interest.

It is hereby certified that the approval of the Department of Community & Economic Development of the Commonwealth of Pennsylvania for the County to issue and deliver this Bond has been duly given pursuant to the Act; that all acts, conditions and things required by the laws of the Commonwealth of Pennsylvania to exist, to have happened or to have been performed, precedent to or in the issuance of this Bond or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; that this Bond, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and the statutes of the Commonwealth of Pennsylvania; that the County has established a sinking fund for the Bonds and shall deposit therein amounts sufficient to pay the principal of and interest on the Bonds as the same shall become due and payable; and that for the prompt and full payment of all obligations of this Bond, the full faith, credit and taxing power of the County are hereby irrevocably pledged.

This Bond shall not be entitled to any benefit under the Ordinance or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the Paying Agent by execution of the certificate endorsed hereon.

ASSIGNMENT AND TRANSFER

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF
ASSIGNEE

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints attorney to transfer said Bond on the books of the within named Paying Agent, with full power of substitution in the premises

Dated:

Signature Guaranteed by:

(Bank, Trust Company or Firm)

(Authorized Signature)

NOTICE: The signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

END OF BOND Form

8. Terms of Bonds. The Bonds shall be issued in fully registered book-entry-only form, in denominations of \$5,000 or whole multiples thereof, shall be dated December 1, 1997, shall bear interest from such date payable initially on June 1, 1998 and semiannually thereafter on June 1 and December 1 of each year until maturity, at the annual rates and shall mature on December 1 of the years as set forth in the Bond Amortization Schedule attached hereto as Exhibit B and made a part hereof.

The principal of the Bonds shall be payable in lawful money of the United States of America at the principal corporate trust office of Summit Bank, Hackensack, New Jersey which is hereby appointed paying agent, registrar and sinking fund depository for the Bonds.

Interest on the Bonds shall be payable in the manner provided in the form of Bond set forth in Section 7 hereof

9. Redemption of Bonds. The Bonds maturing on and after December 1, 2008 shall be subject to redemption prior to maturity at the option of the County, on December 1, 2007 or any date thereafter, in whole or in part at any time and from time to time, in such order of maturity or portion of each maturity as may be designated by the County and within a maturity by lot, upon payment of a redemption price of 100% of principal amount plus interest accrued to the redemption date.

In addition, the Bonds maturing December 1, 2014 and December 1, 2017 (the "Term Bonds") shall be subject to redemption prior to maturity from moneys to be deposited in the Sinking Fund at a redemption price of 100% of principal amount plus accrued interest to the redemption date as set forth in the Mandatory Redemption Schedule in the Form of Bond contained in Section 7 hereof. The County covenants that it will or will cause the Paying Agent to give notice of redemption and to redeem Term Bonds at said redemption price on the dates, from the maturities and in the annual principal amounts (to the extent not purchased as hereinafter permitted). The County reserves the right to purchase such Term Bonds in lieu of redemption at a price not exceeding par plus accrued interest. Upon the presentation by the County to the Paying Agent of Term Bonds of the maturity currently required to be redeemed and so purchased, at least forty-five (45) days prior to the date of redemption, the Paying Agent shall reduce the principal amount of the Term Bonds of that maturity to be called for redemption by the face amount of the Term Bonds so purchased.

~~For the purpose of selection of the Bonds for redemption, any Bond of a denomination greater than \$5,000 shall be treated as representing such number of separate Bonds, each of the denomination of \$5,000, as is obtained by dividing the actual principal amount of such Bond by \$5,000. Any Bond which is to be redeemed only in part shall be surrendered at the principal corporate trust of fice of the Paying Agent, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent, and the registered owner of such Bond shall receive, without service charge, a new Bond or Bonds, of any authorized denomination as requested by such registered owner in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.~~

On the date designated for redemption and upon deposit with the Paying Agent of funds sufficient for payment of the principal of and accrued interest on the Bonds called for redemption, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and the Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit or security hereunder, and registered owners of the Bonds so called for redemption shall have no rights with respect to the Bonds or portions thereof so called for redemption, except to receive payment of the principal of and accrued interest on the Bonds so called for redemption to the date fixed for redemption.

Notice of any redemption shall be given by first class mail, postage prepaid, mailed by the Paying Agent not less than 30 days before the redemption date to the registered owners of the Bonds at the addresses as they appear on the Bond register maintained by the Paying Agent. Such notice shall also be mailed to The Bond Buyer, or if no longer published, to such substitute financial journal as shall be acceptable to the Paying Agent, but any failure to mail such notice or defect therein shall not affect any proceeding for redemption of the Bonds. Such notice shall be given in the name of the County, shall identify the Bonds to be redeemed (and, in the case of a partial redemption of any Bonds, the respective principal amounts thereof to be redeemed), shall specify the redemption date and the redemption price, and shall state that on the redemption date the Bonds called for redemption will be payable at the principal corporate trust of fice of the Paying Agent and that from the date of redemption interest will cease to accrue. The Paying Agent shall use "CUSIP" numbers (if then generally in use) in notices of redemption as a convenience to Bond owners, provided that any such redemption notice shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in any notice of redemption and that reliance may be placed only on the identification numbers prefixed "R-" printed on the Bonds. Failure to mail any notice of redemption, or any defect therein, or in the mailing thereof, with respect to any Bond shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption.

In addition, the Paying Agent shall cause copies of such notice of redemption to be sent by certified mail, overnight delivery service, telecopy, or other similarly secure service acceptable to the Paying Agent, to all registered securities depositories (including The Depository Trust Company) at least two (2) business days in advance of the date notices addressed to registered owners are deposited in the United States mail, but any failure to mail such notice or defect therein shall not affect any proceeding for redemption of the Bonds.

10. Sale of Bonds. The County hereby finds, determines and declares that a private sale of the Bonds by negotiation is in the best financial interest of the County. The Bonds shall be sold at negotiated sale upon receipt of an acceptable proposal for the purchase thereof which proposal shall be in compliance with the provisions of the Act, as provided by Section 407 of the said Act.

11. Creation of and Deposits in Sinking Fund. The County covenants that it shall hereafter maintain a sinking fund designated "County of Bucks General Obligation Bonds, Series of 1997 Sinking Fund" (the "Sinking Fund") for the Bonds to be held by the Paying Agent (or such substitute or successor Paying Agent which shall hereafter be appointed in accordance with the provisions of the Act) in the name of the County, but subject to withdrawal only by the Paying Agent.

The County covenants and agrees to deposit in the Sinking Fund no later than June 1 and December 1 of each year, beginning June 1, 1998, the principal or redemption price of and interest payable on the Bonds on such dates, all as set forth in Exhibit B attached hereto or such greater or lesser amount as at the time shall be sufficient to pay the principal of and interest on the Bonds as

they become due on each such date. In addition there will be deposited from the Bonds proceeds \$1,838,085.28 to be used to pay a portion of the interest on the Bonds during the first three years.

Pending application to the purpose for which the Sinking Fund is established, the Chairman of the Board of County Commissioners or the Director of Finance is hereby authorized and directed to cause the moneys therein to be invested or deposited and insured or secured as permitted and required by Section 1004 of the Act. All income received on such deposits or investments during each applicable period shall be added to the Sinking Fund and shall be credited against the deposit next required to be made in the Sinking Fund.

The Paying Agent is hereby authorized and directed, without further action by the County, to pay from the Sinking Fund the principal or redemption price of and interest on the Bonds as the same become due and payable in accordance with the terms thereof and the County hereby covenants that such moneys, to the extent required, will be applied to such purpose.

All moneys deposited in the Sinking Fund for the payment of the Bonds which have not been claimed by the registered owners thereof after two years from the date when payment is due, except where such moneys are held for the payment of outstanding checks, drafts or other instruments of the Paying Agent, shall be returned to the County. Nothing contained herein shall relieve the County of its liability to the registered owners of the unrepresented Bonds.

12. No Taxes Assumed. The County shall not assume the payment of any tax or taxes in consideration of the purchase of the Bonds.

13. Bond Purchase Contract. The Bond Purchase Contract presented to the meeting of the Board of County Commissioners held November 19, 1997 of First American Municipals, Inc., acting on behalf of itself and on behalf of the other underwriters named therein (collectively, the "Underwriter"), being in conformity with the requirements of Section 10 of this Ordinance, for the purchase at negotiated sale of \$35,900,000.00 aggregate principal amount of the Bonds at a price of \$35,594,141.90 (plus accrual interest to the date of settlement of the Bonds), representing the principal amount of the Bonds less an Underwriter's discount of \$218,990.00 plus original issue premium of \$117,804.90 and an original issue discount of \$204,673.00, is hereby approved and accepted and the Bonds are hereby awarded to the Underwriter.

The Chairman of the Board of County Commissioners is hereby authorized to execute and deliver the Bond Purchase Contract in the name and on behalf of the County and the County Clerk is authorized and directed to attest such acceptance and execution. The County Clerk is hereby directed to notify the Underwriter of such action and to file an executed copy of said Bond Purchase Contract with the records of the Board of County Commissioners. The Chairman of the Board of County Commissioners is hereby authorized to deliver the Bonds to The Depository Trust Company on behalf of the Underwriter upon receipt of the purchase price set forth in the Bond Purchase Contract and upon compliance with all conditions precedent to such delivery required by the Act, this Ordinance and said Bond Purchase Contract, and is further authorized or directed to pay costs of financing at the time of delivery of the Bonds; provided that the total of such costs not exceed the amount of Bond proceeds available therefor; and execute such other closing documents as are necessary or appropriate, in the opinion of counsel, to effectuate settlement on the Bonds, including a Final Official Statement, with such changes as the County and Underwriter shall approve, in substantially the form as the Preliminary Official Statement previously circulated and presented to this meeting, which form is hereby adopted and approved.

14. Contract with Paving Agent. The proper of fires of the County are authorized to contract with the Paying Agent in connection with the performance of its duties as paying agent, registrar and sinking fund depository on usual and customary terms, including an agreement to observe and comply with the provisions of this Ordinance and of the Act.

15. Federal Tax Covenants. The County hereby covenants not to take or omit to take any action so as to cause interest on the Bonds to be no longer excluded from gross income for purposes of federal income taxation and to otherwise comply with the requirements of Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the "Code"), and all applicable regulations promulgated with respect thereto, throughout the term of the Bonds. The County further covenants that it will make no investments or other use of the proceeds of the

~~Bonds which would cause the Bonds to be "arbitrage bonds" as defined in Section 148 of the Code. The County further covenants to comply with the rebate requirements (including the prohibited payment provisions) contained in Section 148(f) of the Code and any regulations promulgated thereunder, to the extent applicable, and to pay any interest or penalty imposed by the United States for failure to comply with said rebate requirements, to the extent applicable.~~

16. Execution and Authentication of Bonds. As provided in Section 4, the Bonds shall be executed by the Chairman of the Board of County Commissioners of the County and the Chief Clerk or Director of Finance of the County and each such execution shall be by manual or facsimile signature. The Bonds shall be authenticated by the manual signature of an authorized officer of the Paying Agent, which shall also certify that the approving opinion of Bond Counsel, which shall be attached to each Bond, is an accurate reproduction of the approving opinion delivered at the closing for the Bonds.

Notwithstanding the foregoing provisions, the Bonds shall be issued initially in the form of one fully-registered bond for each maturity in the principal amount of such maturity of the Bonds, and such Bonds shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. Except as provided below, all of the Bonds shall be registered in the name of Cede & Co., as nominee of DTC; provided that if DTC shall request that the Bonds be registered in the name of a different nominee, the Paying Agent shall exchange all or any portion of the Bonds for an equal aggregate principal amount of Bonds registered in the name of such nominee or nominees of DTC. No person other than DTC or its nominee shall be entitled to receive from the County or the Paying Agent either a Bond or any other evidence of ownership of the Bonds, or any right to receive any payment in respect thereof unless DTC or its nominee shall transfer record ownership of all or any portion of the Bonds on the Bond Register in connection with discontinuing the book entry system as provided below or otherwise

So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all payments of the principal or redemption price of or interest on such Bonds shall be made to DTC or its nominee in accordance with the Letter of Representations, the form of which is set forth in Exhibit C attached hereto, among the County, the Paying Agent and DTC (the "Representations Letter") on the dates provided for such payments under this Ordinance. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of the County or the Paying Agent with respect to the principal or redemption price of or interest on the Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Bonds outstanding of any maturity, the Paying Agent shall not require surrender by DTC or its nominee of the Bonds so redeemed, but DTC (or its nominee) may retain such Bonds and make an appropriate notation on the Bond certificate as to the amount of such partial redemption; provided that DTC shall deliver to the Paying Agent, upon request, a written confirmation of such partial redemption and thereafter the records maintained by the Paying Agent shall be conclusive as to the amount of the Bonds of such maturity which have been redeemed.

The County and the Paying Agent may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal or redemption price of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondholders under this Ordinance, registering the transfer of Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the County nor the Paying Agent shall be affected by any notice to the contrary. Neither the County nor the Paying Agent shall have any responsibility or obligation to any Participant in DTC, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such Participant, or any other person which is not shown on the Bond Register as being a Bondholder, with respect to either: (1) the Bonds; or (2) the accuracy of any records maintained by DTC or any such Participant; or (3) the payment by DTC or any such Participant of any amount in respect of the principal or redemption price of or interest on the Bonds; or (4) any notice which is permitted or required to be given to Bondholders under this Ordinance; or (5) the selection by DTC or any such Participant of any person to receive payment in the event of a partial redemption of the Bonds; or (6) any consent given or other action taken by DTC as Bondholder. So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given

to the Bondholders under this Ordinance shall be given to DTC as provided in the Representations Letter.

In connection with any notice or other communication to be provided to Bondholders pursuant to this Ordinance by the County or the Paying Agent with respect to any consent or other action to be taken by Bondholders, DTC shall consider the date of receipt of notice requesting such consent or other action as the record date for such consent or other action, provided that the County or the Paying Agent may establish a special record date for such consent or other action. The County or the Paying Agent shall give DTC notice for such special record date not less than 15 calendar days in advance of such special record date to the extent possible.

Prior to settlement for the Bonds, the County and the Paying Agent shall execute or signify their approval of the Representations Letter in substantially the form set forth in Exhibit C hereto. The County shall cause the Representations Letter to be sent to DTC at least one day prior to settlement for the Bonds. Any successor Paying Agent shall, in its written acceptance of its duties under this Ordinance, agree to take any actions necessary from time to time to comply with the requirements of the Representations Letter.

The book-entry system for registration of the ownership of the Bonds may be discontinued at any time if either: (1) after notice to the County and the Paying Agent, DTC determines to resign as securities depository for the Bonds; or (2) after notice to DTC and the Paying Agent, the County determines that continuation of the system of book-entry transfers through DTC (or through a successor securities depository) is not in the best interests of the County. In either of such events (unless in the case described in clause (2) above, the County appoints a successor securities depository), the Bonds shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the County or the Paying Agent for the accuracy of such designation. Whenever DTC requests the County and the Paying Agent to do so, the County and the Paying Agent shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

Proper officers of the County are hereby authorized and directed to deliver the Bonds to the purchaser of the Bonds hereinafter named upon the terms and conditions hereinafter provided for such delivery.

Proper officers of the County are hereby authorized to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effectuate the issuance and sale of the Bonds, all in accordance with this Ordinance and the Act.

17. Bond Proceeds To Be Deposited In Settlement Account. Upon receipt of the balance of the purchase price for the Bonds, including interest thereon accrued to the date of delivery, if any, the same shall be deposited with the Paying Agent, which, under instruction from the proper officers of the County shall pay the costs of issuing the Bonds in the amounts estimated in the Bond Purchase Contract approved pursuant to Section 13 of this Ordinance and related materials and as finally set forth in written directions to the Paying Agent and shall transfer the net proceeds to one or more segregated Bank accounts of the County for application to the payment of the costs of the Project. Income received on such deposits and investments, in the amounts and for the periods set forth on Exhibit "B" hereto, shall be deposited into the Sinking Fund created hereby and used to pay interest accruing on the Bonds on the next Interest Payment Date following such deposit as set forth in Paragraph 11 hereof. All other income received on such deposits and investments shall remain a part of such segregated accounts.

The proper officers of the County are authorized to direct the Paying Agent to pay the issuance costs on behalf of the County as set forth in written directions to the Paying Agent. The Paying Agent shall, pursuant to such written directions, pay or establish reserves for the payment of the issuance costs on behalf of the County upon presentation of proper invoices therefor.

Any reserves in the above-described account shall be disbursed from time to time by the Paying Agent pursuant to written instructions from the Chairman of the Board of County Commissioners, the Chief Clerk or Director of Finance of the County, and any balance ultimately remaining in any such reserve shall, upon written instructions of the Chairman of the Board of County

Commissioners, the Chief Clerk or the Director of Finance of the County be deposited in the Project account(s).

18. Continuing Disclosure. The County hereby authorizes the appropriate officers to execute and deliver a Continuing Disclosure Agreement, which shall provide for certain continuing disclosure obligations of the County for so long as the Bonds are outstanding, for purposes of complying with United States Securities and Exchange Commission Rule 15c2-12.

19. Of Officers Authorized to Act. For the purpose of expediting the closing and the issuance and delivery of the Bonds, or in the event that the Chairman of the Board of County Commissioners or the Chief Clerk or Director of Finance of the County shall be absent or otherwise unavailable for the purpose of executing documents, or for the purpose of taking any other action which they or either of them may be authorized to take pursuant to this Ordinance, the Vice Chairman or the Assistant Chief Clerk are hereby authorized and directed to execute documents, or otherwise to act on behalf of the County in their stead.

20. Approval of Official Statement. The Preliminary Official Statement is (as of its date) hereby approved and "deemed final" by the County as of its date for purposes of United States Securities and Exchange Commission Rule 15c2-12. A Final Official Statement, substantially in the form of the Preliminary Of Official Statement and also containing the final terms of the Bonds, shall be prepared and delivered to the Underwriter within seven (7) business days from the date hereof, and the County hereby approves the use thereof in connection with the public offering and sale of the Bonds.

21. Act Applicable to Bonds. This Ordinance is enacted pursuant to, and the Bonds issued hereunder shall be subject to, the provisions of the Act and all the mandatory provisions thereof shall apply hereunder whether or not explicitly stated herein.

22. Contract with Bond Owners. This Ordinance constitutes a contract with the registered owners of the Bonds outstanding hereunder and shall be enforceable in accordance with the provisions of the laws of the Commonwealth of Pennsylvania.

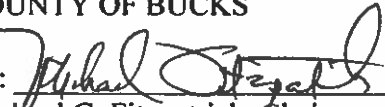
23. Severability. In case any one or more of the provisions contained in this Ordinance or in any Bond shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Ordinance or of said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

24 Repealer. All ordinances and parts of ordinances heretofore adopted to the extent that the same are inconsistent herewith are hereby repealed.

25. Effective Date. This Ordinance shall take effect on the earliest date permitted by law.

ENACTED AND ORDAINED this 19th day of November, 1997.

BOARD OF COUNTY
COMMISSIONERS
COUNTY OF BUCKS

By: 
Michael G. Fitzpatrick, Chairman


Charles H. Martin


Sandra A. Miller

Attest:


Chief Clerk

COUNTY OF HICKS

\$35,900,000 General Obligation Bonds, Series of 1997

Ordinance No. 98- _

EXHIBIT A

PROCEEDS

USES OF 1997 BOND

	AMOUNT
Open Space Preservation Programs	
Municipal Program	\$20,000,000
Farmland Preservation	\$ 5,400,000
County Parkland	\$ 7,500,000
Natural Areas Program	\$ 3,000,000

COUNTY OF BUCKS

\$35,900,000 General Obligation Bonds, Series of 1997

Ordinance No. 98-

EXHIBIT B

BOND AMORTIZATION SCHEDULE

<u>Period Ending</u> <u>(December 1)</u>	<u>Principal</u> <u>Payment or</u> <u>Sinking</u> <u>Fund</u>	<u>Interest</u> <u>Interest Rate</u>	<u>Interest</u> <u>Payable</u>	<u>Total Debt Service</u> <u>And Sinking Fund Deposit</u>
1-Dec-98	\$25,000	3.800	\$1,764,740.00	\$1,789,740.00
1-Dec-99	25,000	4.000	1,763,790.00	1,788,790.00
1-Dec-00	600,000	4.150	1,762,790.00	2,362,790.00
1-Dec-01	1,400,000	4.200	1,737,890.00	3,137,890.00
1-Dec-02	1,460,000	4.300	1,679,090.00	3,139,090.00
1-Dec-03	1,525,000	4.400	1,616,310.00	3,141,310.00
1-Dec-04	1,590,000	4.500	1,549,210.00	3,139,210.00
1-Dec-05	1,665,000	4.600	1,477,660.00	3,142,660.00
1-Dec-06	1,740,000	4.800	1,401,070.00	3,141,070.00
1-Dec-07	1,825,000	4.700	1,317,550.00	3,142,550.00
1-Dec-08	1,910,000	4.700	1,231,775.00	3,141,775.00
1-Dec-09	2,000,000	4.800	1,142,005.00	3,142,005.00
1-Dec-10	2,095,000	5.500	1,046,005.00	3,141,005.00
1-Dec-11	2,210,000	5.000	930,780.00	3,140,780.00
1-Dec-12	2,320,000	5.000	820,280.00	3,140,280.00
1-Dec-13	2,435,000	5.150	704,280.00	3,139,280.00
1-Dec-14	2,560,000	5.150	578,877.50	3,138,877.50
1-Dec-15	2,695,000	5.250	447,037.50	3,142,037.50
1-Dec-16	2,835,000	5.250	305,550.00	3,140,550.00
1-Dec-17	2,985,000	5.250	156,712.50	3,141,712.50

CERTIFICATE OF CHIEF CLERK

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

The foregoing Ordinance No.98- authorizing \$35,900,000 aggregate principal amount General Obligation Bonds, Series of 1997 of the County 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 November 19, 1997; 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 County Commissioners voted or were absent as follows:

Name

Vote

Michael G. Fitzpatrick	Yes
Charles H. Martin	Yes
Sandra A. Miller	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 19th day of November, 1997

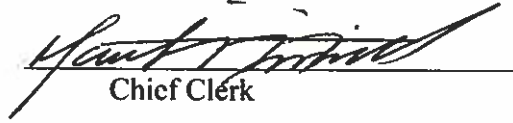
(COUNTY SEAL)


Chief Clerk

SUPPLEMENTAL CERTIFICATE

I certify that such Ordinance has not been altered, amended, modified, suspended or repealed and is still in full force and effect as of the date of the delivery of this Certificate.

WITNESS my hand and seal of the County this 19th day of November, 1997.


Chief Clerk

(County Seal)