

*~Minutes~*

**POTTER COUNTY COMMISSIONERS MEETING**

**March 19, 2026**

(Meetings recorded and destroyed after meeting minutes approval)

**CALL TO ORDER** Commissioner Paul Heimel called the meeting to order at 11:00 a.m.

**MOMENT OF SILENCE/ PLEDGE OF ALLEGIANCE**

**ROLL CALL** Commissioner Nancy Grupp, Commissioner Paul Heimel, Commissioner Robert Rossman, Chief Clerk Jessica Giebel and Executive Secretary Paige Barroqueiro; all present.

**PUBLIC COMMENT**

**MINUTES – March 5, 2026 ~ Action ~** Comm. Rossman moved to approve. Comm. Heimel seconded. Rossman yes; Heimel yes; Grupp yes.

**GUESTS**

Spencer Gee, 4-H Educator and Potter County 4-H Teen Council members Dana Williams and Elizabeth Freeman from Oswayo Valley School joined the Commissioners in honor of the Proclamation of 4-H Week 2026. The students shared what 4-H means to them, highlighting how the program has positively impacted their personal growth, leadership skills, and involvement in the community.

Jennifer Caron, Bond Attorney at Eckert Seamans, and Jay Wenger of RBC Capital Markets joined the Commissioners to address questions regarding Ordinance 1 of 2026. Caron confirmed the financing has been properly advertised and authorizes the County to proceed with capital projects and reassessment. She noted the issuance of General Obligation bonds as “parameter debt,” which does not require voter approval, with DCED approval anticipated within approximately 20 days. Wenger explained this as the first step in a 20-year debt service plan with no budget impact until 2028. He outlined approximately \$1.7 million for reassessment, with remaining funds allocated to capital improvements including windows, boilers, front entrance upgrades, jail and courthouse work, and a contingency fund, for a total projected borrowing of \$4.6 million.

**NEW BUSINESS**

Proclamation – 4-H Week 2026 ~ **Action** ~ Comm. Rossman moved to approve. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

Ordinance 1 of 2026 – Incurring Nonelectoral Debt to be Evidenced by a Series of General Obligation Bonds ~ **Action** ~ Comm. Rossman moved to approve. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

~ **Action** ~ Comm. Rossman moved to amend the agenda to add opening Municibids under new business. Comm. Heimel seconded. Rossman yes; Heimel yes; Grupp yes.

Municibid – Reach-in Freezer ~ **Action** ~ Comm. Rossman moved to accept the high bid of \$1,175.00. Comm. Heimel seconded. Rossman yes; Heimel yes; Grupp yes.

Municibid – Southbend Double Convection Oven ~ **Action** ~ Comm. Heimel moved to accept the high bid of \$290.00. Comm. Rossman seconded. Heimel yes; Rossman yes; Grupp yes.

Municibid – Southbend Double Oven and Cooktop ~ **Action** ~ Comm. Rossman moved to accept the high bid of \$705.00. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

Municibid – Imperial Double Convection Oven ~ **Action** ~ Comm. Rossman moved to accept the high bid of \$1,105.00. Comm. Heimel seconded. Rossman yes; Heimel yes; Grupp yes.

Municibid – Bally Walk-In Cooler and Freezer ~ **Action** ~ Comm. Grupp moved to accept the high bid of \$9,200.00. Comm. Rossman seconded. Grupp yes; Rossman yes; Heimel yes.

Municibid – Stand Mixer ~ **Action** ~ Comm. Heimel moved to accept the high bid of \$310.00. Comm. Rossman seconded. Heimel yes; Rossman yes; Grupp yes.

Municibid – Rubbermaid Storage Shed ~ **Action** ~ Comm. Rossman moved to accept the high bid of \$405.00. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

Municibid – Commercial Envelope Opener ~ **Action** ~ Comm. Heimel moved to accept the high bid of \$71.00. Comm. Rossman seconded. Heimel yes; Rossman yes; Grupp yes.

**CONTRACTS AND AGREEMENTS**

Agreement – Davis Ulmer Fire Protection for fire monitoring at the Potter County Mod Trailers for a term of May 1, 2026, to April 30, 2027, at an annual fee of \$575.00. ~ **Action** ~ Comm. Rossman moved to approve. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

Contract Quote – Databranch for Hyper-V migration at a one-time cost of \$20,000.00 ~ **Action** ~ Comm. Rossman moved to approve. Comm. Heimel seconded. Rossman yes; Heimel yes; Grupp yes.

Agreement – Attorney Jamie Cook for Temporary Assistance to the Potter County District Attorney’s Office for a term of April 1, 2026, until the Assistant District Attorney position can be filled. Ms. Cook’s hourly rate will be \$125.00. ~ **Action** ~ Comm. Grupp moved to approve. Comm. Rossman seconded. Grupp yes; Rossman yes; Heimel yes.

**PCHS CONTRACTS AND AGREEMENTS**

**■ Children and Youth Services**

Sargus Juvenile Center (03/01/2026 - 06/30/2026)

**Description**

Juvenile Detention Services

24/25

25/26

**Prior Cost**

**Current Cost**

N/A

\$220.00/day

**■ Alcohol and Drug Abuse Services (01/01/2026 - 06/30/2026)**

Pathway to Recovery-Facility Number 657038

Drug and Alcohol Treatment-Inpatient; Adolescent Male

**Description**

#657038 Level 3.5

**Prior Cost**

**Current Cost**

\$359.00/Day

No Change

Resolutions Recovery Center-Adult: Facility number 437031

Drug and Alcohol Treatment-Inpatient

**Description**

Level 3.5 (Adolescent)

**Prior Cost**

**Current Cost**

N/A

\$320.00/Day

Cove Forge: Facility number 077009

Drug and Alcohol Treatment-Inpatient and Partial

**Description**

Level 3.7 WM

**Prior Cost**

**Current Cost**

Level 3.5 Enh

\$363.00/day

No Change

Level 3.5

\$362.00/day

No Change

Level 2.5

\$303.00/day

No Change

\$139.00/day

No Change

White Deer Run: Facility numbers 601031, 387017, 367058, 397060, 677069, & 677086

Drug and Alcohol Treatment-Inpatient

**Description**

**Treatment Facility 601031**

Level 3.7 WM

**Prior Cost**

**Current Cost**

Level 3.5 Enh

\$371.00/Day

No Change

Level 3.5

\$336.00/Day

No Change

\$325.00/Day

No Change

**Treatment Facility 387017**

Level 3.7 WM

\$379.00/Day

\$396.00/Day

Level 3.5 Enh

\$301.00/Day

\$321.00/Day

Level 3.5

\$272.00/Day

\$285.00/Day

**Treatment Facility 367058**

Level 3.7 WM

\$379.00/Day

\$396.00/Day

Level 3.5 Enh

\$361.00/Day

\$372.00/Day

Level 3.5

\$352.00/Day

\$363.00/Day

**Treatment Facility 397060**

Level 3.7 WM

\$382.00/Day

\$406.00/Day

Level 3.5 Enh

\$325.00/Day

\$343.00/Day

Level 3.5

\$297.00/Day

\$312.00/Day

**Treatment Facility 677069**

Level 3.7 WM

\$463.00/Day

\$471.00/Day

Level 3.5 Enh

\$439.00/Day

\$448.00/Day

Level 3.5

\$361.00/Day

\$366.00/Day

**Treatment Facility 677086**

Level 3.7 WM

\$331.00/Day

\$336.00/Day

Level 3.5 Enh

\$299.00/Day

\$301.00/Day

Level 3.5

\$263.00/Day

\$264.00/Day

Millerton Acquisition Sub LLC: Bradford Recovery Center, Facility Number 087028

D & A Treatment-Inpatient/Partial Hospitalization: Level 3.7 WM, 3.5 Enh, 3.5, and 2.5

<u>Description</u>	<u>Prior Cost</u>	<u>Current Cost</u>
Level 3.7 WM	\$426.00/Day	No Change
Level 3.5	\$299.00/ Day	\$306.00/Day
Level 3.5 Enh	\$326.00/Day	\$331.00/Day
Level 2.5	\$120.00/Day	No Change

Pocono Mountain Recovery Center: Facility Number 457039

Drug and Alcohol Treatment-Inpatient, Partial Hospitalization, Intensive Outpatient

<u>Description</u>	<u>Prior Cost</u>	<u>Current Cost</u>
Level 3.7 WM	\$447.00/Day	No Change
Level 3.5	\$408.00/Day	\$413.00/Day
Level 3.5 Enh	\$421.00/Day	\$433.00/Day
Level 2.5	\$10.45/15 minutes	No Change
Level 2.1	\$11.25/15 minutes	No Change

Huntington Creek Treatment Facility-Adult and Adolescent: Facility number 407061

Drug and Alcohol Treatment-Inpatient

<u>Description</u>	<u>Prior Cost</u>	<u>Current Cost</u>
Level 3.7 WM (Adolescent)	\$579.00/Day	No Change
Level 3.5 (Adolescent)	\$472.00/Day	No Change
Level 3.7 (Adult)	\$441.00/Day	No Change
Level 3.5 (Adult)	\$425.00/Day	No Change
Level 3.5 Enh (Adult)	\$450.00/Day	No Change

■ **Mental Health (10/01/2025 - 09/30/2026)**

Multi -Health Systems Inc. (MHS)

Juvenile Inventory for Functioning (JIFF) to be purchased for a year. Screening tool used in schools by our Student Assistance Program.

<u>Description</u>	<u>Prior Cost</u>	<u>Current Cost</u>
FAS Maintenance	\$510.00	\$535.00
JIFF	\$735.00	\$772.00

~ **Action** ~ Comm. Rossman moved to approve. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

**PERSONNEL**

Hire - Judge Minor has hired J'lina Matias to fill the full-time Case Manager position with the Domestic Relations Department, effective March 23, 2026 ~ **Action** ~ Comm. Rossman moved to acknowledge. Comm. Heimel seconded. Rossman yes; Heimel yes; Grupp yes.

**LIQUID FUELS TAX REQUESTS**

Homer Township - \$2,111.27

Hector Township - \$4,413.98

~ **Action** ~ Comm. Heimel moved to approve. Comm. Rossman seconded. Heimel yes; Rossman yes; Grupp yes.

**COMMISSIONERS' REPORTS**

Commissioner Grupp reported that the Potter County Human Services open house had over 60 attendees and expressed appreciation for the opportunity to host community members.

Commissioner Heimel reported on his attendance to the County Commissioner Association of Pennsylvania Conference held last weekend, highlighting discussions from the Human Services Committee regarding healthcare disparities and the urgency of addressing them. He noted potential federal funding opportunities in 2026 and stated the County is strategizing how to best position itself to take advantage of these resources. Options for child birthing services are being explored by a local committee, with the first round of funding expected to expire in December 2026.

Commissioner Rossman also reported on his time at CCAP. He chairs the Community and Economic Development Committee which discussed data centers and associated land use considerations, as well as concerns regarding energy availability in Pennsylvania, particularly in Tioga and Clinton counties. He also noted a breakout session which included DCNR, PennDOT, PSP, Ride Command, and Planning/GIS/Community Development Director Will Hunt regarding the North Central Regional ATV Trail Council of Governments, which has generated interest statewide.

**BILLS**

**Potter County Fiscal Summary (03/06/2026)**

<i>Fund #</i>	<i>Fund Description</i>	<i>Check #'s</i>	<i>Voided Check #</i>	<i>Voided Check Amt</i>	<i>Total</i>
10	Payroll - Direct Deposit	V1506222-V1506300, V156302, V1506307-V1506327			<b>\$120,581.07</b>
10	General Fund - Accounts Payable	150151-150155, 150157-150178, 150180-150182, 150184-150189, 150191-150203, 150205-150207, 150209-150223, 150225-150241, 150243-150254			<b>\$302,467.48</b>
10	General Fund - A/P Manual Checks	310			<b>\$168,577.80</b>
11	LEPC - Local Emergency Planning	3259-3263			<b>\$3,235.03</b>
16	911 Fund	4167-4172			<b>\$133,353.64</b>
18	Automation Fund (Civil)	150190			<b>\$1,125.84</b>
32	Specialty Courts	150156, 150242			<b>\$604.80</b>
34	V.O.J.O.	150156, 150179, 150208			<b>\$353.42</b>
35	Victim Services/RASA	150156, 150179			<b>\$1,427.85</b>
38	Divorce Fund	150224			<b>\$108.22</b>
61	Employee Wellness Initiative	150156			<b>\$98.67</b>
66	911 Statewide Interconnectivity Grant	150183, 150204			<b>\$15,310.50</b>

~ **Action** ~ Comm. Rossman moved to approve. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

**Potter County Fiscal Summary (03/31/2026)**

<i>Fund #</i>	<i>Fund Description</i>	<i>Check #'s</i>	<i>Voided Check #</i>	<i>Voided Check Amt</i>	<i>Total</i>
10	Payroll - Direct Deposit	V1525218-V1525247			<b>\$7,802.42</b>
10	General Fund - A/P Manual Checks	311			<b>\$10,057.51</b>

~ **Action** ~ Comm. Grupp moved to approve. Comm. Rossman seconded. Grupp yes; Rossman yes; Heimel yes.

**Potter County Tax Claim Bureau Fiscal Summary (03/19/2026)**

<b>ACCOUNTS PAYABLE CHECKS – Check #18418-18453</b>	<b>\$137,674.65</b>
<b>Total Checks Written</b>	<b>\$137,674.65</b>

~ **Action** ~ Comm. Heimel moved to approve. Comm. Rossman seconded. Heimel yes; Rossman yes; Grupp yes.

**Potter County Human Services Fiscal Summary (03/19/2026)**

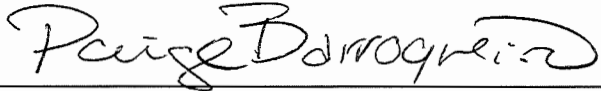
PAYROLL CHECK #1	\$0
PAYROLL AUTOMATIC DEPOSITS	\$42,812.07
PAYROLL TAX TRANSFERS (EFTPS)	\$12,210.18
STATE TAX WITHHOLDINGS (ETIDES)	\$1,777.15
PAUC	\$41.42
Local W/H	\$578.86
Coudersport LST	\$76.00
Isolved P/R Charge	\$152.92
ACCOUNTS PAYABLE CHECKS – 03/06/2026 Ck# 81917	\$928.63

ACCOUNTS PAYABLE CHECKS – 03/19/2026 Ck# 81918-81973	\$240,389.08
<b>Total Checks Written</b>	<b>\$298,966.31</b>

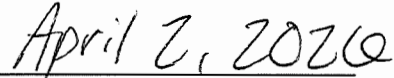
~ **Action** ~ Comm. Rossman moved to approve. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.

**NEXT MEETING:** April 2, 2026

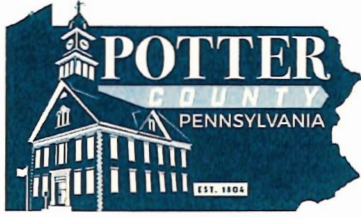
**ADJOURNMENT** ~ **Action** ~ Comm. Rossman moved to adjourn. Comm. Grupp seconded. Rossman yes; Grupp yes; Heimel yes.



Potter County Executive Secretary



Approval Date



## County of Potter Board of Commissioners

*One North Main Street, Suite 207  
Coudersport, Pennsylvania 16915  
Telephone: 814-274-8290 Fax: 814-274-8284  
www.pottercountypa.gov*

Nancy J. Grupp, Chair  
Paul W. Heimel, Commissioner  
Robert W. Rossman, Commissioner

Jessica M. Giebel, Chief Clerk  
Stephanie L. Fera, Solicitor

### PROCLAMATION

#### **Pennsylvania 4-H Week**

**March 2026**

**WHEREAS**, 4-H is America's largest youth development organization, supporting nearly six million youth across the country; and

**WHEREAS**, 4-H has helped 1,178 youth in Potter County to become confident, independent, resilient, and compassionate leaders as they learn by doing; and

**WHEREAS**, 4-H in Pennsylvania is delivered by Penn State Extension in rural areas, small towns, and cities in all 67 counties of the Commonwealth to more than 77,000 youth ages 5–18;

**WHEREAS**, 4-H youth in Pennsylvania are served by a network of staff members and more than 6,000 adult volunteers who engage and mentor youth in learning activities and hands-on projects in topics such as animal science, civic engagement, STEM, and health and wellness;

**WHEREAS**, Pennsylvania 4-H Week showcases the incredible ways that 4-H inspires kids to achieve and highlights the remarkable 4-H youth in Potter County who work each day to make a positive impact on those around them; and

**WHEREAS**, 4-H's network provides youth with opportunities for leadership development, career exploration, problem solving, friendships, community involvement, passion, and purpose;

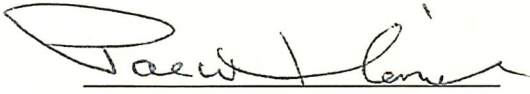
**NOW, THEREFORE**, we do hereby proclaim March 15-21, 2026 as PENNSYLVANIA 4-H WEEK throughout Potter County and encourage our citizens to acknowledge and celebrate 4-H for its valuable service and continued efforts to empower youth with a foundation of success for a lifetime.

Given under our hands this 19<sup>th</sup> day of March 2026.


**POTTER COUNTY BOARD OF COMMISSIONERS**



Nancy J. Grupp, Chair

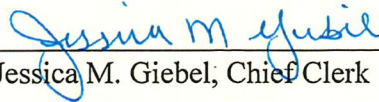


Paul W. Heimel, Commissioner

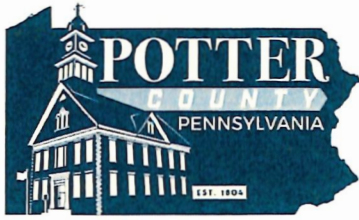


Robert W. Rossman, Commissioner

**ATTEST:**



Jessica M. Giebel, Chief Clerk



## County of Potter Board of Commissioners

*One North Main Street, Suite 207  
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www.pottercountypa.gov*

Nancy J. Grupp, Chair  
Paul W. Heimel, Commissioner  
Robert W. Rossman, Commissioner

Jessica M. Giebel, Chief Clerk  
Stephanie L. Fera, Solicitor

### ORDINANCE #1 of 2026 County of Potter, Pennsylvania

**INCURRING NONELECTORAL DEBT TO BE EVIDENCED BY A SERIES OF GENERAL OBLIGATION BONDS IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF FIVE MILLION NINE HUNDRED EIGHT THOUSAND DOLLARS (\$5,980,000), TO PROVIDE FUNDS FOR VARIOUS CAPITAL PROJECTS AND A REASSESSMENT PROJECT, AND THE PAYMENT OF RELATED COSTS AND EXPENSES; ACCEPTING A BOND PURCHASE PROPOSAL; SETTING FORTH THE TERMS AND SUBSTANTIAL FORM OF SUCH BONDS; AUTHORIZING EXECUTION AND AUTHENTICATION OF SUCH BONDS; PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THIS COUNTY IN SUPPORT OF SUCH BONDS; APPOINTING A PAYING AGENT AND A SINKING FUND DEPOSITORY; AND AUTHORIZING RELATED ACTION.**

**WHEREAS**, this County (the "County") is a political subdivision of the Commonwealth of Pennsylvania (the "Commonwealth") and is governed by its Board of County Commissioners (the "Board"); and

**WHEREAS**, the Board has determined that the County shall undertake projects which include (a) planning, design, purchase, acquisition and construction, as applicable, of buildings and facilities for governmental use by the County and such related appurtenances, and suitable fixtures, furnishings and equipment therefor (the "Construction Project"); and (b) a County-wide tax reassessment of real property (the "Reassessment Project" and, together with the Construction Project, the "2026 Project"); and

**WHEREAS**, the Board, has obtained and reviewed realistic cost estimates for the 2026 Project from a registered architect, a professional engineer, or another person or persons qualified by experience; and

**WHEREAS**, the Board contemplates the authorization, sale, issuance, and delivery of a series of bonds, in the maximum aggregate principal amount of Five Million Nine Hundred Eighty Thousand Dollars (\$5,980,000), to be known as the "General Obligation Bonds, Series of 2026" (the "Bonds"), to complete the 2026 Project and to pay the costs and expenses of issuance of the Bonds (collectively, the "Project"), all in accordance with the Local Government Unit Debt Act, 53 Pa.C.S. Chs. 80-82 (the "Act"), of the Commonwealth; and

**WHEREAS**, the Board has considered the possible manners of sale provided for in the Act with respect to the sale of the Bonds, such manners of sale being at public sale or private sale by negotiation or upon invitation; and

**WHEREAS**, the Board, in contemplation of authorization, sale, issuance and delivery of the Bonds, with the proceeds to be used for the aforesaid purposes, has determined that the Bonds: (a) shall be offered at private sale by negotiation; and (b) shall be offered for sale at a net purchase price (including underwriting discount and net original issue discount or premium) of not less than 95.0% or more than 125.0% of the aggregate principal amount, together with accrued interest, if any, from the date thereof to the date of delivery of the Bonds; and

**WHEREAS**, a Bond Purchase Agreement, dated March 19, 2026 (the "Proposal"), has been received from RBC Capital Markets, LLC (the "Underwriter"), and such Proposal contains certain financial parameters for, and conditions to, the issuance of the Bonds (the "Bond Parameters"), and will be supplemented by an addendum containing the final terms and provisions of the Bonds, consistent with the Bond Parameters; and

**WHEREAS**, the Board duly has opened, read, and considered the Proposal; and

**WHEREAS**, the Board desires to accept the Proposal, to award the sale of the Bonds, to authorize issuance of nonelectoral debt, and to take appropriate action and to authorize proper things, all in connection with the Project and all in accordance with and pursuant to provisions of the Act; and

**WHEREAS**, the Board has determined to appoint Manufacturers and Traders Trust Company (the "Paying Agent"), having corporate trust offices in Buffalo, New York and Harrisburg, Pennsylvania, as the paying agent and sinking fund depository for the Bonds.

**NOW, THEREFORE, BE IT ENACTED AND ORDAINED**, by the Board, as follows:

**Section 1.** The Board does authorize and direct the issuance of the Bonds pursuant to this Ordinance, in accordance with the Act, for purposes of the Project.

**Section 2.** The Board expresses its finding that it is in the best financial interests of this County to sell the Bonds at private sale by negotiation and determines that the debt to be incurred pursuant to this Ordinance shall be nonelectoral debt.

**Section 3.** A brief description of the 2026 Project is set forth in the preamble to this Ordinance. The Board does hereby determine to combine the projects included within the 2026 Project, as herein defined, for purposes of financing and does hereby declare that the realistic estimated useful lives of the capital projects making up the Construction Project range from at least twenty-five (25) to at least fifty (50) years. An aggregate principal amount of the Bonds equal to the separate cost of each such capital project has been stated to mature prior to the sooner to occur of (a) the end of such useful life, or (b) forty (40) years from the date of issuance of the Bonds. The Board does hereby find and declare that the Reassessment Project has a useful life of no more than ten (10) years from its date of completion, but an aggregate principal amount of Bonds equal to the separate cost of the Reassessment Project has been stated to mature prior to the end of such useful life.

The Board represents that the first installment of principal of the Bonds is not being deferred later than two years from the date of issue of the Bonds nor beyond one year after December 31, 2027, the estimated date of completion of construction of the Construction Project.

**Section 4.** The Board shall and does accept the Proposal; and the Bonds shall be sold in accordance with terms and conditions of the Proposal, at a final net purchase price (including underwriting discount and net original issuance premium or discount) of not less than 95.0% nor more than 125.0% of the aggregate principal amount of the Bonds to be issued, plus accrued interest, if any, from the date thereof to the date of delivery thereof.

The Chair or Vice Chair of the Board is hereby authorized and directed to evidence this County's acceptance of the Proposal by executing one or more counterparts of the Proposal, in the form submitted at this meeting. Prior acceptance of the Proposal by the Chair on behalf of this County is hereby ratified and approved.

The bid security, if any, accompanying the Proposal shall be held and shall be applied as provided by the Act; provided, however, that no allowance for interest shall be made by this County with respect to such bid security, except as provided by the Act.

The Chair or Vice Chair of the Board or, if neither is available for such purposes, the Chief Clerk of this County, is hereby further authorized to execute and deliver on behalf of the County an acceptance of a written addendum to the Proposal containing the final terms and conditions for issuance and sale of the Bonds, at such time as such an addendum is presented and recommended by the Underwriter, provided that such final terms and conditions are within the Bond Parameters set forth herein. A copy of the addendum to the Proposal so accepted by such official of the County (the "Addendum") shall be filed with the Secretary of the County and shall constitute part of the Proposal accepted by this Ordinance.

**Section 5.** The Bonds, when issued, will be general obligation bonds of this County.

**Section 6.** The Bonds shall be issuable as fully registered bonds, without coupons, in denominations of \$5,000 principal amount or any integral multiple thereof, and shall be dated as of the date of original issuance and delivery thereof or as of such other date specified in the Proposal or the Addendum (the "Dated Date of the Bonds").

Each of the Bonds shall bear interest from the interest payment date next preceding the date of registration and authentication of such bond, unless: (a) such bond is registered and authenticated as of an interest payment date, in which event such bond shall bear interest from said interest payment date; or (b) such bond is registered and authenticated after a Record Date (hereinafter defined) and before the next succeeding interest payment date, in which event such bond shall bear interest from such interest payment date; or (c) such bond is registered and authenticated on or prior to the Record Date (hereinafter defined) next preceding the first interest payment date, in which event such bond shall bear interest from the Dated Date of the Bonds; or (d) as shown by the records of the Paying Agent, interest on such bond shall be in default, in which event such bond shall bear interest from the date to which interest was last paid on such bond. Interest on each of the Bonds shall be payable initially on a date designated as one of the final terms and conditions for sale of the Bonds, and thereafter semiannually, until the principal sum thereof is paid. Except as to distinguishing numbers,

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denominations, interest rates, and maturity dates, the Bonds and the Paying Agent's certificates of authentication shall be substantially in the forms and shall be of the tenor and purport hereinafter set forth, with insertions and variations (including CUSIP numbers) approved by the Paying Agent, as may be appropriate for different denominations and maturity dates.

Principal, redemption premium, if any, and interest with respect to the Bonds shall be payable in lawful money of the United States of America.

The principal of the Bonds and any redemption premium payable upon a redemption of Bonds shall be payable to the registered owners thereof or their transferees, upon presentation and surrender of the Bonds at the place or places set forth in the Bonds.

Payment of interest on the Bonds shall be made by check mailed to the registered owners thereof whose names and addresses appear at the close of business on the fifteenth (15th) day next preceding each interest payment date (the "Record Date") on the registration books maintained by the Paying Agent on behalf of this County, irrespective of any transfer or exchange of any Bonds subsequent to the Record Date and prior to such interest payment date, unless this County shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the persons in whose names the Bonds are registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent on behalf of this County to the registered owners of the Bonds not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons in whose names the Bonds are registered at the close of business on the fifth (5th) day preceding the date of mailing.

If the date for payment of the principal of or interest on any Bonds shall be a Saturday, Sunday, legal holiday, or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of such principal or interest shall be the next succeeding day that is not a Saturday, Sunday, legal holiday, or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date established for such payment.

**Section 7.** This County and the Paying Agent may deem and treat the persons in whose names the Bonds shall be registered as the absolute owners thereof for all purposes, whether such Bonds shall be overdue or not, and payment of the principal of, redemption premium, if any, and interest on the Bonds shall be made only to or upon the order of the registered owners thereof or their legal representatives, but registration of a transfer of ownership may be made as herein provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon Bonds, to the extent of the sum or sums so paid, and neither this County nor the Paying Agent shall be affected by any notice to the contrary.

**Section 8.** Registration of the transfer of ownership of Bonds shall be made upon surrender of any of the Bonds to the Paying Agent, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner thereof or such registered owner's attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of any of the Bonds in the registration books and shall authenticate and deliver, at the earliest practicable time, in the name

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of the transferee or transferees, a new fully registered bond or bonds of authorized denominations of the same series, maturity, and interest rate for the aggregate amount that the registered owner is entitled to receive. Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations, of the same series, maturity, and interest rate.

**Section 9.** If Bonds shall be subject to optional redemption or mandatory redemption prior to stated maturity, this County and the Paying Agent shall not be required to register the transfer of, or exchange, any of the Bonds then considered for redemption during the period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of such Bonds to be redeemed and ending at the close of business on the day of mailing of the notice of redemption, as hereinafter provided, or to register the transfer of, or exchange, any portion of any of the Bonds selected for redemption in whole or in part until after the redemption date.

**Section 10.** This County shall cause to be kept, and the Paying Agent shall keep, books for the registration, exchange, and transfer of Bonds in the manner provided herein and therein so long as Bonds shall remain outstanding. Such registrations, exchanges, and transfers shall be made without charge to bondholders, except for actual costs, including postage, insurance, and any taxes or other governmental charges required to be paid with respect to the same.

**Section 11.** The Bonds shall be numbered consecutively, as issued, without regard to denomination or maturity, shall bear interest at a rate or rates not to exceed 5.50% per annum, and shall mature or be payable upon mandatory redemption prior to stated maturity in annual amounts not exceeding those set forth in **Exhibit A**, which is attached hereto and made part hereof.

The final interest rates on the Bonds and the annual stated maturities or mandatory redemptions of principal of the Bonds shall be as set forth in the Addendum accepted in accordance with Section 4 of this Ordinance, provided that the interest rate for each stated maturity of the Bonds shall not exceed the maximum rate set forth in the preceding paragraph and the principal maturing or subject to mandatory redemption in any year shall not exceed the amount set forth in **Exhibit A**.

**Section 12.** The Bonds may be subject to optional redemption by this County prior to maturity on such date or dates and under such terms as may be determined in the manner described in Section 4 of this Ordinance.

If the Addendum accepted in accordance with Section 4 of this Ordinance provides that any of the Bonds shall be term bonds, such Bonds (the "Term Bonds") shall be subject to mandatory redemption by the County in such annual principal amounts and on such dates as are stated in the Addendum (but not in amounts greater than set forth in **Exhibit A**), at a redemption price equal to 100% of the principal amount redeemed together with accrued interest thereon to the date fixed for redemption. Any such redemption shall be upon application of money available for the purpose in a Mandatory Sinking Fund to be established within the Sinking Fund created in accordance with this Ordinance. In lieu of any such mandatory redemption, the Paying Agent, on behalf of the County, may purchase from money in such Sinking Fund, at a price not to exceed the principal amount plus accrued interest, or the County may tender to the Paying Agent, all or any part of the Term Bonds subject to being drawn for redemption on any such date.

In the case of any partial optional redemption of Term Bonds of any particular maturity, this County shall be entitled to designate whether the amount to be redeemed shall be credited against the principal amount of such Term Bonds due at maturity or credited against the principal amount of such Term Bonds scheduled to be called for mandatory sinking fund redemption on any particular date or dates, in each case in an integral multiple of \$5,000 principal amount.

If any of the Bonds that are subject to redemption prior to stated maturity is of a denomination larger than \$5,000, a portion of such bond may be redeemed, but only in an integral multiple of \$5,000 principal amount. For the purpose of selecting any of the Bonds for redemption, each of the Bonds subject to redemption shall be treated as representing the number of Bonds that is equal to the principal amount thereof divided 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 authorized denominations of the same series, maturity, and interest rate and in aggregate principal amount equal to the unredeemed portion of the principal amount of such bond redeemed in part.

If Bonds shall be redeemable prior to stated maturity and are to be so redeemed, notice of redemption shall be deposited in first class mail not less than thirty (30) days prior to the date fixed for redemption and shall be addressed to the registered owners of the Bonds to be redeemed at their addresses shown on the registration books kept by the Paying Agent as of the day such Bonds are selected for redemption. Such notice shall specify: (1) the series, maturity (and if Bonds having the same maturity date bear interest at different rate, the interest rate), 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 or portions thereof to be redeemed; and (4) that on the date fixed for redemption the principal amount to be redeemed will be payable at a designated office of the Paying Agent and that after such date interest thereon shall cease to accrue. Failure to mail any such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption as to which proper notice has been given.

If at the time of mailing of a notice of redemption this County shall not have deposited with the Paying Agent, as sinking fund depository, money sufficient to redeem all Bonds called for redemption, the notice of redemption shall state that it is conditional, *i.e.*, that it is subject to the deposit of sufficient redemption money with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such money is so deposited. If the Bonds to be called for redemption shall have been refunded, money sufficient to redeem such Bonds shall be deemed to be on deposit with the Paying Agent for the purposes of this Section, and the notice of redemption need not state that it is conditional, if the redemption money has been deposited irrevocably with another bank or bank and trust company which shall have been given irrevocable instructions to transfer the same to the Paying Agent not later than the redemption date.

On the date designated for redemption, notice having been provided as aforesaid and money for payment of the principal, redemption 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 such 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 such 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 redemption date for any Bonds shall be a Saturday, Sunday, legal holiday, or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of the principal, premium, if any, and interest upon such redemption shall be the next succeeding day that is not a Saturday, Sunday, legal holiday, or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date of redemption.

**Section 13.** This County appoints the Paying Agent as the paying agent with respect to the Bonds and sinking fund depository with respect to the Sinking Fund created pursuant to Section 18 and directs that the principal of, redemption premium, if any, and interest on the Bonds shall be payable at a designated corporate trust office of the Paying Agent, in lawful money of the United States of America.

Any corporation or association into which the Paying Agent, or any appointed successor to it, may be merged or converted or with which it, or any appointed successor to it, may be consolidated, or any corporation or association resulting from any merger, conversion or consolidation to which the Paying Agent shall be a party, or any corporation or association to which the Paying Agent, or any appointed successor to it, sells or otherwise transfers all or substantially all of its corporate trust business, including its functions under this Ordinance, shall be the successor paying agent and sinking fund depository hereunder, without the execution or filing of any paper or any further act on the part of the County, and thereafter references herein to the "Paying Agent" shall refer to such resulting corporation or association, or to such transferee, as the case may be.

If the Paying Agent at any time shall resign or shall be removed by this County, the Board shall appoint a successor paying agent and sinking fund depository that is duly qualified in accordance with the Act to serve as paying agent for the Bonds and sinking fund depository with respect to the Sinking Fund created herein, and the principal of, redemption premium, if any, and interest on the Bonds shall be payable, when due, at a designated office of the successor paying agent located in the Commonwealth and at such additional payment offices as the successor paying agent shall designate. Upon acceptance of such appointment and the transfer by the Paying Agent to the successor paying agent of the appropriate documents, records, and funds, references herein to the "Paying Agent" shall thereafter refer to such successor paying agent.

**Section 14.** The form of the Bonds, including the form of Assignment and the form of the Paying Agent's Certificates, shall be substantially as set forth in **Exhibit B**, which is attached hereto and made part hereof, with appropriate insertions, omissions, and variations for the Bonds of each separate maturity.

**Section 15.** The Bonds shall be executed in the name of and on behalf of this County by the manual or facsimile signature of any two or more members of the Board, and the official seal or a facsimile of the official seal of this County shall be affixed thereto or imprinted thereon and manual or the facsimile signature of the Chief Clerk of the Board shall be affixed thereto in attestation thereof; and said officers are authorized to execute and to attest the Bonds.

**Section 16.** No bond constituting one of the Bonds shall be entitled to any benefit under this Ordinance nor shall it be valid, obligatory, or enforceable for any purpose until such bond shall have been registered and authenticated by the Certificate of Authentication endorsed thereon duly signed by the Paying Agent; and the Paying Agent is authorized to register and authenticate the Bonds in accordance with the provisions hereof.

**Section 17.** This County covenants to and with registered owners, from time to time, of the Bonds that shall be outstanding, from time to time, pursuant to this Ordinance, that this County: (i) shall include the amount of the debt service on the Bonds, for each fiscal year of this County in which such sums are payable, in its budget for that 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 (hereinafter identified) or any other of its revenues or funds the principal of and interest on each of the Bonds 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, this County shall and does pledge, irrevocably, its full faith, credit, and taxing power. As provided in the Act, the foregoing covenant of this County shall be specifically enforceable.

**Section 18.** There is created, pursuant to the requirements of the Act, a sinking fund for the Bonds, to be known as the "Sinking Fund - General Obligation Bonds, Series of 2026" (the "Sinking Fund"), which Sinking Fund shall be administered in accordance with applicable provisions of the Act.

If any of the Bonds shall be Term Bonds, as specified in the Addendum accepted in accordance with Section 4, a separate fund or account shall be created within and as a part of the Sinking Fund and designated as the "Mandatory Sinking Fund." The Paying Agent, as the sinking fund depository, shall make deposits into the Mandatory Sinking Fund, from funds deposited by the County into the Sinking Fund, in such amounts and on such dates as money shall be required for the payment upon stated maturity of the Term Bonds that shall be outstanding, if any, on their stated maturity date, and to mandatory redemption prior to stated maturity of such Term Bonds on such dates and in such amounts as are specified in the Addendum.

The Paying Agent, on the forty-fifth (45th) day next preceding any date on which Term Bonds are subject to mandatory sinking fund redemption as specified in the Addendum, so long as any Term Bonds shall remain outstanding, or as soon after such date as shall suit the convenience of the Paying Agent and shall allow sufficient time for mailing of the requisite notice of redemption, shall select or draw, by lot, in a fair and equitable manner, a principal amount of Term Bonds of the appropriate maturity equal to the amount then required to be redeemed. The Paying Agent shall, upon selection of Term Bonds of the appropriate maturity so to be called for redemption prior to maturity, mail the requisite notice of redemption on behalf of the County. The County covenants to assume and to pay all costs and expenses related to the mandatory redemption of such Term Bonds.

The amount required to be deposited in the Mandatory Sinking Fund on any given date shall be reduced by the principal amount of any Term Bonds of the appropriate maturity that shall have been purchased or tendered in lieu of mandatory redemption in the immediately preceding period, as provided in Section 12 hereof, and the amount of any Term Bonds of the appropriate maturity that

have been called for earlier optional redemption which the County has elected to credit against the amount of Term Bonds to be redeemed on such date, as provided in Section 12 hereof.

The principal amount of Term Bonds to be retired from money available in the Mandatory Sinking Fund shall be paid by the Paying Agent, as the sinking fund depository, in the usual and customary manner, from such money available in the Mandatory Sinking Fund.

**Section 19.** This County covenants to make payments out of the Sinking Fund, or out of any other of its revenues or funds, at such times and in such annual amounts, as shall be sufficient for prompt and full payment of all obligations of the Bonds when due.

**Section 20.** The Chair or Vice Chair and the of the Board and the Chief Clerk of the Board, respectively, are authorized and directed, as required, necessary, and/or appropriate: (a) to prepare, to certify, and to file with the Department of Community and Economic Development of the Commonwealth (the "Department") the debt statement required by the Act; (b) to prepare and to file with the Department any statements required by the Act that are necessary to qualify all or any portion of the debt of this County that is subject to exclusion as self-liquidating or subsidized debt for exclusion from the appropriate debt limit of this County as self-liquidating or subsidized debt; (c) to prepare and to file the application with the Department, together with a complete and accurate transcript of the proceedings for the required approval relating to the debt, of which debt the Bonds, upon issuance, will be evidence, as required by the Act; (d) to pay or to cause to be paid to the Department all proper filing fees required in connection with the foregoing; and (e) to take other required, necessary, and/or appropriate action.

The Board authorizes and directs that an appropriate borrowing base certificate be prepared for filing with the Department as required by the Act. The Chair or Vice Chair of the Board and the Chief Clerk of the Board are hereby authorized to prepare and to execute, or to authorize the auditors of this County to prepare and to execute, such borrowing base certificate.

**Section 21.** If applicable, as determined from the Proposal, the Board authorizes and directs the purchase of municipal bond guaranty insurance with respect to the Bonds. Proper officers of this County are authorized and directed to take all required, necessary, and/or appropriate action with respect to such insurance, as contemplated in the Proposal, including the payment of the premium for such insurance.

**Section 22.** The Chair or Vice Chair of the Board and the Chief Clerk, respectively, of this County are authorized and directed to contract with the Paying Agent for its services as paying agent with respect to the Bonds and as sinking fund depository in connection with the Sinking Fund, and if so requested, shall execute and deliver on behalf of this County an agreement (the "Paying Agent Agreement") with the Paying Agent in such form as such officers may approve with the advice of the Solicitor or bond counsel, the execution of the Paying Agent Agreement by such officers to constitute conclusive evidence of their approval.

**Section 23.** It is declared that the debt to be incurred hereby, together with any other indebtedness of this County, is not in excess of any limitation imposed by the Act upon the incurring of debt by this County.

**Section 24.** Proper officers of this County are authorized and directed to deliver the Bonds and to authorize payment of all costs and expenses associated with issuance of the Bonds as provided for in the Proposal, but only after the Department has certified its approval pursuant to the provisions of the Act or at such time when the filing authorized to be submitted to the Department pursuant to this Ordinance shall be deemed to have been approved pursuant to applicable provisions of the Act.

**Section 25.** This County covenants to and with purchasers of the Bonds that it will make no use of the proceeds of the Bonds, or of any other obligations deemed to be part of the same "issue" as the Bonds under applicable Federal tax regulations, that will cause the Bonds to be or become "arbitrage bonds" within the meaning of Section 103(b)(2) and Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations implementing said Sections of the Code. This County further covenants to and with purchasers of the Bonds that it will make no use of the proceeds of the Bonds, of the proceeds of any other obligations deemed to be part of the same "issue" as the Bonds under applicable Federal tax regulations, or of any property or facilities financed with the proceeds of the Bonds or of any such other obligations deemed to be part of the same "issue" as the Bonds, that will cause the Bonds to be or become "private activity bonds" within the meaning of Section 141 of the Code and the Treasury Regulations implementing said Section of the Code. This County shall comply with all other requirements of the Code, if and to the extent applicable, to maintain continuously the Federal income tax exemption of interest on the Bonds.

The Chair or Vice Chair of the Board is authorized to represent, if appropriate, in a certificate delivered when the Bonds are issued, that this County does not then reasonably expect to issue tax-exempt obligations that, together with all tax-exempt obligations reasonably expected to be issued by all entities that issue bonds on behalf of this County and all "subordinate entities" (within the meaning of Section 265(b)(3)(E) of the Code) of this County, in the aggregate, will exceed Ten Million Thousand Dollars (\$10,000,000) (or such other amount as may be applicable under the Code at the time of issuance of the Bonds) (excluding obligations issued to refund (other than to advance refund) any obligation to the extent that the amount of the refunding obligation does not exceed the outstanding amount of the refunded obligation) in the calendar year 2026 and, accordingly, to designate the Bonds (to the extent they are not "deemed designated" under Section 265(b)(3)(D)(ii) of the Code) as "qualified tax-exempt obligations," as defined in Section 265(b)(3)(B) of the Code, for the purposes and effect contemplated by Section 265 of the Code.

**Section 26.** The Board hereby declares that the net proceeds of sale the Bonds to be sold and issued under the provisions of this Ordinance to fund the 2026 Project will not exceed the amount reasonably necessary for the payment of the costs of the 2026 Project, taking into account the estimated total cost of the 2026 Project, other funds of this County that have been reserved, set aside, dedicated, or earmarked for the payment of costs of the 2026 Project, and the proceeds of any other bonds, notes, or other obligations heretofore issued by this County that are available for payment of such costs.

The Board further hereby declares that (1) at least 85 percent of the net proceeds of sale of the Bonds which are to be sold and issued to fund the Construction Project are expected to be allocated to expenditures on the Construction Project by the end of the 3-year period beginning on the date of issuance of the Bonds; (2) the County has incurred, or expects to incur within 6 months following the date of issuance of the Bonds, a substantial, binding obligation to a third party to

expend at least five (5) percent of the net proceeds of sale of the Bonds allocable to the Construction Project on the Construction Project; and (3) the County will proceed with due diligence to undertake and complete the Construction Project and to allocate the net proceeds of sale of the Bonds allocable to the Construction Project to expenditures for the Construction Project.

**Section 27.** (a) The Board hereby authorizes and directs the establishment of a capital project fund for the Construction Project to be known as the “Construction Project Fund – Series of 2026” (the “Construction Project Fund”), into which the net proceeds of the Bonds allocable to the Construction Project shall be deposited at the written direction of the Board, and from which money may be withdrawn or disbursed from time to time for payment of costs, as such term is defined in the Act, of the Construction Project, or for any other lawful purpose, upon written authorization of the Board. Any money in the Construction Project Fund not required for prompt expenditure may be deposited or invested in accordance with 53 Pa.C.S. §8224 or other applicable provisions of law, and the Treasurer or other appropriate officer of this County is hereby authorized and directed to arrange for investment of the money on deposit in the Construction Project Fund in appropriate, lawful investments.

(b) The Board hereby authorizes and directs the establishment of a reassessment project fund for the Reassessment Project to be known as the “Reassessment Project Fund – Series of 2026” (the “Reassessment Project Fund”), into which the net proceeds of the Bonds allocable to the Reassessment Project shall be deposited at the written direction of the Board, and from which money may be withdrawn or disbursed from time to time for payment of costs, as such term is defined in the Act, of the Reassessment Project, or for any other lawful purpose, upon written authorization of the Board. Any money in the Reassessment Project Fund not required for prompt expenditure may be deposited or invested in accordance with 53 Pa.C.S. §8224 or other applicable provisions of law, and the Treasurer or other appropriate officer of this County is hereby authorized and directed to arrange for investment of the money on deposit in the Reassessment Project Fund in appropriate, lawful investments.

**Section 28.** The Board hereby authorizes and directs the preparation of a Preliminary Official Statement with respect to the Bonds at such time as is required by the terms of the accepted Proposal. Such Preliminary Official Statement shall be in such form and with such content as is required by the Proposal and by law and customary practices, and the Board hereby authorizes the delivery of a sufficient number of copies thereof to the underwriters of the Bonds for use in connection with marketing of the Bonds. The Preliminary Official Statement so delivered shall be deemed by the County to be final as of its date, except for the omission of such information as is permitted by SEC Rule 15c2-12 to be omitted from a preliminary official statement.

The Board does further authorize that a final Official Statement with respect to the Bonds be prepared following the County’s acceptance of an addendum to the Proposal in accordance with Section 4 of this Ordinance. Such final Official Statement shall be substantially in the form and with the content of the Preliminary Official Statement delivered in accordance with the preceding paragraph, but with such insertions and amendments as shall be necessary or appropriate to reflect the final offering price(s), interest rate(s), selling compensation, aggregate principal amount,

principal amount per maturity, delivery date, credit rating(s), redemption provisions, and other terms and provisions of the Bonds as determined from the Proposal, including the accepted Addendum.

The Chair or Vice Chair of the Board is hereby authorized and directed to evidence the County's approval of the final Official Statement by affixing his or her signature thereto as such officer, and such execution of the final Official Statement by such officer shall constitute conclusive evidence of the approval of the final Official Statement by the County. The Board does hereby authorize and direct that copies of the final Official Statement be delivered in accordance with the terms of the Proposal.

**Section 29.** This County shall enter into, and hereby authorizes and directs the Chair or Vice Chair of the Board to execute, a Continuing Disclosure Certificate or Agreement (the "Disclosure Undertaking") on behalf of this County on or before the date of issuance and delivery of the Bonds. Such Disclosure Undertaking shall be executed and delivered to satisfy the terms and conditions of the accepted proposal for sale of the Bonds and Securities and Exchange Commission Rule 15c2-12 (the "Rule"), and shall be substantially in the form presented to this meeting, which is hereby approved, together with any changes therein made and approved by the executing officer of this County, whose execution and delivery thereof shall constitute conclusive evidence of such approval. A copy of the Disclosure Undertaking shall be filed with the Secretary of this County and shall be and hereby is made part of this Ordinance.

This County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Undertaking. Notwithstanding any other provision of this Ordinance, failure of this County to comply with the Disclosure Undertaking shall not be considered an event of default with respect to the Bonds; however, any registered owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause this County to comply with its obligations under this Section and such Disclosure Undertaking.

**Section 30.** The Bonds shall be made available for purchase under a book-entry only system available through The Depository Trust Company, a New York corporation ("DTC"). If this County has not heretofore executed, delivered and kept on file with DTC a Blanket Letter of Representations in the form required by DTC for the purpose of evidencing this County's agreement to comply with the requirements of DTC's Operational Arrangements with respect to book-entry securities, then at or prior to settlement for the Bonds, this County shall execute, delivery and file with DTC such a Blanket Letter of Representations (the Blanket Letter of Representations so filed or so to be filed with DTC is herein referred to as the "Representation Letter"). The appropriate officers of this County shall take such action as may be necessary from time to time to comply with the terms and provisions of the Representation Letter.

**Section 31.** Notwithstanding any other provisions of this Ordinance to the contrary, the Bonds shall initially be issued in the form of one fully registered bond for the aggregate principal amount of the Bonds of each maturity and interest rate, and the following provisions shall apply with respect to the registration, transfer and payment of the Bonds:

- (a) Except as provided in subparagraph (g) 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 of the same series, interest rate, and maturity registered in the name of such nominee or nominees of DTC.

(b) No person other than DTC or its nominee shall be entitled to receive from this 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 registration books (the "Register") maintained by the Paying Agent in connection with discontinuing the book-entry system as provided in subparagraph (g) below or otherwise.

(c) So long as any Bonds 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 Representation 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 this 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.

(d) This 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 holders of Bonds under this Ordinance, registering the transfer of Bonds, obtaining any consent or other action to be taken by holders of Bonds and for all other purposes whatsoever; and neither this County nor the Paying Agent shall be affected by any notice to the contrary. Neither this 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 Register as being a registered owner of Bonds, with respect to (1) the Bonds, (2) the accuracy of any records maintained by DTC or any such participant, (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, (4) any notice which is permitted or required to be given to holders of the Bonds under this Ordinance, (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, and (6) any consent given or other action taken by DTC as holder of the Bonds.

(e) 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 holders of such Bonds under this Ordinance shall be given to DTC as provided in the Representation Letter.

(f) In connection with any notice or other communication to be provided to holders of Bonds pursuant to this Ordinance by this County or the Paying Agent with respect to any consent or other action to be taken by holders of Bonds, 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 this County or the Paying Agent may establish a special record date for such consent or other action. This County or the Paying Agent shall give DTC notice of such special record date not less than fifteen (15) calendar days in advance of such special record date to the extent possible.

(g) The book entry system for registration of the ownership of the Bonds may be discontinued at any time if either (1) after notice to this 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, this 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 this County. In either of such events (unless in the case described in clause (2) above, this 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 this County or the Paying Agent for the accuracy of such designation. Whenever DTC requests this County and the Paying Agent to do so, this 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.

**Section 32.** Any reference in this Ordinance to an officer or a member of the Board or to any other officer of this County shall be deemed to refer to his or her duly qualified successor in office, if applicable.

**Section 33.** In the event any provision, section, sentence, clause, or part of this Ordinance shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause, or part of this Ordinance, it being the intent of this County that such remainder shall be and shall remain in full force and effect.

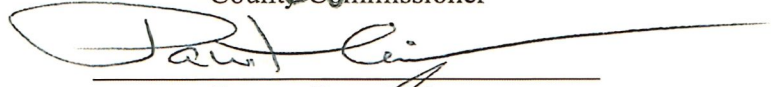
**Section 34.** All ordinances or parts of ordinances, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.


**Section 35.** This Ordinance shall be effective in accordance with the Act.

DULY ENACTED, by the Board, in lawful session duly assembled, this 19th day of March, 2026.


COUNTY OF POTTER, PENNSYLVANIA

  
County Commissioner

  
County Commissioner

  
County Commissioner

ATTEST:

  
Chief Clerk

(SEAL)