

BOROUGH OF AMBLER  
Commonwealth of Pennsylvania

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ORDINANCE NO. 1102

Enacted October 18, 2016

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AUTHORIZING THE INCURRENCE OF DEBT OF THE BOROUGH OF AMBLER BY THE ISSUANCE OF GENERAL OBLIGATION BONDS. IN ONE OR MORE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$4,400,000 FOR THE PURPOSE OF PROVIDING FUNDS FOR A REFINANCING PROGRAM AND PAYING THE COSTS OF ISSUING THE BONDS; AUTHORIZING THE PREPARATION AND FILING OF A DEBT STATEMENT AND OTHER DOCUMENTATION; COVENANTING TO CREATE A SINKING FUND AND TO BUDGET, APPROPRIATE AND PAY DEBT SERVICE ON THE BONDS AND PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THE BOROUGH FOR THE BONDS; PROVIDING FOR THE SUBSTANTIAL FORM, DATE, MATURITY DATES, INTEREST RATES, REDEMPTION PROVISIONS AND OTHER PROVISIONS OF SUCH BONDS; AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE CERTIFICATE; FINDING THAT A PRIVATE SALE BY NEGOTIATION OF THE BONDS IS IN THE BEST FINANCIAL INTEREST OF THE BOROUGH AND AUTHORIZING THE ACCEPTANCE OF A PROPOSAL FOR THE PURCHASE OF THE BONDS AND AN ADDENDUM THERETO IN THE EVENT SUCH ADDENDUM MEETS CERTAIN STIPULATED REQUIREMENTS; AUTHORIZING THE PREPAYMENT OR REDEMPTION OF CERTAIN OUTSTANDING GENERAL OBLIGATION NOTES OF THE BOROUGH; APPOINTING A PAYING AGENT AND SINKING FUND DEPOSITORY; DESIGNATING THE BONDS AS QUALIFIED TAX EXEMPT OBLIGATIONS; STATING AUTHORITY FOR ENACTMENT OF ORDINANCE; STATING THAT ORDINANCE IS A CONTRACT WITH REGISTERED OWNERS OF BONDS; SETTING FORTH A SEVERABILITY CLAUSE; CANCELLING AND ANNULLING INCONSISTENT ORDINANCES; AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, the Borough of Ambler, Montgomery County, Commonwealth of Pennsylvania (the “**Borough**”) is granted the power by the Local Government Unit Debt Act, 53 Pa. Cons. Stat. §8001 *et seq.*, as amended (the “**Act**”), to incur indebtedness and to issue general obligation bonds for the purposes of refunding outstanding indebtedness; and

WHEREAS, the Borough has heretofore issued nonelectoral debt evidenced by its General Obligation Term Note, Series of 2013, issued in the principal amount of \$1,890,000, and its

General Obligation Line of Credit Note, issued in the principal amount of \$1,700,000 (referred to together as the “**2013 Notes**”); and

WHEREAS, the 2013 Notes were issued to finance a project consisting of the acquisition and renovation of the former Mattison Avenue Elementary School building located in the Borough (the “**2013 Project**”); and

WHEREAS, the Borough has determined to undertake a refinancing program to achieve debt service savings (the “**Refinancing Program**”) through the current refunding of the outstanding principal amount of the 2013 Notes; and

WHEREAS, the Borough now proposes to issue its general obligation bonds, in one or more series, in an aggregate principal amount not to exceed \$4,400,000, to be designated generally as the Borough’s General Obligation Bonds, Series of 2016, or as otherwise appropriately designated in the Addendum (the “**Bonds**”) to finance the Refinancing Program and the costs and expenses of issuing the Bonds; and

WHEREAS, the Borough has retained Public Financial Management, Inc., Malvern, Pennsylvania, as financial advisor in connection with the issuance of the Bonds (the “**Financial Advisor**”); and

WHEREAS, the Borough has received a Proposal For The Purchase Of Bonds dated October 18, 2016 (the “**Proposal**”) from the Financial Advisor, which sets forth the financial parameters for, conditions to, and the process for the underwriting and issuance of the Bonds, which will be supplemented by an addendum to the Proposal (the “**Addendum**”) containing the final terms and identify the underwriter of the Bonds, consistent with the Proposal and the requirements set forth in this Ordinance; and

WHEREAS, subject to the terms, provisions, parameters and requirements set forth herein, the Borough desires to authorize the Refinancing Program and the issuance of the Bonds; to authorize paying the costs and expenses of issuing the Bonds; to authorize the acceptance of the Proposal and an Addendum thereto and award the sale of the Bonds; to authorize issuance of nonelectoral debt; and to authorize necessary and appropriate actions relating to the issuance of the Bonds, all in accordance with and pursuant to the provisions of the Act.

NOW, THEREFORE, BE IT ENACTED AND ORDAINED by Borough Council as follows:

**Section 1. Authorization of the Refinancing Program and Incurrence of Indebtedness; Statement of Remaining Useful Life of the 2013 Project; Statement of Purpose of Refinancing Program.** An increase in the authorized debt of the Borough is hereby authorized in the amount not to exceed \$4,400,000, through the issuance of the Bonds, which increase together with the existing net debt of the Borough and the corresponding reduction of debt related to the refunding of the 2013 Notes will not result in a violation of the limitations of the Constitution of the

Commonwealth of Pennsylvania or of the Act. The Bonds may be issued in one or more series, and if issued in more than one series shall be designated as set forth in the accepted Addendum.

Conditioned upon achieving a certain level of debt services savings as set forth herein, the Borough shall undertake the Refinancing Program described in the recitals hereto and shall incur indebtedness, pursuant to the Act, for the purpose of providing funds for and toward the costs of said Refinancing Program, including the payment of the costs of the financing. It is hereby determined and set forth that the purpose of the Refinancing Program is to reduce the debt service that would otherwise be payable on the 2013 Notes as authorized by Section 8241(b)(1) of the Act.

It is hereby determined and stated that the remaining estimated useful life of the 2013 Project is in excess of thirty (30) years.

**Section 2. Authorization of Issuance of Bonds.** The Borough shall issue, pursuant to the Act and this Ordinance, the Bonds in an aggregate principal amount not to exceed \$4,400,000, in one or more series with appropriate series designations, to provide funds for and toward the costs of the Refinancing Program and paying the costs of issuing the Bonds as provided in Section 1 hereof. The proceeds of the Bonds will be applied to the Refinancing Program and the costs of issuing the Bonds.

**Section 3. Sale of Bonds.** The Bonds shall be sold in accordance with the Proposal and the requirements of this Ordinance. After due consideration, Borough Council hereby finds and determines, on the basis of the advice and recommendation of its Financial Advisor and all available information, that a private sale of the Bonds by negotiation is in the best financial interest of the Borough.

**Section 4. Type of Bonds.** The Bonds, when issued, will be general obligation bonds.

**Section 5. Execution of Bonds.** The Bonds shall be executed by the manual or facsimile signature of the President or Vice President of Borough Council, shall have the corporate seal of the Borough or a facsimile thereof affixed thereto, duly attested by the manual or facsimile signature of the Secretary or Assistant Secretary (or any Acting Secretary appointed for such purposes) and shall be authenticated by the certificate endorsed thereon, manually signed by a duly authorized officer of the Paying Agent hereinafter designated.

**Section 6. Award and Sale of Bonds.** Subject to the approval of the Pennsylvania Department of Community and Economic Development, as required by the provisions of the Act, the Borough shall and does hereby accept the Proposal for the purchase of the Bonds in accordance with the terms and conditions of this Ordinance and the Proposal. A copy of the Proposal shall be attached to this Ordinance and lodged with the official minutes of this meeting and is hereby incorporated herein by reference. The proper officers of the Borough are hereby authorized and directed to endorse the acceptance of the Borough on said Proposal.

Upon final pricing of the Bonds, the Financial Advisor will present to the Borough an Addendum setting forth the final terms and conditions of the Bonds, including the final

principal amount, interest rates, series designation, redemption provisions and purchase price for the Bonds. As long as the terms and conditions set forth in the Addendum satisfy the parameters set forth below, the President or Vice President of Borough Council in the absence of the President is hereby authorized to approve the final terms and conditions of the Bonds and to accept and to execute the Addendum for the purchase of the Bonds in the name and on behalf of the Borough and to cause the official seal of the Borough to be affixed thereto, and the Secretary or Assistant Secretary or any Acting Secretary is hereby authorized to attest to such acceptance and execution. The execution and delivery of the Addendum by the appropriate officers of the Borough shall constitute conclusive evidence of the approval and acceptance of the Addendum by the Borough.

It is hereby determined that an acceptable Addendum for the purchase of the Bonds must meet the terms of the Proposal and the following parameters:

- i. The net purchase price for the Bonds to be purchased pursuant to the Addendum shall not be less than 95% nor more than 125% of the aggregate principal amount of the Bonds issued (including underwriting discount and original discount or premium, plus accrued interest).
- ii. The annual principal maturities (whether by maturity or mandatory sinking fund redemption) and interest rates shall not exceed the maximum amounts set forth on **Exhibit A** attached hereto.
- iii. The net present value debt service savings generated by issuing the Bonds for the Refinancing Program must be at 3% of the aggregate principal amount of the 2013 Notes being refunded, as determined by the Borough's Financial Advisor in consultation with the Borough Manager.
- iv. An accepted Addendum must identify the series designation, the dated date and the interest payment dates and the principal retirement dates (whether such retirement be by maturity or mandatory sinking fund redemption) for the Bonds.

**Section 7. Terms of Bonds.** The Bonds shall be issued in fully registered form, in the denomination of \$5,000 or any integral multiple thereof, shall be numbered consecutively, as issued, beginning with the number 1. Each Bond shall bear interest accruing from a dated date, which date shall be not earlier than thirty (30) days prior to the Bond's date of initial issuance and delivery, as more fully specified in an Addendum.

The Bonds shall bear interest at rates not to exceed the maximum rates of interest set forth in **Exhibit A** attached hereto and shall mature, whether by maturity or mandatory sinking fund redemption, in the amounts not to exceed the maximum amounts as set forth on **Exhibit A** attached hereto and made a part hereof, as shall be specifically set forth in an Addendum.

**Section 8. Redemption of Bonds; Payment Date.** The Bonds may be subject to optional or mandatory sinking fund redemption prior to maturity, on such dates and under such

terms as determined in Section 6 and as shall be set forth in the definitive Bonds as delivered to the purchaser in accordance with the provisions hereof and the Addendum.

If any of the Bonds subject to redemption is of a denomination larger than \$5,000, a portion of such Bond may be redeemed, but such Bond shall be redeemed only in \$5,000 portions of its denomination or any whole multiple thereof. For the purpose of selecting any of the Bonds for redemption, each of the Bonds subject to redemption shall be treated as representing that number of Bonds which is obtained by dividing the denomination thereof by \$5,000, each \$5,000 portion thereof being subject to redemption. In the case of partial redemption of any of the Bonds, payment of the redemption price will be made only upon surrender of such Bond in exchange for Bonds of like form of authorized denominations in aggregate amount equal to the unredeemed portion thereof.

Any redemption, as hereinbefore authorized, shall be made pursuant to redemption notice mailed as set forth below, specifying: (1) the series, maturity and numbers of the Bonds or portions thereof so called for redemption; (2) the date fixed for redemption; (3) the redemption price or prices applicable to the Bonds to be redeemed; and (4) that on the date fixed for redemption such Bonds will be payable at the designated corporate trust office of the Paying Agent and that on and after such date interest thereon shall cease to accrue; by mailing a copy of the redemption notice by the first class mail not less than thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption, to the registered owners of Bonds to be redeemed in whole or in part at the addresses shown on the registration books, or after waiver of such notice executed by the registered owners of all Bonds to be redeemed shall have been filed with the Paying Agent, provided, however, that failure to give such notice by mailing or any defect therein or in the mailing thereof with respect to any one Bond shall not affect the validity of any proceeding for redemption of any other Bonds so called for redemption.

On and after the date designated for redemption and notice having been so given or waived, money for payment of the principal, premium, if any, and accrued interest being held by the Paying Agent, 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 this Ordinance, and registered owners of the Bonds or portions thereof so called for redemption shall have no rights with respect thereto, except to receive payment of the principal to be redeemed and accrued interest thereon to the date fixed for redemption, together with the redemption premium, if any.

If the date for payment of the principal of, or premium, if any, or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city where the designated corporate trust office of the Paying Agent is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such date shall have the same force and effect as if made on the nominal date of payment.

**Section 9. Form of Bonds.** The form of the Bonds, the Paying Agent's authentication certificate and the notation for registration, hereby approved, shall be with appropriate insertions,

omissions and variations substantially as set forth in Exhibit B attached hereto and incorporated by reference.

**Section 10. Appointment of Securities Depository.** The Depository Trust Company, New York, New York (“**DTC**”), shall act as securities depository for the Bonds on behalf of the firms which participate in the DTC book-entry system (the “**DTC Participants**”). The ownership of one fully registered Bond for each maturity of Bonds will be registered in the name of Cede & Co., as nominee for DTC. The Borough shall cause the Bonds to be delivered to DTC or the Paying Agent, as custodian for DTC, on or before the date of issuance of the Bonds.

Pursuant to the book-entry only system, any person for whom a DTC Participant acquires an interest in the Bonds (the “**Beneficial Owner**”) will not receive bond certificates and will not be the registered owner thereof. Ownership interests in the Bonds may be purchased by or through DTC Participants. Receipt by the Beneficial Owners (through any DTC Participant) of timely payment of principal of, premium, if any, and interest on the Bonds, is subject to DTC making such payment to DTC Participants and such DTC Participants making payment to Beneficial Owners. Neither the Borough nor the Paying Agent will have any direct responsibility or obligation to such DTC Participants or the persons for whom they act as nominees for any failure of DTC or such DTC Participants to act or make any payment with respect to the Bonds.

The Borough is authorized to execute such documents as may be necessary or desirable in connection with DTC's services as securities depository including a blanket letter of representation obligating the Borough to give certain notices to DTC and to meet certain requirements relating to Bond payments.

If DTC determines to discontinue providing its services as securities depository with respect to the Bonds at any time, the Borough officials then holding the offices set forth in Section 5 of this Ordinance are hereby authorized to designate a successor securities depository or to deliver certificates to or upon the order of the registered owners of the Bonds.

**Section 11. Covenant as to Tax Law.** The Borough hereby covenants with the holders from time to time of the Bonds that (i) it will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds under Section 103 and 148 of the Internal Revenue Code of 1986, as amended (the “**Code**”); and (ii) it will make no investment or other use of the proceeds of the Bonds, which, if such investment or use had been reasonably expected on the date of issuance of the Bonds, would cause the Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code and the rules and regulations promulgated. This covenant shall extend throughout the term of the Bonds and shall apply to all amounts which are proceeds of the Bonds for the purposes of said section, rules and regulations. Neither the Paying Agent nor any other official or agent of the Borough shall make any investment inconsistent with the foregoing covenant. The Treasurer and all other Borough officials responsible for investment shall follow the advice or direction of Bond Counsel in respect to the Bonds as to investments which may be made in compliance with this covenant.

The Borough hereby designates the Bonds for purposes of paragraph (3) of Section 265(b) of the Code as a “qualified tax-exempt obligation” and covenants that the Note does not constitute a private activity bond as defined in Section 141 of the Code, and that not more than \$10,000,000 aggregate principal amount of obligations the interest on which is excludable (under Section 103(a) of the Code), from gross income for federal income taxes (excluding, however, private activity bonds, as defined in Section 141 of the Code, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code) including the Bonds, have been or shall be issued by the Borough, including all subordinate entities of the Borough, during the calendar year 2016.

**Section 12. Covenant as to Rebate.** The Borough covenants, if it is required to do so by the Code, to rebate to the United States an amount equal to the sum of (A) the excess of (i) the amount earned on all nonpurpose investments (other than investments attributable to an excess described in this Section), over (ii) the amount which would have been earned if such nonpurpose investments were invested at a rate equal to the yield on the Bonds, plus (B) any income attributable to the excess described in (A) above except as regulations may otherwise provide. The amount which is required by this Section to be paid to the United States shall be paid in installments at least once every five years. Each installment shall be in an amount which ensures that 90% of the amount calculated under this Section at the time payment is required shall have been paid to the United States. The last installment shall be made no later than sixty (60) days after the day on which the last Bond is redeemed and shall be in an amount sufficient to pay the remaining balance of the amount calculated with respect to the Bonds.

**Section 13. Covenant to Pay Debt Service; Pledge of Taxing Power.** The Borough covenants to and with registered owners, from time to time, of the Bonds which shall be outstanding from time to time, pursuant to this Ordinance, that the Borough (i) shall include the amount of the debt service for the Bonds, for each fiscal year of the Borough in which such sums are payable, in its budget for that fiscal year, (ii) shall appropriate such amounts from its general revenues for the payment of such debt service, and (iii) shall duly and punctually pay or cause to be paid from the Sinking Fund or any other of its revenues or funds the principal of each of the Bonds and the interest thereon at the dates and place and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the Borough shall and does pledge, irrevocably, its full faith, credit and taxing power. As provided in the Act, the foregoing covenant of the Borough shall be specifically enforceable.

**Section 14. Creation of and Deposits in Sinking Fund.** The Borough covenants that there shall be and there is hereby established and that it shall hereafter maintain one or more sinking funds (collectively, the “**Sinking Fund**”) as appropriately designated for the Bonds, including if applicable multiple series or subseries or mandatory sinking fund, to be held by the Sinking Fund Depository hereinafter appointed (or such substitute or successor Sinking Fund Depository which shall hereafter be appointed in accordance with the provisions of the Act) and into said Sinking Fund there shall be paid all moneys necessary to pay the debt service on the Bonds when and as the same are collected, and said Sinking Fund shall be applied exclusively to the payment of the principal of and interest on the Bonds as covenanted and to no other purpose whatsoever, except as may be authorized by law, until the same shall have been fully paid.

Conditioned upon the issuance of the Bonds, the Borough shall deposit in the said Sinking Fund not later than the date when principal and/or interest is to become due on the Bonds a sufficient part of each aforementioned appropriation so that on each such payment date the said Sinking Fund will contain, together with any other available funds therein, sufficient money to pay in full the principal and/or interest amount then due on the Bonds or each series thereof, as applicable. The said Sinking Fund shall be secured and invested by the Sinking Fund Depository in securities or deposits authorized by the Act, upon direction of the Borough, all as provided in the Act. Said deposits and securities shall be in the name of the Borough but subject to withdrawal or collection only by the Sinking Fund Depository, and said deposits and securities, together with the interest thereon shall be a part of the said Sinking Fund. The Sinking Fund Depository and Paying Agent, without further action of the Borough, is hereby authorized and directed to pay from the said Sinking Fund the interest on and the principal of the Bonds when due and payable.

All income received on such deposits or investments of monies in the Sinking Fund 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.

All monies deposited in the Sinking Fund for the payment of the Bonds which have not been claimed by the registered owners thereof after two (2) years from the date payment is due, except where such monies are held for the payment of outstanding checks, drafts or other instruments of the Paying Agent, shall be returned to the Borough. Nothing contained herein shall relieve the Borough of its liability to the registered owners of un-presented Bonds.

**Section 15. No Taxes Assumed.** The Borough shall not assume the payment of any tax or taxes in consideration of the purchase of the Note.

**Section 16. Appointment of and Contract with Paying Agent.** US Bank, National Association, Philadelphia, Pennsylvania, is hereby appointed as Paying Agent and Sinking Fund Depository for the Bonds as required by Section 8106 of the Act (the "**Paying Agent**"). The Paying Agent is further appointed as registrar of the Bonds and directed to maintain a registry book for the Bonds. The proper officers of the Borough are hereby authorized, empowered and directed to contract with said Paying Agent for such services on usual and customary terms and also to appoint and contract with any successor in such duties.

**Section 17. DCED Filing.** The President of Borough Council, the Borough Manager and the Secretary, or the Vice President or the Assistant Secretary (or any Acting Secretary in the absence of the President or Secretary), or a duly-appointed successor, as the case may be, are hereby authorized, empowered and directed to prepare, execute and verify the Debt Statement of the Borough, with an appended Borrowing Base Certificate, certified by a Borough officer as required by Section 8110 of the Act, and to cause a complete and accurate copy of the proceedings in connection with the authorization, issuance and sale of the Note, certified by the Borough Manager, Secretary or Assistant Secretary (or any Acting Secretary), including the aforesaid Debt Statement, to be filed with the Pennsylvania Department of Community and Economic Development as



required by Sections 8111 and 8201 of the Act, and to pay the necessary filing fees in connection therewith.

**Section 18. Authorization of Official Statements.** The preparation of a Preliminary Official Statement for use in the marketing of the Bonds is hereby authorized. The President or Vice President of Borough Council, in consultation with the Borough Manager, is hereby authorized on behalf of the Borough to approve the form of such Preliminary Official Statement and an Official Statement with respect to the Bonds, with such insertions and amendments as shall be necessary to reflect the final terms and provisions of the Bonds, the accepted Proposal and Addendum and this Ordinance. The President or Vice President of Borough Council is hereby authorized to execute the Official Statement, and such execution shall constitute conclusive evidence of the approval of the Official Statement by the Borough.

**Section 19. Execution and Authentication of Bonds; Further Action.** The appropriate officers as designated in Section 5 hereof are hereby authorized, empowered and directed to execute the Bonds as aforesaid in Section 5 and to cause the Bonds to be authenticated by the certificate endorsed thereon, manually signed by a duly-authorized officer of the Paying Agent designated in Section 15 hereof. The President or Vice President of Borough Council and the Secretary, Assistant Secretary or any Acting Secretary of the Borough, or any duly-appointed successor, as the case may be, are further authorized, empowered and directed to deliver the Bonds upon receipt of the purchase money and in accordance with the terms of the Proposal and Addendum for the purchase thereof and to execute and deliver any and all papers and documents with such additions, deletions or changes as such officers shall deem appropriate and in accordance with this Ordinance and to take such further action and to do or cause to be done any and all acts and things as may be necessary or appropriate to execute or carry out the purposes of this Ordinance, to incur the debt hereby authorized and to effectuate the issuance, sale and delivery of the Bonds, and such actions of such officers shall be deemed the actions of the Borough.

The Borough's Bond Counsel is hereby authorized and directed to prepare all documents required in connection with the issuance, sale and delivery of the Bonds as Bond Counsel deems necessary or appropriate and to arrange for the printing thereof and of the Bonds.

**Section 20. Redemption or Prepayment Of The 2013 Notes.** Conditioned upon the issuance of the Bonds for the Refinancing Program, the Borough hereby authorizes the redemption or prepayment of the outstanding 2013 Notes being refunded on a redemption or prepayment date to be determined by the Borough Manager in consultation with the Financial Advisor. The President or Vice President of Borough Council and Secretary or Assistant Secretary of the Borough are hereby authorized and directed to execute all agreements and documents necessary to effect such redemption or prepayment. Such agreements and documentation shall be in form and substance as approved by the signing officers of the Borough.

**Section 21. Continuing Disclosure.** In compliance with Rule 15c2-12, under the Securities and Exchange Act of 1934, the Borough hereby authorizes and directs the appropriate officers to execute and deliver a continuing disclosure certificate on usual and customary terms. The continuing disclosure certificate shall be in form and substance as approved by the signing

officers of the Borough. The President or Vice President of Borough Council and Secretary or Assistant Secretary of the Borough are hereby authorized and directed to execute said continuing disclosure certificate and to deliver the same at settlement on behalf of the Borough.

**Section 22. Application of Bond Proceeds.** The purchase price for the Bonds, and any accrued interest payable by the purchaser identified in the Addendum, shall be paid by the purchaser to the Paying Agent on behalf of the Borough. Upon receipt of the balance of such purchase price for the Bonds, including interest thereon accrued to the date of delivery, if any, the Paying Agent shall deposit the same in a settlement account. From the settlement account, the Paying Agent shall pay, or establish reserves for payment of, the costs and expenses of the financing in the amounts presented to the Borough Council by the Financial Advisor which are hereby approved, and the proper officers of the Borough are authorized to direct the Paying Agent to pay the issuance costs on behalf of the Borough as set forth in written instructions from the President or Vice President of Borough Council. The Paying Agent shall transfer the proceeds of the Bonds designated for the Refinancing Program as set forth in written instructions from the President or Vice President of Borough Council.

Any reserves in the above-described settlement account shall be disbursed from time to time by the Paying Agent pursuant to written instructions from the President or Vice President of Borough Council and any balance ultimately remaining in any such reserve shall, upon written instructions of the President or Vice President of Borough Council, be paid over to the Borough.

**Section 23. Bond Insurance.** If applicable, as determined by the Addendum to the Proposal, the purchase of municipal bond guaranty insurance with respect to the Bonds is hereby authorized. The proper officers of the Borough are hereby authorized to take all action necessary or appropriate with respect to obtaining such insurance, as may be provided in the Addendum, including the payment of the premium with respect thereto.

**Section 24. Applicability of Act.** This Ordinance is enacted pursuant to the Act, the laws and the Constitution of the Commonwealth of Pennsylvania and the Borough 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 Borough in accordance with such laws. All of the mandatory provisions of the Act shall apply hereunder whether or not explicitly stated herein and are specifically incorporated herein by reference.

**Section 25. Contract with Bondholders.** In consideration of the purchase and acceptance of the Bonds authorized to be issued hereunder by those who shall purchase the same from time to time, this Ordinance shall be deemed to be and shall constitute a contract between the Borough and the holders from time to time of the Bonds; and the covenants and agreements herein set forth to be performed on behalf of the Borough shall be for the benefit, protection and security of the holders or registered owners from time to time of the Bonds. If the Borough shall default in the performance of any of its obligations hereunder, under the Bonds or under the Act, the holders or registered owners of the Bonds shall be entitled to all of the rights and remedies provided by the Act in the event of such default.

**Section 26. Severability Provision.** In the event that any one or more of the provisions contained in this Ordinance or in the Bonds issued pursuant hereto 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 the Bonds, and this Ordinance or the Bonds shall be construed and enforced as if such invalid, illegal or unenforceable provision had never been contained herein or therein.

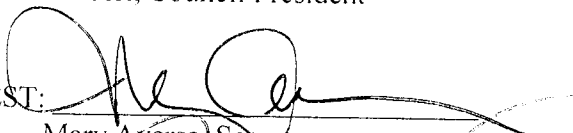
**Section 27. Amendment of Ordinance.** The Borough may, from time to time and at any time, enact a supplemental ordinance (a) to cure any ambiguity, formal defect or omission in this Ordinance or in any supplemental ordinance; or (b) to grant to and confer upon the holders from time to time of the Bonds any additional rights, remedies, powers, authority or security that may be lawfully granted to or conferred upon same; or (c) to comply with any requirements of the Code after regulations and rulings interpreting the Code are promulgated.

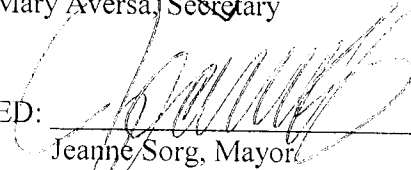
**Section 28. Exclusive Effect.** Nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon, or to give any person, firm or corporation other than the Borough, its agents, and the registered owners of the Bonds any right, remedy or claim under or by reason of this Ordinance or any covenant, condition or stipulation hereof; and the covenants, stipulations and agreements contained in this Ordinance are and shall be for the sole and exclusive benefit of the Borough, its agents, and the registered owners of the Bonds.

**Section 29. Repealer.** All ordinances or parts thereof inconsistent herewith are hereby repealed, rescinded, cancelled and annulled.

SO ORDAINED this 18<sup>th</sup> day of October 2016. This ordinance is effective upon enactment.

  
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Salvatore Pasceri, Council President

ATTEST:   
\_\_\_\_\_  
Mary Aversa, Secretary

APPROVED:   
\_\_\_\_\_  
Jeanne Sorg, Mayor