A regular meeting of the Northampton County Council was held on the above date with the following present: Ann McHale, President; J. Michael Dowd, Vice President; Ron Angle; Joseph H. Capozzolo; John Cusick; Charles M. Dertinger; Margaret Ferraro; Lamont G. McClure, Jr.; Diane Neiper; Anthony J. Martino, Solicitor to Council and Frank E. Flisser, Clerk to Council.

Prayer

Mr. Dowd led County Council in prayer to open the meeting.

Pledge of Allegiance

Mrs. Ferraro led County Council in the pledge of allegiance.

Approval of the Minutes

Mr. Dowd made the following motion:

Be It Moved By the Northampton County Council that the minutes of the April 2, 2009 meeting shall be approved.

Mr. Dertinger seconded the motion.

The motion was adopted by voice acclamation.

Courtesy of the Floor

Mr. Steve Schmitt, 531 West Third Street, Bethlehem, PA - advised he was the Director of the Coalition for Appropriate Transportation. He further advised his name was forwarded by the County Executive to County Council for appointment to the Lehigh and Northampton Transportation Authority (LANTA). He noted he became aware that at yesterday’s Personnel Committee
meeting, questions arose with regard to his nomination and it was removed from consideration.

With regard to his voters registration, Mr. Schmitt stated he changed his address with them approximately two weeks ago. He further stated he had used his business address because he tried to keep his personal address private due to the nature of his business and he was told it would not be a problem.

In response to Mrs. McHale’s question as to how long his business would be located at 60 West Broad Street, Bethlehem, Mr. Schmitt advised they would be there until August 30, 2009.

Mr. Angle stated some question was raised as to Mr. Schmitt’s behavior as a member of LANTA and he asked Mr. Schmitt how long he had been on the authority.

Mr. Schmitt advised he was on the board for ten years, but last year Ms. Cordelia Miller was selected. He further advised he felt Ms. Miller was doing a wonderful job and was not sorry that she replaced him. However, he noted during that year, he was not allowed to speak at the board meetings other than under Courtesy of the Floor at the beginning of the meetings.

Mr. Schmitt stated he rode the buses and was very interested in bus service so he decided if he wanted to ask questions or make comments, he would have to be a board member.

With regard to his references, Mr. Schmitt advised he did use the name of Mr. Armando Greco, the Executive Director of LANTA, but that was because when he was being considered in 2008, Mr. Greco had written a letter recommending him.

Mr. Tom Nolan, 3910 Kipton Court, Bethlehem, PA - stated as a member of the Bethlehem Township Board of Commissioners, he was asked to be the representative on the Northampton County Gaming Revenue and Redevelopment Authority and his resume was submitted to be reviewed at the Personnel Committee meeting.

Mr. Nolan advised he was also the Chairman of the Two Rivers Council of Governments (COG). He further advised there was a discussion held at their meeting last night with regard to the issue of the COGs wanting to be a part of the Northampton County Gaming Revenue and Redevelopment Authority and at that time, were apprised of the fact that the Personnel Committee had put the resumes aside with no action being taken and
there was some talk about expanding the authority.

Mr. Nolan stated the five priority municipalities have membership available to them and he wondered if they were in jeopardy.

Mr. Cusick advised it was asked during the public comments at yesterday’s meeting if the positions were advertised and based on the opinion of the Solicitor to County Council, it was determined that a formal public notice had to be placed in the newspapers.

Mr. Martino stated he agreed with Mr. Cusick, adding that those names that had already been submitted would not be discounted.

Mr. Cusick advised there would be an advertisement, however, they still had the resumes of those individuals recommended by the municipalities so there would be no need for those individuals to resubmit a resume. He further advised personally he valued the recommendations made by the municipalities and they should be honored. However, the ordinance did not guarantee the municipalities’ right to directly appoint individuals and the County did have a legal obligation to advertise the positions.

Mr. Nolan stated they would check on that legality, but his concern was who was going to select the individual from each municipality.

Mr. Cusick advised the Personnel Committee would be making the recommendation to County Council as whole. He further advised his preference would be to recommend those individuals that the municipalities had submitted. However, there were other members of County Council who did not share the same opinion.

Mr. Nolan stated his opinion would be to allow the municipalities to choose who they wanted to represent them because they were the ones who were going to be affected.

Mr. Cusick advised there had been some suggestions from members of County Council that amendments be made as to the composition of the authority, therefore, there was a possibility amendments may be offered in the future.
When Mr. Angle asked Mr. Nolan if it was still Bethlehem Township’s position to have a split based on per capita even though the other four contiguous municipalities have made it clear that their preference was to divide the money in equal shares, Mr. Nolan replied that was their official position.

Mr. Angle then remarked under that scenario, he could not believe the authority, as it was currently comprised, would be a good authority to look at requests for grants from the entire County based upon remediation of problems caused by the casino.

Mr. McClure stated he and Mr. Cusick were in agreement that the recommendations of the municipalities would have a great deal of impact on what they did, however, he wanted it understood that the ordinance did not guarantee that County Council, as a whole, would accept the recommendations. He further stated it may take a little time, but the authority would be constituted and the issue resolved.

Mr. Nolan advised the municipalities did have a concern about the direction County Council was taken. He further advised they hoped County Council would stay on course and allow the municipalities to be part of the process and honor the selections they felt were in their best interests.

In answer to Mr. Dowd’s question, Mr. Nolan stated the Two Rivers COG did not vote on anything nor conveyed their support for the changing of the composition of the authority.

With regard to the discussion pertaining to the composition of the authority, Mr. Dowd commented he hoped that Mr. Nolan did not feel it was anything other than a honest expression of concern by some of the members of County Council.

Ms. Sandra Kistler, 1000 S. Quince Road, Walnutport, PA - advised she and her husband got bilked out of $18,000 by a contractor who was now in the Northampton County Prison and they were here to let County Council know there were some flaws in the Court system.

Ms. Kistler stated the contractor was ordered to pay full restitution back in 2006, however, thus far they have only received $15 in January, nothing in February, $30 in March and
$25 in April. She further stated at this rate, it would take 92 years to get their money back.

Ms. Kistler advised two couples from Lehigh County filed Federal charges against this same contractor. She noted one couple was owed $5,000 and was faithfully receiving $110 a month while the other couple, who was owed $2,500, was receiving $50 a month.

Ms. Kistler stated they signed a form to be informed if this individual was on Work Release, but the only way they found out was by word of mouth. She further stated the time for them to get their money was when the individual was on Work Release and as he was scheduled for parole in May, she was afraid they may never get paid. She noted the system was not working and it was a prime example of wasteful spending at the County level.

Lastly, Ms. Kistler stated she wanted to know why Lehigh County’s system appeared to be much better than Northampton County’s system.

Ms. Martricia McLaughlin, Assistant County Solicitor, advised the Criminal Division was under her jurisdiction and they have been working very hard to improve the collections. She further advised she would be willing to meet with the Kistlers to discuss their situation.

Mr. Paul Marin, 739 Hamilton Street, Allentown, PA - stated he was that one Latino on the LANTA Board. He further stated he had only good things to say about Mr. Schmitt, who was the individual responsible for his decision to serve on the board.

Mr. Marin advised Mr. Schmitt was an avid user of the LANTA system and although he could be challenging at times, he possessed integrity and intelligence. He further advised he felt Mr. Schmitt brought so much value to the board that if he could, he would give up his seat to allow him to serve.

On another issue, Mr. Marin stated they were in the process of finalizing the agreement with New Jersey Transit and Systra. He further stated today, President Barack Obama had a press conference announcing $8.5 billion for a national high speed rail network that involved ten corridors. He noted one of those corridors was the Keystone Corridor extending from Philadelphia
through Harrisburg to Pittsburgh. He further noted the State was now conducting a $1 million study that included freight and passenger rail which would be completed within the next eight months.

Ms. Stephanie Kovacs, 121 Main Street, Hellertown, PA - advised she was a Councilwoman for the Borough of Hellertown and she was present to let County Council know the Borough of Hellertown was adamantly opposed to changing the composition of the authority. She further advised the casino was scheduled to open May 22, 2009 and the municipalities needed County Council to move ahead with the authority so they could address the issues they were going to be facing with its opening.

Mr. Cusick stated he would be supporting the choices of the municipalities because there was no one to represent the municipalities better than those they chose. However, the County had a legal obligation to advertise the positions.

Mr. Bob Pfenning, 2830 Linden Street, Bethlehem, PA - advised at yesterday’s Personnel and Finance Committees meeting, he did express some concerns with the nominees to the authority. He further advised under the law, it was perfectly clear that besides the County, the City and the five contiguous municipalities have priority and the non-contiguous municipalities got the leftovers and they were feeling left out.

Mr. Pfenning made a proposal to alter the existing authority structure. He suggested removing the three ex-officio members from the authority and replace the County Executive with a County administrator to represent the County. He would then go with Mr. Capozzolo’s suggestion and increase the membership by two, which would leave four seats to fill and he suggested filling them with residents of non-contiguous municipalities, noting one should be a County Council member.

Mr. Pfenning stated he would also go along with Mrs. Ferraro’s suggestion of adding some language regarding competitive grants and impact.

Confirmation of Appointments

Mrs. McHale advised the Personnel Committee met on April 15, 2009, to consider appointments to the Lehigh and Northampton
Transportation Authority, the Lehigh Valley Workforce Investment Board and the Personnel Commission.

Mr. Cusick introduced the following resolution:

R. 25-2009 RESOLVED, by the Northampton County Council that the following individuals shall be confirmed in their appointments/re-appointments as indicated hereafter:

LEHIGH AND NORTHAMPTON TRANSPORTATION AUTHORITY

Re-appointments:  Term to Expire: 3/2/14
Susan W. Firman
556 Pine Top Drive
Bethlehem  PA 18017

LEHIGH VALLEY WORKFORCE INVESTMENT BOARD

Appointments - Youth Council:  Terms to Expire: N/A
Aileen Altagracia
912 East Fifth Street
Bethlehem PA 18015

Lili del Pilar Cook
4833 Maple Drive
Walnutport  PA 18088-9315

PERSONNEL COMMISSION

Appointment:  Term to Expire: 12/31/09
Gary L. Dologite, SPHR
1465 Main Street
Bethlehem PA 18018

As there were no questions or comments, Mrs. McHale called for the vote.


The resolution was adopted by a vote of 9-0.
Mr. Angle made a motion to accept the appointment of Mr. Schmitt to LANTA, with a term to expire March 12, 2014.

Mrs. Ferraro seconded the motion.

Mr. Cusick remarked that he would not vote for this appointment as he felt it should be referred back to the Personnel Committee.

As there were no further questions or comments, Mrs. McHale called for the vote.


The motion failed by a vote of 3-6.

After Mr. Dertinger commented he voted against this appointment because Mr. Cusick asked that it be referred back to the Personnel Committee, Mr. Angle made a motion to refer this matter back to the Personnel Committee.

Mrs. Ferraro seconded the motion.

Before a vote could be taken, Mr. McClure raised an objection as there was no matter to be referred back to the Personnel Committee and Mr. Martino concurred.

Mrs. Ferraro stated she did not understand why this was an issue because Mr. Schmitt was a person who rode the bus, had perfect attendance and was referred highly by Mr. Marin.

Mr. Angle asked Mr. John Stoffa, County Executive, to resubmit Mr. Schmitt’s name for consideration.

Public Hearing on the Ordinance Providing for Amendments to the 2009 Northampton County Budget

Mrs. McHale advised this was the first budget amendment for the year and it was introduced by Messrs. Dowd and Cusick at the meeting held April 2, 2009. She further advised this matter was reviewed at the finance Committee meeting held April 15, 2009.
AN ORDINANCE AMENDING THE 2009 NORTHAMPTON COUNTY BUDGET: COUNTY COUNCIL; DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT - GAMING HOST CITY, GAMING HOST COUNTY, GAMING AUTHORITY, COMMUNITY DEVELOPMENT BLOCK GRANTS, PASS THROUGH GRANTS; DEPARTMENT OF FISCAL AFFAIRS - BALANCING OF BUDGET; DEPARTMENT OF ADMINISTRATION - FARMLAND PRESERVATION; COURT OF COMMON PLEAS - COURT ADMINISTRATION; DEPARTMENT OF HUMAN SERVICES - DEVELOPMENT FUND, CHILDREN, YOUTH AND FAMILIES, AREA AGENCY ON AGING, MENTAL HEALTH, DEVELOPMENTAL PROGRAMS, DRUG AND ALCOHOL

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Effective Date:

In accordance with Northampton County Home Rule Charter 705 (e) this ordinance shall become effective upon the date of enactment.

Mrs. McHale asked if there were any questions or comments from the public regarding this matter.

As there were no respondents, she asked if any member of County Council had any questions or comments.

Mr. Angle left the meeting at this time.

In response to Mr. Cusick’s question as to why there was a $10 million reduction in the Developmental Programs, Mr. Marcus stated the Department of Public Welfare was taking back a lot of responsibility for the Waiver Program. He further stated the County had been administering the money locally, however, effective July 1, 2009, the State would start administering the money so it had to be removed from the County’s budget. He noted the County would still be doing a lot of the work, but it would not be involved in the paper flow.

Mrs. Neiper advised when she had asked Mr. Marcus why this was in the budget originally, he informed her that he was not sure what was going to happen so he wanted to prepared in case they did not take it over.
As there were no further questions or comments, Mrs. McHale called for the vote.


The ordinance was adopted by a vote of 8-0, with 1 absent.

Mr. McClure stated he wanted to publicly thank the Administration, especially Mr. John Conklin, Director of Administration, for the work they did on making sure that the appropriate funding was found within the budget to create the pilot mortgage foreclosure program.

Public Hearing on the City of Easton Keystone Opportunity Zone Ordinance (new)

Mrs. McHale advised this ordinance was introduced by Messrs. Dowd and Dertinger at the meeting held April 2, 2009.

AN ORDINANCE AUTHORIZING REAL PROPERTY, EARNED INCOME TAX, NET PROFITS, MERCANTILE AND BUSINESS PRIVILEGE TAXES WITHIN A SPECIFIC GEOGRAPHIC AREA IN EASTON PENNSYLVANIA, DESIGNATED AS A PROPOSED KEYSTONE OPPORTUNITY EXPANSION ZONE, IN ORDER TO FOSTER ECONOMIC OPPORTUNITIES, STIMULATE INDUSTRIAL, COMMERCIAL, AND RESIDENTIAL IMPROVEMENTS AND PREVENT PHYSICAL AND INFRASTRUCTURE DETERIORATION WITHIN AREAS OF THE CITY OF EASTON, COUNTY OF NORTHAMPTON AND COMMONWEALTH OF PENNSYLVANIA, UPON CERTAIN TERMS AND CONDITIONS

WHEREAS, Northampton County, Pennsylvania recognizes the need to encourage investment in a defined geographical area (See Attachment "A") that is experiencing distress characterized by one or more of the following: high unemployment, low investment of new capital, blighted conditions, underutilized, obsolete or abandoned industrial commercial and residential structures, deteriorated tax base; and
WHEREAS, the Pennsylvania Keystone Opportunity Zone Act 79 of 2008 (SB1412) hereinafter referred to as the "Act", authorizes political subdivisions to apply to the Pennsylvania Department of Community and Economic Development (DCED) for designation of an area within the respective political subdivision as a Keystone Opportunity Expansion Zone granting exemptions, deductions, abatements or credits from all local taxes identified in the Act.

WHEREAS, approval of benefits provided in the Act will result in improving both the economic, physical and social conditions within the proposed new Keystone Opportunity Expansion Zone by stimulating existing business employment, creating new employment and diminishing blight; and

WHEREAS, it is expected that increased private and public sector investors will reverse the disinvestment and conditions of blight within the herein described tract(s) of land by the termination date of new zone under the Act.

NOW, THEREFORE, BE IT ORDAINED by the County Council of Northampton County that effective as of this date ______________, 2009, contingent only upon the DCED's approval of the application for the proposed new Keystone Expansion Zone, the following provisions shall apply:

1. Real Property Tax on the herein described tract(s) is 100% exempt in accordance with the provisions and limitations hereinafter set forth in accordance with the Act, such exemption shall begin on 1/1/2010 and terminate 12/31/2020.

2. Earned Income and Net Profits Taxes; Business Privilege and Mercantile Taxes. The County of Northampton also waives business gross receipts tax for operations conducted by a qualified business; earned income received by a resident or non resident of the proposed new Keystone Opportunity Expansion Zone attributable to business activity conducted with said zone and benefits terminating on 12/31/2020.
3. The provisions of the Act not herein enumerated, shall, nevertheless, be incorporated as part of this Ordinance by reference.

4. This resolution shall be effective upon execution, conditioned upon the approval of the application by DCED.

The following are the parcels designated for this project:

<table>
<thead>
<tr>
<th>Parcel Name</th>
<th>Owner</th>
<th>Parcel ID</th>
<th>County Tax Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>Silk Mill</td>
<td>Easton Redevelopment Authority (ERA)</td>
<td>L9 27 4 (Exempt)</td>
<td>Base Tax 2,300.00 x 10.8 = $24.84</td>
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<tr>
<td>Silk Mill</td>
<td>ERA</td>
<td>L9 27 46</td>
<td>500 x 10.8 = $5.40</td>
</tr>
<tr>
<td>Silk Mill</td>
<td>ERA</td>
<td>L9 245 (Exempt)</td>
<td>76,100.00 x 10.8 = $821.88</td>
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<tr>
<td>Silk Mill</td>
<td>ERA</td>
<td>L9 24 2</td>
<td>210,000 x 10.8 = $2,268.00</td>
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<tr>
<td>Pomeroy’s</td>
<td>Ashley Development</td>
<td>L9 Se 2A 16 3</td>
<td>62,300 x 10.8 = $672.84</td>
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</table>

Public Hearing on the City of Easton Keystone Opportunity Zone Ordinance (extension)

Mrs. McHale stated this ordinance was introduced by Messrs. Dowd and Dertinger at the meeting held April 2, 2009.

AN ORDINANCE AUTHORIZING REAL PROPERTY, EARNED INCOME TAX, NET PROFITS, MERCANTILE AND BUSINESS PRIVILEGE TAXES WITHIN A SPECIFIC GEOGRAPHIC AREA IN EASTON PENNSYLVANIA, DESIGNATED AS A PROPOSED KEYSTONE OPPORTUNITY EXPANSION ZONE, IN ORDER TO FOSTER ECONOMIC OPPORTUNITIES, STIMULATE INDUSTRIAL, COMMERCIAL, AND RESIDENTIAL IMPROVEMENTS AND PREVENT PHYSICAL AND INFRASTRUCTURE DETERIORATION WITHIN AREAS OF THE CITY OF EASTON, COUNTY OF NORTHAMPTON AND COMMONWEALTH OF PENNSYLVANIA, UPON CERTAIN TERMS AND CONDITIONS

WHEREAS, Northampton County, Pennsylvania recognizes the need to encourage investment in a defined geographical area (See Attachment "A") that is experiencing distress characterized by one or more of the following: high unemployment, low investment of new capital, blighted conditions, underutilized, obsolete or abandoned industrial commercial and residential structures, deteriorated tax base; and
WHEREAS, the Pennsylvania Keystone Opportunity Zone Act 79 of 2008 (SB1412) hereinafter referred to as the "Act", authorizes political subdivisions to apply to the Pennsylvania Department of Community and Economic Development (DCED) for an extension of a term of the applicable benefits within the respective unoccupied portion(s) of the KOZ, KOEZ or KOIZ, granting exemptions, deductions, abatements or credits from all local taxes identified in the Act.

WHEREAS, approval of extending the term of the benefits provided in the Act will result in improving both, the economic, physical, and social conditions within the subject KOZ, KOEZ or KOIZ by stimulating existing business employment, creating new employment and diminishing blight; and

WHEREAS, it is expected that increased private and public sector investors will reverse the disinvestment and conditions of blight within the herein described tract(s) of land by the termination date of the extended term zone.

NOW, THEREFORE, BE IT ORDAINED by the County Council of Northampton County that effective as of this date, 2009, contingent only upon the DCED's approval of the application for the proposed extended term of the existing zone. The following provisions as set forth in numbers 1 through 4 below shall apply to the extended term once the parcel is occupied for either:

OPTION 1- for a period of seven years from the current expiration date of the Zone, currently December 31, 2010 or December 31, 2013. Upon DCED's approval all current local KOZ benefits of unoccupied parcels will terminate on 12/31/2017 or 12/31/2020 or within a period of ten (10) years from the date of occupancy which must occur by December 31, 2015, but no longer than December 31, 2025 and will not continue until such time that the unoccupied parcel becomes developed or occupied; or

OPTION 2 - For a period of ten years from the date of occupancy, provided that the parcels is/are occupied on or before December 31, 2015. Upon DCED's approval of the application all current local KOZ benefits will terminate until such time that the unoccupied parcel becomes developed or occupied.
1. Real Property Tax on the herein described tract(s) is 100% exempt in accordance with the provisions and limitations hereinafter set forth in accordance with the Act, such exemption shall begin on 12/31/2017 and terminate 12/31/2020 or within a period of ten (10) years from the date of occupancy which must occur by December 31, 2015, but no longer than December 31, 2025.

2. Earned Income and Net Profits Taxes; Business Privilege and Mercantile Taxes. The County of Northampton also waives business
gross receipts tax for operations conducted by a qualified business; earned income received by a resident or nonresident of the proposed extended term of the existing zone attr
but able to business activity conducted with said zone term inating 12/3 1/20 17 or 12/3 1/20 20 or within a period of ten (10) years from the date of occupancy which must occur by
3. The provisions of the Act not herein enumerated, shall, nevertheless, be incorporated as part of this Ordinance by reference.

4. This resolution shall be effective upon execution, conditioned upon the approval of the application by DCED.

The following are the parcels designated for this project:

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<tr>
<td>Riverwalk</td>
<td>Arcadia</td>
<td>L9 NE 3C 6 18A</td>
<td>435,500 x 10.8 = $4,703.40</td>
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<td>Marquis Theater</td>
<td>Ashley Development</td>
<td>L9 SE 2D 8 1A</td>
<td>451,700 x 10.8 = $4,878.36</td>
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Public Hearings

Before the public hearings could begin, Mr. Dowd stated the Easton Area School Board turned down the two Keystone Opportunity Zones which were to be considered tonight. Therefore, they would be withdrawn from consideration. He added he felt it was unfortunate because he believed a very unique opportunity, especially for the Silk Mill, had been lost.

In answer to Mr. Capozzolo’s question, Mr. Dowd advised he believed the City of Easton would be losing all of its Keystone
Opportunities by the end of this year.

**Consideration of the 2001 Bond Issue: Reallocation of Bethlehem Commerce Center Proceeds**

Mrs. McHale advised the Administration had requested the reallocation of unused/excess 2001 Bond proceeds from the Bethlehem Commerce Center Project to farmland preservation, Weaversville Park and Courthouse projects. She further advised this matter was reviewed at the Finance Committee meeting held April 15, 2009.

Mr. McClure stated the Finance Committee voted yesterday to present this issue to the whole of County Council, noting they were fully supportive of the reallocation as set forth by the Administration and contained within the resolution.

Mr. McClure introduced the following resolution.

**R. 26-2009 WHEREAS,** on July 19, 2001, the Northampton County Council enacted Ordinance No. 371 of 2001 (a copy of which is attached hereto and labeled as Attachment “A”), which is more commonly known as the 2001 Bond Issue Ordinance, and which is titled, “AN ORDINANCE OF THE COUNCIL OF THE COUNTY OF NORTHAMPTON, PENNSYLVANIA ("COUNTY"), AUTHORIZING, PURSUANT TO THE PENNSYLVANIA LOCAL GOVERNMENT UNIT DEBT ACT ("DEBT ACT"), THE INCURRING OF LEASE RENTAL DEBT IN AN AMOUNT NOT TO EXCEED $125,000,000 TO BE IN THE FORMS OF AND EVIDENCED BY A LOAN AGREEMENT OR SIMILAR DOCUMENT WITH THE NORTHAMPTON COUNTY GENERAL PURPOSE AUTHORITY ("AUTHORITY") AND/OR A GUARANTY OR SIMILAR AGREEMENT PURSUANT TO WHICH THE COUNTY WILL PAY TO THE AUTHORITY SUCH AMOUNTS AS ARE NECESSARY TO EFFECT, OR WILL GUARANTEE, PAYMENT OF BONDS TO BE ISSUED BY THE AUTHORITY FOR THE PURPOSES OF PROVIDING FUNDS TO BE APPLIED FOR AND TOWARD CERTAIN CAPITAL AND ECONOMIC DEVELOPMENT PROJECTS TO BE UNDERTAKEN BY THE COUNTY AND THE AUTHORITY; AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH LOAN AGREEMENT AND/OR GUARANTY; SETTING FORTH THE AMOUNTS OF THE PAYMENTS TO BE MADE THEREUNDER AND COVENANTING TO BUDGET, APPROPRIATE AND PAY SUCH AMOUNTS; PLEDGING ITS FULL FAITH, CREDIT AND TAXING POWER FOR SUCH BUDGETING, APPROPRIATION AND PAYMENT; AUTHORIZING AND DIRECTING THE PREPARATION, EXECUTION AND FILING OF A TRANSCRIPT OF
WHEREAS, Exhibit “A” to Ordinance No. 371 of 2001 identifies County General Improvement Projects for which the bonds were issued and included $43,000,000 for County Court system: construction, equipping furnishing and related improvements of a new courthouse and also included $12,986,460.00 for open space land acquisition and farmland preservation, including, but not limited to acquisition of parcels of land in Plainfield; Lake Minsi, Bear Swamp, Weaversville; adjacent to Louise Moore Park; and recreational improvements to, including but not limited to Louise Moore Park, Wy-Hit-Tuk Park, Weaversville Park, and parks maintenance facility (includes grants to Northampton County Municipalities); and

WHEREAS, Exhibit “A” to Ordinance No. 371 of 2001 identifies Authority Economic Development Projects for which bonds were issued and included $13,150,000 for the Bethlehem Commerce Center Project: infrastructure and related improvements; and

WHEREAS, on February 25, 2009, the City of Bethlehem notified the County of Northampton (refer to Attachment “B”) that the Final Balance/Unused Fund from the original 2001 Bond Issue Authority Economic Development Project - Bethlehem Commerce Center grant of $13,150,000 was $1,578,706 and could be immediately returned to Northampton County.

WHEREAS, on March 30, 2009, the Northampton County Director of Administration requested (refer to Attachment “C”) the reallocation of approximately $1,578,706, of the original $13,150,000 2001 Bond Issue Authority Economic Development Project - Bethlehem Commerce Center grant, to: (a) $500,000 for farmland preservation, (b) $500,000 for the further development of recreational improvements at Weaversville Park (also known, and referred to, as the Wayne A. Grube Memorial Park) and (c) $586,000 for Courthouse projects including outside concrete work, lower level hallway walls, Protection From Abuse office expansion, first floor carpet replacement and additional Old Courthouse preservation; and
WHEREAS, on March 31, 2009, the Northampton County Executive concurred with the reallocation plan set forth in the preceding paragraph (refer to Attachment “D”).

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Northampton County Council that the Northampton County Council authorizes and approves the reapplication of approximately $1,578,706, of the original $13,150,000 2001 Bond Issue Authority Economic Development Project - Bethlehem Commerce Center grant, to: (a) $500,000 for farmland preservation, (b) $500,000 for the further development of recreational improvements at Weaversville Park (also known, and referred to, as the Wayne A. Grube Memorial Park) and (c) $586,000 for Courthouse projects including outside concrete work, lower level hallway walls, Protection From Abuse Office expansion and first floor carpet replacement.

As there were no questions or comments, Mrs. McHale called for the vote.


The resolution was adopted by a vote of 8-0.

Consideration of the Administrative Code Article XIII Contract Approval Resolution – Correction Food Service Management

Mrs. McHale advised from time to time, County Council was asked to approve certain contracts, as per the requirements of Administrative Code Article XIII, therefore, a resolution was prepared approving the contract with The Compass Group USA, Inc. for correctional food service management. She further advised this matter was reviewed at yesterday’s Finance Committee meeting.

Mr. McClure introduced the following resolution:

R. 27-2009 WHEREAS, Northampton County Administrative Code Article XIII Procurement and Disposition of County Property, Section 13.16 Contracts and Agreements c.(1) requires approval of County Council for “...any contract exceeding $100,000, which was awarded using the Competitive Negotiation, Negotiation After Competitive Sealed Bidding, and Non-Competitive Negotiation
source selection methods. For contracts with renewal clauses, the entire potential payout if all renewal clauses are exercised under the terms of the contract must be considered when determining if Council approval is necessary."

WHEREAS, on March 27, 2009, the Northampton County Council received a request on behalf of the County Executive for County Council to adopt a resolution endorsing a five year contract, in the estimated amount of $5,533,295.50, with The Compass Group USA, Inc. for correctional food service management services.

NOW, THEREFORE, BE IT RESOLVED that the Northampton County Council does hereby concur with the recommendation of the County Executive, as set forth in the attached documentation, to award a contract to The Compass Group USA, Inc. for correctional food service management services.

Mr. Cusick stated it was brought out at yesterday’s meeting that this was not the lowest bidder, however, it was deemed that the lowest bidder was not responsible.

Ms. McLaughlin advised this matter was carefully considered and based on a number of reasons, this recommendation was made and they were satisfied with it.

As there were no further questions or comments, Mrs. McHale called for the vote.


The resolution was adopted by a vote of 8-0.

Introduction of the 2009 General Obligation Bond Issue Ordinance

Mrs. McHale stated this ordinance was reviewed at the Finance Committee meeting. She further stated the public hearing, debate and possible vote was scheduled for the May 7, 2009 County Council meeting.

Mr. Angle and Mrs. Ferraro introduced the following ordinance:

AN ORDINANCE OF THE COUNCIL OF THE COUNTY OF
NORTHAMPTON, NORTHAMPTON COUNTY, PENNSYLVANIA,
AUTHORIZING AND DIRECTING THE ISSUANCE OF GENERAL
OBLIGATION BONDS, SERIES OF 2009 (THE "BONDS") IN AN
AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $22,000,000
PURSUANT TO THE LOCAL GOVERNMENT UNIT DEBT ACT OF THE
COMMONWEALTH OF PENNSYLVANIA, 53 PA. C.S. CHS. 80-82
(THE ACT); PROVIDING THE PROCEEDS OF THE BONDS SHALL
BE APPLIED TO FUNDING OF CERTAIN COUNTY IMPROVEMENTS,
DESCRIBING THE COUNTY IMPROVEMENTS (THE IMPROVEMENTS),
AND TO CARRYING OUT THE REFUNDING OF A PORTION OF THE
REMAINING OUTSTANDING GENERAL OBLIGATION BONDS, SERIES
OF 1999 (THE 1999 BONDS), SETTING FORTH THE ESTIMATED
USEFUL LIFE OF COUNTY IMPROVEMENTS, AND THE
IMPROVEMENTS FINANCED BY THE PRIOR GENERAL OBLIGATION
BONDS; COMBINING THE BONDS FOR SALE AND DETERMINING
THAT SUCH SALE SHALL BE A PRIVATE SALE BY INVITED BID
UNDER THE ACT, AND DETERMINING THAT THE BONDS SHALL BE
NONELECTORAL DEBT OF THE COUNTY; FIXING THE INTEREST
PAYMENT DATES, DENOMINATIONS AND REGISTRATION,
TRANSFER AND EXCHANGE PRIVILEGES OF THE BONDS AND
PROVIDING FOR BOOK ENTRY BONDS THROUGH DEPOSITORY
TRUST COMPANY; SETTING FORTH THE MATURITY DATES,
PRINCIPAL MATURITIES AND CURRENT INTEREST RATES OF
BONDS AND ESTABLISHING A REQUIRED SCHEDULE OF THE
PAYMENTS WITH RESPECT TO THE SINKING FUND, AS
HEREINAFTER ESTABLISHED, IN ORDER TO AMORTIZE THE
BONDS; ESTABLISHING THE REDEMPTION PROVISIONS OF THE
BONDS, BOTH OPTIONAL AND MANDATORY; ESTABLISHING THE
NOTICE REQUIREMENTS WITH RESPECT TO THE REDEMPTION OF
THE BONDS; ACCEPTING A BID FOR PURCHASE OF THE BONDS
AND AUTHORIZING EXECUTION OF THE BID AS A BOND
PURCHASE AGREEMENT; DESIGNATING A PAYING AGENT AND
REGISTRAR; DESIGNATING A PLACE AND METHOD OF PAYMENT
OF THE BONDS AND INTEREST THEREON AND MAKING CERTAIN
COVENANTS WITH RESPECT TO THE TAX FREE STATUS THEREOF;
ESTABLISHING THE SUBSTANTIAL FORM OF THE BONDS AND
THE PAYING AGENT'S CERTIFICATE RELATING THERETO;
AUTHORIZING EXECUTION AND AUTHENTICATION OF THE BONDS;
PROVIDING FOR THE REGISTRATION OF THE BONDS, THE
MAINTENANCE OF RECORDS OF REGISTERED OWNERS AND
TRANSFER OF THE BONDS; COVENANTING TO PAY THE
PRINCIPAL OF AND INTEREST ON THE BONDS AND PLEDGING
THE FULL FAITH, CREDIT AND TAXING POWER OF THE COUNTY
TO SUCH PURPOSE; ESTABLISHING A SINKING FUND FOR THE
BONDS AND AUTHORIZING AND DIRECTING PAYMENT THEREFROM;
SETTING FORTH CERTAIN PROVISIONS WITH RESPECT TO THE INVESTMENT OF MONIES THEREIN; DESIGNATING A SINKING FUND DEPOSITORY; SETTING FORTH CERTAIN RIGHTS OF THE PAYING AGENT AND BONDHOLDERS IN THE EVENT OF DEFAULT AND OTHER RIGHTS OF THE PARTIES WITH RESPECT TO THE BONDS; PROVIDING FOR THE CIRCUMSTANCES UNDER WHICH THE ORDINANCE MAY BE AMENDED OR MODIFIED; PROVIDING FOR THE TERMS, CONDITIONS AND COVENANTS WITH RESPECT TO THE BOND INSURER, IF ANY, FOR THE BONDS; AUTHORIZING AND DIRECTING SPECIFIED OFFICERS OF THE COUNTY TO DO AND PERFORM CERTAIN SPECIFIED, REQUIRED OR APPROPRIATE ACTS; AUTHORIZING THE EXECUTION OF DOCUMENTS FOR SETTLEMENT AND THE PAYMENT OF ISSUANCE EXPENSES; PROVIDING FOR THE INVESTMENT OF THE PROCEEDS OF THE BONDS PENDING APPLICATION THEREOF; DECLARING THAT THE DEBT TO BE INCURRED IS WITHIN THE LIMITATION IMPOSED BY THE ACT UPON INCURRING OF SUCH DEBT BY THE COUNTY; AUTHORIZING AND DIRECTING PROPER OFFICERS OF THE COUNTY TO DELIVER THE BONDS UPON EXECUTION AND AUTHENTICATION THEREOF, UPON RECEIPT OF PROPER PAYMENT OF THE BALANCE DUE THEREFOR, AND ONLY AFTER SPECIFIED APPROVAL, AS REQUIRED, OF THE DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT OF THE COMMONWEALTH OF PENNSYLVANIA; SETTING FORTH CERTAIN COVENANTS RELATING TO THE FEDERAL TAX STATUS OF THE BONDS; PROVIDING FOR COMPLIANCE WITH SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12; COVENANTING TO PAY OVER AT SETTLEMENT SUFFICIENT MONIES TO PROVIDE FOR THE PAYMENT OF THE PRIOR 1999 BONDS TO BE REFUNDED IN ACCORDANCE WITH THE REFUNDING PROGRAM AND AUTHORIZING AND DIRECTING CERTAIN OTHER ACTIONS AND APPROVING DOCUMENTATION WITH REGARD TO THE REFUNDING, AND ESTABLISHING A SINKING FUND FOR THE BONDS BEING REFUNDED AND APPOINTING AN ESCROW AGENT FOR THE 1999 BONDS; PROVIDING FOR THE USE OF AND MAKING A COVENANT AS TO THE ADEQUACY OF THE PROCEEDS TO BE PAID OVER TO THE ESCROW AGENT FOR PURPOSES OF THE REFUNDING; PRESCRIBING CERTAIN CONDITIONS OF THE 1999 BONDS ESCROW AGREEMENT AND AUTHORIZING AND DIRECTING ACTIONS OF THE ESCROW AGENT, AND SETTING FORTH THE DEFINITIVE FORM OF SAID ESCROW AGREEMENT; SETTING FORTH CERTAIN COVENANTS WITH RESPECT TO THE ADEQUACY OF REVENUES TO BE AVAILABLE UNDER THE SAID ESCROW AGREEMENT; PROVIDING FOR THE ISSUANCE OF IRREVOCABLE INSTRUCTIONS TO THE PAYING AGENT FOR THE 1999 BONDS SUBJECT TO EARLY OPTIONAL
WHEREAS, the County of Northampton, Northampton County, Pennsylvania (the "County"), is a Local Government Unit, as defined in the Pennsylvania Local Government Unit Debt Act, 53 Pa.C.S. Chs. 80-82 (the "Act"); and

WHEREAS, the County did previously authorize, issue and sell a certain series of obligations designated as its General Obligation Bonds, Series of 1999, dated as of February 1, 1999, in the aggregate principal amount of $30,000,000 (the "1999 Bonds"); and

WHEREAS, the 1999 Bonds were issued to: (i) currently refund all of the County's then outstanding General Obligation Bonds, Series of 1992 (the "1992 Bonds"); (ii) currently refund all of the County's then outstanding General Obligation Bonds, Series of 1993 (the "1993 Bonds"); (iii) advance refund all of the County's then outstanding General Obligation Bonds, Series of 1996 (the "1996 Bonds"); (iv) finance the costs of certain capital "Projects" of the County under the Act; and (v) pay the costs related to the issuance of the 1999 Bonds; and

WHEREAS, the County did previously authorize, issue and sell a certain series of obligations designated as its General Obligation Bonds, Series of 2006 (the "2006 Bonds"), dated March 15, 2006, for the purpose of advance refunding of the new money portion of 1999 Bonds allocated to capital projects (and to pay the cost of issuance for the 2006 Bonds);

WHEREAS, all of the 1999 Bonds still outstanding, maturing on and after August 15, 2010, are subject to redemption prior to maturity, at the option of the County, on or after August 15, 2009, upon payment of the principal amount together with accrued interest to the date fixed for redemption; and

WHEREAS, the Council, in order to effect a debt service savings
resulting from currently available interest rates, has determined to currently refund the remaining 1999 Bonds, maturing on or after August 15, 2010 in accordance with the provisions of Section 8241 of the Act, by providing for the payment of the interest to and principal at maturity or redemption on such 1999 Bonds and to escrow to maturity principal and interest on the 1999 Bonds maturing on August 15, 2009, pursuant to a refunding program (the "Refunding Program"), encompassing the refunding of the 1999 Bonds; and

WHEREAS, additionally and as part of the Refunding Program, as submitted to the County by its financial consultant, VALCO Capital, Ltd. (the "Financial Consultant"), the necessary funds will be deposited with U.S. Bank, National Association,, successor in interest to First Union National Bank, National Association, the Paying Agent for the 1999 Bonds, in the capacity of Escrow Agent (the "Escrow Agent") under an escrow agreements (the "1999 Bonds Escrow Agreement"), the funds so deposited to be held uninvested in cash and applied by the Escrow Agent. The principal to be directly deposited under the Escrow Agreement, is adequate as to amount and to pay the interest on and principal at maturity or redemption of the 1999 Bonds still outstanding; and

WHEREAS, the Council has determined to undertake various County capital projects including but not limited to: (i) parking garage renovations, (ii) Gracedale County Nursing Home improvements, (iii) reconstruction of County bridges, (iv) expansion of the Juvenile Justice Center and (v) County Courthouse renovations (the "County Improvements");

WHEREAS, the County has obtained actual bids and/or realistic estimates from its qualified professionals of the costs of the County Improvements, as such costs are defined in Section 8006 of the Act, and has determined to permanently finance a portion of such costs by the issuance of bonded indebtedness under the Act; and

WHEREAS, the Council has determined to implement the foregoing financing of the Refunding Program and County Improvements by authorization, issuance and sale of the County's General Obligation Bonds, Series of 2009 (the "Bonds"); and

WHEREAS, the proceeds of the Bonds, after payment of costs of issuance, together with any other monies available or to be
available for the purpose, will provide necessary monies for the funding of the Refunding Program and the County Improvements; and

WHEREAS, the Council, in contemplation of the authorization, issuance and sale of the Bonds, has determined that the Bonds shall be offered for sale, which sale shall be private sale by invitation, in accordance with Section 8107 of the Act, which it believes is in the best interests of the County and has requested the Financial Consultant, to circulate an Invitation to Bid (the "Invitation to Bid") on behalf of the County; and

WHEREAS, the Council has received and reviewed a Bid (the "Bond Purchase Agreement") to purchase the Bonds from ______________________ (the "Underwriters or Investment Bankers"), and, upon the recommendation of the Financial Consultant has determined to accept the Bid; and

WHEREAS, the Council desires to award the Bonds to the Investment Bankers at private sale by invitation and to accept their Bid in the form submitted, the Bid together with the Invitation to Bid constituting a Bond Purchase Agreement with the Investment Banker; to authorize issuance of nonelectoral debt in the aggregate principal amount of the Bonds pursuant to the “Financing Study” prepared by the Financial Consultant; and to take appropriate action and to authorize such action in connection with the Refunding Program and County Improvements, all in accordance with and pursuant to provisions of the Act.

NOW, THEREFORE, BE IT ORDAINED by the County Council of the County of Northampton, as follows:

Section 1. The Council does authorize and direct the issuance of its General Obligation Bonds, Series of 2009, pursuant to this Ordinance, in an aggregate principal amount not to exceed $22,000,000, for the purposes of carrying out the funding of the County Improvements and the Refunding Program, and paying the cost of issuing Bonds. The Bonds will be general obligations of the County payable from the general revenues of the County.

Section 2. (a) A brief description of the County Improvements, for which a portion of the debt evidenced by the Bonds will be incurred, is contained in the preamble hereof. The County hereby determines that the estimated useful lives of the capital improvements composing the County Improvements, to
be, at least, from 5 to 30 years, and the amortization of the Bonds funding such Improvements has been structured to fully amortize on a level or earlier basis each component of the capital improvements before the expiration of their respective useful lives.

(b) A brief description of the Refunding Program for which a portion of the debt is to be incurred, of which the Bonds shall be evidence, is contained in the preamble hereof.

(i) The realistic estimated useful lives of the capital projects financed by the 1992 Bonds and 1996 Bonds (refunded by the 1999 Bonds), which were "Projects" as defined in Section 8002 of the Act, were previously determined to be as follows:

(1) The 1992 Bonds were issued to finance a project determined in the Ordinance authorizing the 1992 Bonds to have a useful life of not less than 20 years. The portion of the amount of the 2009 Bonds issued to refund the portion of the 1999 Bonds which refunded the 1992 Bonds matures not later than November 15, 2012, a maturity date that could have been included in the 1992 Bonds.

(2) The 1996 Bonds were issued to finance a project including certain capital improvements determined in the Ordinance authorizing the 1996 Bonds to have useful lives of between 5 and 30 years. The portion of the amount of the 2009 Bonds issued to refund the portion of the 1999 Bonds which refunded the 1996 Bonds matures not later than November 15, 2017, a maturity date that could have been included in the 1996 Bonds.

(ii) No portion of the 2009 Bonds is being used to refund the portion of 1999 Bonds which refunded the 1993 Bonds. The portion of the 1999 Bonds issued to refund the 1993 Bonds, being $2,805,000 in principal amount, matured no later than August 15, 2006 and have been paid by the County.

(iii) The amortization of the 1999 Bonds which refunded the 1992 Bonds and 1996 Bonds was structured to fully amortize on a level or earlier basis each component of the Projects of the 1992 Bonds and 1996 Bonds before the expiration of their useful lives. The useful lives of such Projects is not less than previously determined, and the portion of the 2009 Bonds, the proceeds of which are designated to the Refunding Program, as structured will fully amortize on a level or earlier basis each component of the Projects before the
expiration of their useful lives.

Section 3. The Bonds shall be combined for sale, and shall be sold at private sale by invited bid, which this Council has determined to be in the best interests of the County. The Council has determined that the debt, of which the Bonds shall be evidence, shall be nonelectoral debt of the County. The Bonds may be sold in one or more series.

Section 4. (a) The Bonds shall be dated as of June 1, 2009, and shall bear interest payable semiannually on May 15 and November 15 of each year, beginning November 15, 2009, to the registered owners thereof, at the rate per annum stated thereon, from the interest payment date next preceding the date of registration and authentication of a Bond, unless the Bond is registered and authenticated as of an interest payment date, in which event the Bond shall bear interest from such interest payment date, or unless the Bond is registered and authenticated prior to the Record Date next preceding November 15, 2009, in which event the Bond shall bear interest from June 1, 2009, or unless, as shown by the records of the Paying Agent (hereinafter identified), interest on the Bond shall be in default, in which event the Bond shall bear interest from the date on which interest was last paid on the Bond, until said principal sum is paid. Payment of interest on a Bond shall be made to the registered owner thereof whose name and address shall appear, at the close of business on the fifteenth day next preceding each interest payment date (the "Record Date"), on the registration books maintained by the Paying Agent, irrespective of any transfer or exchange of the Bond subsequent to such Record Date and prior to such interest payment date, unless the County shall be in default in payment of interest due on such interest payment date. In the event of such default, such defaulted interest shall be payable to the person in whose name the Bond is 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 to the registered owner of the Bond not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the person in whose name the Bond is registered at the close of business on the fifth (5th) day preceding the date of mailing. Interest on the Bonds will be computed on the basis of a 360-day year, consisting of twelve 30 day months.

(b) If any interest payment date for the Bonds
shall be a Saturday, Sunday or legal holiday or a day on which banking institutions in the City of Philadelphia, where the Pennsylvania corporate trust office of the Paying Agent is located are authorized by law or executive order to close, then the date for payment of such principal of or interest on the Bonds shall be the next succeeding day which is not a Saturday, Sunday or legal holiday or 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 established for such payment.

(c) Depository Trust Company ("DTC") will act as securities depository for the Bonds. The ownership of one fully registered Bond for each maturity of each series, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as nominee for DTC. So long as Cede & Co. is the registered owner of the Bonds, as nominee of DTC, references herein to the Bondholders, Bond owners or registered owners of the Bonds shall mean Cede & Co. and shall not mean the beneficial owners of the Bonds.

(d) DTC is a limited-purpose trust company organized under the laws of the State of New York, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC was created to hold securities of its participants (the "DTC Participants") and to facilitate the clearance and settlement of securities transactions among DTC Participants in such securities through electronic book-entry changes in accounts of the DTC Participants, thereby eliminating the need for physical movement of securities certificates. DTC Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, some of whom (and/or their representatives) own DTC. Access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC Participant, either directly or indirectly (the "Indirect Participants").

(e) Beneficial ownership interests in the Bonds may be purchased by or through DTC Participants. Such DTC Participants and the persons for whom they acquire interests in the Bonds as nominees will not receive a bond certificate, but
each DTC Participant will receive a credit balance in the records of DTC in the amount of such DTC Participant's interest in the Bonds, which will be confirmed in accordance with DTC's standard procedures. Beneficial owners of Bonds will not receive certificates representing their beneficial ownership interests in the Bonds, unless use of the book-entry only system is discontinued as described below.

(f) Transfers of beneficial ownership interests in the Bonds which are registered in the name of Cede & Co., as nominee of DTC, will be accomplished by book entries made by DTC and in turn by the DTC Participants and Indirect Participants who act on behalf of the beneficial owners of Bonds. For every transfer and exchange of beneficial ownership in the Bonds, the beneficial owner may be charged a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in relation thereto.

(g) For so long as the Bonds are registered in the name of DTC or its nominee, Cede & Co., the County and the Paying Agent will recognize only DTC or its nominee, Cede & Co., as the owner of the Bonds for all purposes, including notices and voting. Conveyance of notices and other communications by DTC to DTC Participants, by DTC Participants to Indirect Participants, and by DTC Participants and Indirect Participants to beneficial owners of the Bonds, will be governed by arrangements among DTC, DTC Participants, Indirect Participants and beneficial owners, subject to any statutory and regulatory requirements as may be in effect from time to time.

(h) Payments made by the Paying Agent to DTC or its nominee shall satisfy the County's obligations with respect to the Bonds to the extent of the payments so made.

(i) Principal, redemption price and interest payments on the Bonds shall be made by the Paying Agent to DTC or to its nominee, Cede & Co., as registered owner of the Bonds. Disbursement of such payments to the beneficial owners shall be solely the responsibility of DTC, the DTC Participants and, where appropriate, Indirect Participants. Upon receipt of moneys, DTC's current practice is to credit immediately the accounts of the DTC Participants in accordance with their respective holdings shown on the records of DTC. Payments by DTC Participants and Indirect Participants to beneficial owners shall be governed by standing instructions of the beneficial
owners and customary practices, as is now the case with municipal securities held for the accounts of customers in bearer form or registered in "street name." Such payments shall be the sole responsibility of such DTC Participant or Indirect Participant and not of DTC, the County or the Paying Agent, subject to any statutory and regulatory requirements as may be in effect from time to time.

(j) The County and the Paying Agent cannot and do not give any assurances that DTC, the DTC Participants or the Indirect Participants will distribute to the beneficial owners of the Bonds (I) payments of principal or redemption price of or interest on the Bonds, (II) certificates representing an ownership interest or other confirmation of beneficial ownership interests in Bonds, or (III) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Bonds, or that they will do so on a timely basis or that DTC, DTC Participants or Indirect Participants will serve and act in the manner described in this Official Statement. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission, and the current "Procedures" of DTC to be followed in dealing with DTC Participants are on file with DTC.

(k) Neither the County nor the Paying Agent will have any responsibility or obligation to any DTC Participant, Indirect Participant or beneficial owner or any other person with respect to: (1) the Bonds; (2) the accuracy of any records maintained by DTC or any DTC Participant or Indirect Participant; (3) the payment by DTC or any DTC participant or Indirect Participant of any amount due to any beneficial owner in respect of the principal or redemption price of or interest on the Bonds; (4) the delivery by DTC or any DTC Participant or Indirect Participant of any notice to any beneficial owner which is required or permitted under the terms of this Resolution to be given to Bondholders; (5) the selection of the beneficial owners to receive payment in the event of any partial redemption of the bonds; or (6) any other action taken by DTC as Bondholder.

(l) DTC may determine to discontinue providing its service with respect to the Bonds at any time by giving notice to the County and the Paying Agent and discharging its responsibilities with respect thereto under applicable law. In addition, the County may discontinue the book-entry only system for the Bonds at any time if it provides thirty (30)
days' notice of such discontinuation to the Paying Agent and DTC that continuation of the book-entry only system is not in the best interests of the County. Upon the giving of such notice, the book-entry only system for the Bonds will be discontinued unless a successor securities depository is appointed by the County.

Section 5. The Bonds shall be issued in the aggregate principal amounts, shall be numbered consecutively within maturities, and shall mature on the dates, and in the amounts, and shall bear interest at the rates and require the amortization payments to the sinking fund hereinafter established, all as set forth in the schedules contained in the attached Schedule "A" of this Ordinance.

Section 6. The Bonds are subject to mandatory redemption prior to maturity from monies to be deposited in the sinking fund, upon payment of the principal amount together with interest to the date of such redemption, as set forth in Schedule "B" attached to this Ordinance.

Section 7. The Bonds shall be subject to redemption prior to maturity, at the option of the County, upon payment of the principal amount, together with accrued interest to the date fixed for redemption, as set forth in Schedule "C" attached to this Ordinance.

Section 8. (a) Bonds subject to redemption and issued in denominations larger than $5,000 may be redeemed in part. For the purposes of redemption, such Bonds shall be treated as representing that number of Bonds which is obtained by dividing the denomination thereof by $5,000, each $5,000 portion of such Bonds being subject to redemption. In the case of partial redemption of such Bonds, payment of the redemption price shall be made only upon surrender of the Bond in exchange for Bonds of like form, series and maturity, of authorized denominations in aggregate amount equal to the unredeemed portion thereof.

(b) Any redemption of Bonds pursuant to Section 6 and 7 above shall be made after notice by mailing by first class mail a notice thereof to the registered owners of all Bonds to be redeemed and to any bond insurer then insuring the Bonds, not less than thirty (30) days but not more than forty-
five (45) days prior to the date fixed for redemption, or after waivers of such notice executed by the registered owners of all Bonds to be redeemed shall have been filed with the Paying Agent. Failure to mail any notice or any defect therein or in the mailing thereof, with respect to any particular Bond, shall not affect the validity of the proceedings for redemption of any other Bond. Any notice of redemption mailed in accordance with these requirements shall be conclusively presumed to have been duly given, whether or not such registered holder actually receives the notice. Notice having been so given or waived, and provision having been made for redemption from funds on deposit with the Paying Agent, all interest on the Bonds called for redemption accruing after the date fixed for redemption shall cease, and the registered owners of the Bonds called for redemption shall have no security, benefit or lien under this Ordinance or any right except to receive payment of the principal of and accrued interest on such Bonds to the date fixed for redemption.

(c) Any such notice shall be dated, shall be given in the name of the County, and shall state the following information:

(i) the identification numbers and the CUSIP numbers, if any, of the Bonds being redeemed, provided that any such notice shall state that no representation is made as to the correctness of CUSIP numbers either as printed on such Bonds or as contained in the notice of redemption and that reliance may be placed only on the identification numbers contained in the notice or printed on such Bonds;

(ii) any other descriptive information needed to identify accurately the Bonds being redeemed, including, but not limited to, the original issuance date and maturity date of, and interest rate on, such Bonds;

(iii) in the case of partial redemption of any Bonds, the respective principal amounts thereof to be redeemed;

(iv) the redemption date;

(v) the redemption price;

(vi) that on the redemption date the
redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date; and (vii) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal corporate trust office of the Paying Agent for the Bonds;

(d) In addition to the foregoing notice, further notice of any redemption of Bonds hereunder shall be given, at least two (2) business days in advance of the mailed notice to Bondholders, by first class mail to all agencies or depositories to which notice is required by the Continuing Disclosure Agreement (as hereinafter defined), and to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds (such depositories now being Depository Trust Company of New York, New York), and to one or more national information services that disseminate notices of redemption of obligations such as the Bonds (such as Financial Information Inc.'s "Daily Called Bond Service", Kenny Information Services' " Called Bond Service", Moody's "Municipal and Government", and Standard & Poor's "Called Bond Record"). Such further notice shall contain the information required in the notice to Bondholders. Failure to give all or any portion of such further notice shall not in any manner defeat the effectiveness of a call for redemption if notice thereof is given to the Bondholders as prescribed above.

(e) If the redemption date for any Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city where the applicable corporate trust office of the Paying Agent is located are authorized by law or executive order to close, then the date for payment of the principal and interest upon such redemption 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 redemption.

(f) If at the time of mailing a notice of optional redemption the County shall not have deposited with the Paying Agent for the Bonds moneys sufficient to redeem all the Bonds called for redemption, such notice may state that it is conditional, that is, subject to the deposit of the redemption moneys with the Paying Agent not later than the opening of
business on the redemption date, and such notice shall be of no effect unless such moneys are so deposited.

Section 9. The Council shall and does accept the proposal of the Investment Bankers for purchase of the Bonds, which Bonds shall be and are awarded to the Investment Bankers, in accordance with the terms and conditions of the Bond Purchase Agreement, at private sale, by invitation at dollar prices of $_________________ _________________ for the Bonds (which consists of the par amount of the Bonds, less net original issue discount of $_______ and less an underwriting discount of $_____); together with accrued interest from the dates thereof to the date of delivery thereof in each case, the Underwriters having submitted their proposal in accordance with provisions of the Act. Appropriate officers of the County are authorized and directed to execute the Bond Purchase Agreement. The Financing Study as submitted by the Financial Consultant is hereby accepted and approved. The Preliminary Official Statement relating to the Bonds in the form presented is hereby approved and the prior distribution thereof authorized and ratified. The Preliminary Official Statement is (as of its date) deemed final within the meaning of Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934. The Underwriters are hereby authorized to distribute copies of the Official Statement for the Bonds as finally executed, to persons who may be interested in the purchase of the Bonds, and are directed to deliver copies to all actual purchasers of the Bonds. The County Executive is hereby authorized and directed to execute the final Official Statement for the Bonds in such form as he or she may approve.

Section 10. The Council does hereby designate, subject to its acceptance, U.S. Bank, National Association, a banking institution having corporate trust offices in the City of Philadelphia, Pennsylvania, as the "Paying Agent" for purposes of the Bonds.

Section 11. The principal of and premium, if any, on the Bonds shall be payable at the corporate trust offices of U.S. Bank, National Association, located in Philadelphia, Pennsylvania, in its capacity as Paying Agent, and interest thereon is payable by check mailed to the registered owner at the address shown on the registration books as of the close of business on the Record Date set forth elsewhere herein and in the face of the Bonds, in lawful moneys of the United States of America, without deduction of any tax or taxes now or hereafter levied or assessed thereon under any present or future law of
the Commonwealth of Pennsylvania (the "Commonwealth"), which tax or taxes this County assumes and agrees to pay; provided, however, that the foregoing shall not be applicable to gift, estate or inheritance taxes or to other taxes not levied or assessed directly on the Bonds or the interest paid thereon.

Section 12. The forms of the Bonds, and of the Paying Agent's Certificates of Authentication to be endorsed thereon, with appropriate insertions, omissions and variations, shall be substantially as set forth in Schedule "D" attached to this Ordinance.

Section 13. The Bonds shall be executed in the name of and on behalf of this County by the signature or facsimile signature of the County Executive of the County, and the official seal of this County or a facsimile thereof shall be affixed thereunto, attested by the signature or facsimile signature of the Clerk to County Council. Bonds executed and bearing signatures or facsimile signatures as above provided may be issued and shall, upon request of the County, be authenticated by the Paying Agent, notwithstanding that one or more of the officers signing such Bonds shall have ceased to hold office at the time of issuance or authentication or shall not have held office at the date of the Bonds. U.S. Bank, National Association, in its capacity as Paying Agent, hereby is authorized, requested and directed to authenticate the Bonds by execution of the Certificate of Authentication endorsed on the Bonds by a duly authorized officer. No Bonds shall be valid until the Certificate of Authentication shall have been duly executed by the Paying Agent, and such authentication shall be proof that the registered owner is entitled to the benefit of the Ordinance.

Section 14. The Bonds shall be issued only in registered form, without coupons, as provided, may be exchanged for a like aggregate principal amount of the same series and maturity of other authorized denominations, and the following conditions in addition to those set forth in the Bond forms themselves shall apply with respect thereto:

(a) The County shall keep, at a corporate trust office of the Paying Agent, books for the registration and transfer of the Bonds, and hereby appoints the Paying Agent its registrar and transfer agent to keep such books and make such registrations and transfers under such reasonable regulations of
the County or the registrar and transfer agent may prescribe, and as set forth in the forms of Bonds herein. Registrations and transfers shall be at the expense of the County, but the Bondholder shall pay any taxes or other governmental charges on all registrations and transfers and shall pay any costs of insuring Bonds during shipment.

(b) Bonds may be transferred upon the registration books upon delivery to the Paying Agent of such Bond, accompanied by a written instrument or instruments of transfer, in form and with guaranty of signature satisfactory to the Paying Agent, duly executed by the owner of the Bonds to be transferred or his attorney-in-fact or legal representative, containing written instructions as to the details of the transfer of such Bonds, and other information requested by the County pursuant to the Ordinance or by the Paying Agent in its regulations. No transfer of any Bond will be effective until entered on the registration books and until payment from the registered owner of all taxes and governmental charges incidental to such transfer is received.

(c) In all cases of the transfer of a Bond, the Paying Agent will enter the transfer of ownership in the registration books and, if requested, will authenticate and deliver in the name 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 principal amount which the registered owner is entitled to receive at the earliest practicable time in accordance with the other provisions of this Ordinance.

(d) The County and the Paying Agent will not be required to issue or transfer or exchange any Bonds during a period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of Bonds to be redeemed and ending at the close of business day on which the applicable notice of redemption is given, or to transfer any Bonds which have been selected or called for redemption in whole or in part until after the redemption date.

(e) If any Bond shall become mutilated, the County shall execute and the Paying Agent shall thereupon authenticate and deliver a new Bond of like tenor and denomination in exchange and substitution for the Bond so mutilated, but only upon surrender to the Paying Agent of such
mutilated Bond for cancellation, and the County and the Paying
Agent may require reasonable indemnity therefor. If any Bond
shall be reported lost, stolen or destroyed, evidence as to the
ownership and the loss, theft or destruction thereof shall be
submitted to the County and the Paying Agent; and if such
evidence shall be satisfactory to both and indemnity
satisfactory to both shall be given, the County shall execute,
and thereupon the Paying Agent shall authenticate and deliver, a
new Bond of like tenor and denomination. The cost of providing
any substitute Bond under the provisions of this Section shall
be borne by the Bondholder for whose benefit such substitute
Bond is provided. If any such mutilated, lost, stolen or
destroyed Bond shall have matured or be about to mature, the
County may, with the consent of the Paying Agent, pay to the
owner the principal amount of and accrued interest on such Bond
upon the maturity thereof and the compliance with the aforesaid
conditions by such owner, without the issuance of a substitute
Bond therefor.

Every substituted Bond issued pursuant to
this subsection shall constitute an additional contractual
obligation of the County, whether or not the Bond to have been
destroyed, lost or stolen shall be at any time enforceable by
anyone, and shall be entitled to all the benefits of this
Ordinance equally and proportionately with any and all other
Bonds duly issued hereunder.

All Bonds shall be held and owned upon the
express condition that the foregoing provisions are exclusive
with respect to the replacement or payment of mutilated,
destroyed, lost or stolen Bonds and shall preclude any and all
other rights or remedies, notwithstanding any law or statute
existing or hereafter enacted to the contrary with respect to
the replacement or payment of negotiable instruments,
investments or other securities without their surrender.

(f) Pending preparation of definitive Bonds, or
by agreement with the purchasers of all Bonds, the County may
issue and, upon its request, the Paying Agent shall authenticate
in lieu of definitive Bonds one or more temporary printed or
typewritten Bonds in denominations of $5,000 and multiples
thereof, of substantially the tenor recited above, in fully
registered form. Upon request of the County, the Paying Agent
shall authenticate definitive Bonds in exchange for and upon
surrender of an equal principal amount of temporary Bonds.
Until so exchanged, temporary Bonds shall have the same right, remedies and security hereunder as definitive Bonds.

Section 15. The County covenants to and with holders or registered owners of the Bonds which shall be outstanding, from time to time, pursuant to the Ordinance, that the County shall include the amount of the debt service, as set forth in the appropriate schedule annexed to Section 5 hereof, for each fiscal year of this County in which such sums are payable, in its budget for such fiscal year, shall appropriate such amounts to the payment of such debt service and duly and punctually shall pay or shall cause to be paid not later than the due date thereof to the sinking fund hereinafter established the principal of each of the Bonds and the interest thereon on 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 enforceable specifically.

Furthermore:

(a) There is created pursuant to Section 8221 of the Act, a sinking fund for the Bonds, to be known as the "Sinking Fund-General Obligation Bonds, Series of 2009" or the "2009 General Obligation Bonds Sinking Fund", which sinking fund shall be administered in accordance with applicable provisions of the Act.

(b) From the funds deposited in the Sinking Fund, the Paying Agent, without further action of the County, is hereby authorized and directed to pay the principal of and interest on the Bonds of each respective issue, and the County hereby covenants that such monies, to the extent required, will be applied to such purpose, as follows: The Paying Agent shall pay all interest on the Bonds as and when the same shall become due and payable and the principal on all Bonds, as and when such Bonds shall mature by their express terms, or by reason of selection by lot under any mandatory redemption provisions applicable thereto.

(c) The Paying Agent from time to time, may invest and/or deposit money which shall be in its possession hereunder and which shall not be required for application to payment of principal and/or interest with respect to the Bonds, in such
manner as may be permitted by applicable laws of the Commonwealth of Pennsylvania, for such period of time as will not affect adversely the availability of such money as and when required for application to payment of principal and/or interest with respect to the Bonds for the account and benefit of the County; provided, however, that no such investment and/or deposit shall be made which, in any manner: (1) may impair the principal amount thereof; or (2) may cause the Bonds issued by the County under this Ordinance to be "arbitrage bonds" within the meaning of the Internal Revenue Code of 1986, as amended, including applicable regulations promulgated, from time to time, in connection therewith and pursuant thereto.

(d) If at any time the Paying Agent shall hold in the 2009 Bonds Sinking Fund monies which are in excess of those required to provide for the payment of interest previously due, and principal on Bonds, of each respective, already matured though not yet presented, and such excess monies shall not be required within thirty (30) days to meet the payment of interest on, and principal of Bonds, next maturing or to be called for mandatory redemption; and the County shall not otherwise be in default hereunder; then in that event the Paying Agent shall, upon direction from the County, utilize such excess funds for the purchase of any of the Bonds, as shall be available for purchase, at the lowest available price, but in no case at more than par, with accrued interest to the date of the purchase.

(e) All monies deposited in the Sinking Fund, for the payment of the Bonds and interest thereon, which have not been claimed by the owners thereof after two years from the date when 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 County. Nothing contained herein shall relieve the County of its liability to the holders of unpresented Bonds.

Section 16. The County appoints U.S. Bank, National Association, as the Sinking Fund Depository with respect to the 2009 Bonds Sinking Fund, created pursuant to Section 15 of this Ordinance.

Section 17. The following additional terms and conditions shall apply, as appropriate, to the Bonds:

(a) Should the County fail to provide the Paying Agent with sufficient funds, payable to the appropriate sinking
fund, at appropriate intervals, so as to enable the Paying Agent
to pay the principal and interest on the Bonds as and when due,
or should the County, through the Paying Agent, fail to make
such payments as and when due, or should the County fail to
perform any other covenant or condition contained in this
Ordinance and running to the benefit of the holders or
registered owners of the Bonds, or contained in the Act as
applicable to the Bonds, such failure shall constitute a default
by the County, and the registered owners of the Bonds shall be
entitled to all the rights and remedies provided by the Act in
the event of default. If any such default occurs, the Paying
Agent may, and upon written request of the owner of 25 per cent
of the aggregate principal amount of the Bonds then outstanding
accompanied by indemnity in such form and in such amount as the
Paying Agent shall designate or a Court of competent
jurisdiction shall set and establish, shall bring suit upon the
Bonds, or by other appropriate legal or equitable action
restrain or enjoin any acts by the County which may be unlawful
or in violation of the rights of the owners of the Bonds.

(b) With respect to the Bonds hereunder, all
such Bonds which shall be paid, purchased or redeemed by the
County or the Paying Agent pursuant to the terms and provisions
of this Ordinance shall be canceled and cremated or otherwise
destroyed by the Paying Agent, which shall then furnish the
County with a Certificate of Cremation or Destruction.

(c) The Bonds hereunder shall be deemed to be no
longer outstanding if provision for payment at maturity or at
redemption, such redemption having been irrevocably undertaken,
shall have been made in a manner authorized under Section
8250(b) of the Act.

(d) With respect to the Bonds hereunder, the
County may from time to time and at any time, adopt a
supplemental ordinance in order to: (1) cure any ambiguity or
formal defect or omission in this Ordinance or in any
supplemental ordinance or (2) grant to or confer upon the owners
of the Bonds any additional rights, remedies, powers, authority,
or security that may be lawfully granted to or conferred upon
them. This Ordinance may also be amended or modified from time
to time, except with respect to the principal or interest
payable upon the Bonds, or with respect to the dates of maturity
or redemption provisions of the Bonds, and in the case of any
such permitted amendment or modification, a certified copy of
the same shall be filed with the Paying Agent, following approval in writing by the owners of not less than 67 percent in principal amount of the Bonds then outstanding, other than Bonds provision for payment or redemption of which has been made prior to the effective date thereof as provided in sub-section (c) above, and the written consent of any municipal bond insurance company then insuring the Bonds.

(e) So long as the Bonds shall be insured as to payment to any extent by the bond insurer (the "Bond Insurer") set forth in Schedule "E" hereof, any terms, conditions and covenants set forth in Schedule "E" shall apply.

Section 18. The County Executive and the Director of Fiscal Affairs, respectively, of this County, which shall include their duly qualified successors in office, if applicable, are authorized and directed as appropriate; (a) to prepare, to certify and to file the debt statement required by Section 8110 of the Act; (b) to prepare and file, as required with the Department of Community and Economic Development (the "Department") of the Commonwealth, statements required by Section 8024, 8025 or 8026 of the Act, which are necessary to qualify certain nonelectoral and lease rental debt of this County and, if necessary, the debt which will be evidenced by the bonds to be issued hereunder; (c) to prepare, execute and to file the application with the Department, together with a complete and accurate transcript of the proceedings relating to the incurring of debt, of which debt the Bonds, upon issue, will be evidence, as required by Section 8111 of the Act; (d) to pay or to cause to be paid to the Department all proper filing fees required by the Act in connection with the foregoing; and (e) to take other required necessary and/or appropriate action.

Section 19. The officers and officials of this County, including the County Executive and the Director of Fiscal Affairs, are hereby authorized and directed to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effect the execution, issuance, sale and delivery of the Bonds, all in accordance with this Ordinance.

Section 20. The County Executive is authorized and directed to contract with the U.S. Bank, National Association, for its services as Sinking Fund Depository and as Paying Agent in connection with the Bonds, and with the bond insurer (the "Bond Insurer") designated in the attached Schedule "E", if any, and
are authorized and directed to execute on behalf of the County at the appropriate time, a Paying Agent Agreement with the U.S. Bank, National Association, as Paying Agent for the Bonds, a Continuing Disclosure Agreement or Certificate, and a commitment to purchase bond insurance from the Bond Insurer. The County Executive and Director of Fiscal Affairs are authorized to approve payment by the Paying Agent at settlement on the sale of the Bonds of all costs and expenses incidental to such issuance and sale including the bond insurance in accordance with the estimates contained in the Financing Study.

Section 21. The portion of the proceeds of the sale of the Bonds allocated to the County Improvements, after payment of the costs of issuance, shall be invested, pending application to the payment of costs of the County Improvements, in investments (the "Investments"), which are legal investments for Counties under the laws and statutes of the Commonwealth of Pennsylvania, and further, to the extent not invested in direct obligations of the United States, such Investments shall be adequately collateralized by such obligations. The County Executive and the Director of Fiscal Affairs are hereby authorized and directed to make appropriate arrangements for the Investments.

Section 22. It is declared that the debt to be incurred by the issuance of the Bonds hereby, together with any other indebtedness of the County, is not in excess of any limitation imposed by the Act upon the incurring of non-electoral debt by the County.

Section 23. Proper officers of the County are authorized and directed to deliver the Bonds upon execution and authentication thereof as provided for herein, to the Investment Bankers, but only upon receipt of proper payment of the balance due therefore, and only after the Department has certified its approval pursuant to Section 8204 of the Act.

Section 24. (a) The County hereby covenants with the registered owners, from time to time, of the Bonds that no part of the proceeds of the Bonds or of any moneys on deposit with the Paying Agent and Sinking Fund Depository hereunder will be used, at any time, directly or indirectly, in a manner which, if such use had been reasonably expected on the date of issuance of the Bonds, would have caused the Bonds to be "arbitrage bonds" or "private activity bonds" within the meaning of Sections 141
and 148 of the Internal Revenue Code of 1986 (the "Code") and
the Regulations thereunder (the "Regulations") proposed or in
effect at the time of such use and applicable to the Bonds, and
that it will comply with the requirements of that section of the
Code and the Regulations throughout the term of the Bonds.

(b) If the gross proceeds of the Bonds are
invested at a yield greater than the applicable yield on the
bonds and are not expended within six months from the date of
issuance, or within eighteen (18) months therefrom if Section
1.148-7(d) of the Regulations shall be applicable, or within two
(2) years therefrom if Section 148(f)(4)(c) of the Code shall be
applicable, the County covenants that it will "Rebate" to the
U.S. Treasury, at the times and in the manner required by the
Code, all investment income derived from investing the proceeds
of the Bonds in an amount which exceeds the amount which would
have been derived from the investment of the proceeds of the
Bonds at a yield not in excess of the yield on the Bonds.
Provided however, that the County Executive and Director of
Fiscal Affairs are hereby authorized on behalf of the County to
exercise an election to pay, in lieu of Rebate, a penalty
pursuant to Section 148(f)(4)(c)(vii) of the Code, which
election, if made in their discretion, shall be contained in the
County's Non-Arbitrage Certificate with respect to the Bonds
issued at closing thereon, and shall thereupon become binding
upon the County, in which case the County shall pay the
appropriate penalties, as applicable, as and when due, in lieu
of Rebate.

(c) The County hereby designates the Bonds as
"Qualified Tax-Exempt Obligations" pursuant to Section 265(b)(3)
of the Code, and represents and covenants that the total amount
of its obligations, plus the obligations of all entities
described in Section 265(b)(3) (E) of the Code, so designated
and to be designated during the current year does not and will
not exceed $30,000,000, excluding however the principal amount
of obligations which are properly excludable from such
limitation under that Section.

Section 25. The County does hereby covenant and agree, for
the benefit of the holders, and beneficial owners, of the Bonds
from time to time, that it will comply with the requirements of
Rule 15c2-12 of the Securities and Exchange Commission ("SEC")
with respect to municipal securities disclosure, and authorizes
the County Executive to execute and comply with an appropriate
Continuing Disclosure Certificate or Agreement as approved by bond counsel as long as the Bonds are outstanding.

Section 26.  (a) The County covenants that, concurrently with the delivery of the Bonds to the Underwriters, there will be paid over to and for the account of the Escrow Agent by the County an amount of money which, together with other available monies, will be sufficient to provide necessary funds required by the Refunding Program reflected in the schedules attached to the Financing Study under and subject to the 1999 Bonds Escrow Agreement, and to provide payment of interest to and principal on August 15, 2009, for those 1999 Bonds maturing on or after August 15, 2009 and for the cost of retirement or redemption on such date of 1999 Bonds then outstanding and being refunded in accordance with the Refunding Program.

(b) The County further covenants that the Bonds will not be delivered to the Underwriters unless and until the County prior to or concurrently with such delivery, shall have taken or shall take all action as shall be necessary and/or appropriate to implement and effectuate provisions for the aforesaid defeasance of the 1999 Bonds by refunding pursuant to the Refunding Program. The intent and purpose of the foregoing is to insure that the County will take such action and will cause such action to be taken and will do such things and will cause the Escrow Agent to do such things, prior to or concurrently with delivery of the Bonds, as shall be necessary and/or appropriate to implement and effectuate provision of the aforesaid defeasance of the 1999 Bonds, so that simultaneously with delivery of the Bonds to the Underwriters, for purposes of the Act, such 1999 Bonds no longer shall be considered to be outstanding, and the County shall be deemed to have made appropriate provisions of the retirement of the outstanding non-electoral debt which was evidenced thereby.

(c) The County shall enter into appropriate escrow agreement (the 1999 Bonds Escrow Agreement), with the Escrow Agent to cause and require the Escrow Agent to take actions necessary in order to carry out the Refunding Program.

(d) There is created pursuant to Section 8221 of the Act, a sinking fund for the 1999 Bonds to be refunded under the 1999 Bonds Escrow Agreement to be known as "Escrow Fund", which Sinking Fund shall be administered in accordance with the Act.
(e) U.S. Bank, National Association, is hereby designated as Escrow Agent under the 1999 Bonds Escrow Agreement and as Sinking Fund Depository for the Escrow Fund under the 1999 Bonds Escrow Agreement for the 1999 Bonds being refunded thereby.

Section 27. The County hereby covenants that the portion of the proceeds of the Bonds allocated to the Refunding Program, after the payment of costs and expenses with respect to the issuance of the Bonds, shall be deposited under the 1999 Bonds Escrow Agreement between the County and U.S. Bank, National Association, as Escrow Agent, to provide the appropriate and required funds to refund the 1999 Bonds pursuant to the Refunding Program. The County further covenants that the principal amount of such funds so deposited (the "Refunding Escrow"), and the interest to be earned thereby, if any, together with any other available funds deposited thereunder, shall be adequate, with respect to the 1999 Bonds to be refunded, to make all payments of interest as due, and principal at maturity or redemption, according to the Refunding Program. The County further covenants that the amounts so deposited with said Escrow Agent as aforesaid or as otherwise paid to the Escrow Agent shall also be adequate to pay all fees for the services to be performed by the Escrow Agent under the 1999 Bonds Escrow Agreement, including the retirement of the 1999 Bonds when called for redemption, or the County will pay such costs and any other incidental costs and expenses. The remaining proceeds of the Bonds shall be allocated to the County Improvements and deposited as directed by the County.

Section 28. The County covenants that the 1999 Bonds Escrow Agreement to be entered into between the County and the Escrow Agent shall require the Escrow Agent to utilize the proceeds allocated to the Refunding Program, and any other funds available, and any other funds to be deposited thereunder for the purpose, and that such total funds will be adequate to implement the Refunding Program. The 1999 Bonds Escrow Agreement shall provide that the Escrow Agent will, without further direction from the County, pay from the Refunding Escrow and other available monies, as above required, the interest due and principal to maturity or at redemption on the 1999 Bonds, to the extent of the funds available. The 1999 Bonds Escrow Agreement shall be substantially in the form set forth in Schedule "F" hereof.
Section 29. The County does hereby authorize and direct the issuance of irrevocable instructions (the "Irrevocable Instructions") to the Paying Agent for the 1999 Bonds, calling for the redemption of the 1999 Bonds being refunded and maturing on or after August 15, 2010, such Instructions and the Notice of Redemption to be given thereby to be substantially in the forms set forth in Schedule "G" hereof.

Section 30. In the event that any provision, section, sentence, clause or part of this Ordinance shall be held invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Ordinance, it being the intent of the County that such remainder shall be and shall remain in full force and effect.

Section 31. All ordinances or parts of ordinances, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

Section 32. This Ordinance shall be effective in accordance with Section 8003 of the Act.

Mr. Mazziotti advised County Council would be considering this ordinance at the May 7, 2009 meeting, however, that would be the day they would be receiving the bids through an internet auction and he thought it was important to understand that the process may have to be changed until such time as it was clear as to the position of the members of County Council.

When Mr. Mazziotti asked if the Mr. Gary Pulcini, the Financial Advisor, could address County Council to discuss what the consequences would be if this issue was not voted on until the next meeting, Mrs. McHale commented it would not change anything and if there were going to be consequences, she questioned why this was not brought before County Council sooner.

Mr. Dertinger stated it appeared there were wheels in motion before County Council had a chance to consider the issue and the process should not be tainted with the possibility of consequences.

Mr. Mazziotti commented that consequences may have been the wrong word because he just wanted to make County Council aware of the steps of the process.
Mr. McClure advised as the ordinance was just introduced with the public hearing scheduled for the next meeting, it was inappropriate to debate the issue.

Mr. Martino stated he agreed with Mr. McClure.

Consideration of the Collective Bargaining Unit Agreement Between the Northampton County Detectives Association and the County of Northampton

Mrs. McHale advised the County Detectives Collective Bargaining Unit Agreement was reviewed at the Personnel Committee meeting held April 15, 2009.

Mr. Cusick introduced the following resolution:

R. 28-2009 WHEREAS, Northampton County Charter Section 202 (12) empowers the County Council to "approve any collective bargaining agreements with officers and employees."

NOW, THEREFORE, IT IS HEREBY RESOLVED By the Northampton County Council that the Collective Bargaining Agreement between the County of Northampton and the Northampton County Detectives Association, shall be approved this 16th day of April 2009.

Mr. Cusick stated this agreement was reached through binding arbitration so there was nothing more for County Council to do.

As there were no further questions or comments, Mrs. McHale called for the vote.


The resolution was adopted by a vote of 8-0.

Consideration of the Pennsylvania DCNR Grant Application - Wayne A. Grube Memorial Park (Weaversville)

Mrs. McHale advised the Administration had requested that County
Council approve a grant application for the development of the park.

Mrs. Neiper introduced the following resolution:

R. 29-2009 WHEREAS, the County of Northampton ("applicant") desires to undertake the following project, Weaversville County Park (also known as Wayne A. Grube Memorial Park); and

WHEREAS, the applicant desires to receive from the Department of Conservation and Natural Resources ("Department") a grant for the purpose of carrying out this project; and

WHEREAS, the application package includes a document entitled "Terms and Conditions of Grant" and a document entitled "Signature Page for Grant Agreement"; and

WHEREAS, the applicant understands that the contents of the document entitled "Terms and Conditions of Grant," including appendices referred to therein, will become the terms and conditions of a Grant Agreement between the applicant and the Department if the applicant is awarded a grant; and

NOW THEREFORE, IT IS RESOLVED THAT:

1. The "Signature Page for Grant Agreement" may be signed on behalf of the applicant by the official who, at the time of signing, has the title of Northampton County Executive.

2. If this official signed the "Signature Page for Grant Agreement" prior to the passage of this Resolution, this grant of authority applies retroactively to the date of signing.

3. If the applicant is awarded a grant, the "Signature Page for Grant Agreement," signed by the above official, will become the applicant/grantee's executed signature page for the Grant Agreement, and the applicant/grantee will be bound by the Grant Agreement.

4. Any amendment to the Grant Agreement may be signed on behalf of the grantee by the official who, at the time of signing of the amendment, has the title specified in paragraph 1 and the grantee will be bound by the amendment.

As there were no questions or comments, Mrs. McHale called for
the vote.

The vote: Neiper, "yes"; Dowd, "yes"; Ferraro, "yes"; McClure, "yes"; McHale, "yes"; Capozzolo, "yes"; Cusick, "yes" and Dertinger, "yes".

The resolution was adopted by a vote of 8-0.

Consideration of the Workers Memorial Day Resolution

Mrs. McHale stated at the request of Mr. Dertinger, a resolution was being presented declaring April 26, 2009 as Workers Memorial Day in Northampton County.

Mr. Dertinger invited everyone to attend the service being held in the Bethlehem Rose Garden honoring those who were killed while they were doing their job, noting there were more than 2,000 names on the list. He then introduced the following resolution:

R. 30-2009  WHEREAS, every year tens of thousands of American workers are killed by workplace injuries and occupational disease, and

WHEREAS, tens of thousands more are permanently disabled, and millions are injured or made ill, and

WHEREAS, concerned Americans are determined to prevent these tragedies by:

$ Observing Workers Memorial Day on April 26, 2009, as a day to remember these victims of workplace injuries and disease;

$ Renewing our efforts to seek stronger safety and health protections, better standards and enforcement and fair and just compensation; and

$ Rededicating ourselves to improving safety and health in every American workplace.

NOW, THEREFORE, BE IT RESOLVED that the Northampton County Council does hereby recognize and proclaim April 26, 2009 as
Workers Memorial Day, a day to remember those workers killed, injured and/or disabled on the job.

As there were no questions or comments, Mrs. McHale called for the vote.


The resolution was adopted by a vote of 8-0.

Consideration of the Closing of the Portland Post Office
Resolution
Number 31-2009

Mr. Capozzolo advised even though Mr. Angle had to leave, he asked him to present a resolution to prevent the closing of the Portland Post Office. He further advised the Borough of Portland was one a few municipalities where the residents did not have home delivery of their mail, but actually had to go to the post office to pick it up. He noted this was not an issue of money, but the post office was losing its lease.

Mr. Capozzolo then introduced the following resolution on behalf of Mr. Angle:

R. 31-2009 WHEREAS, the United States Postal Service has announced the closing of the post office in the Borough of Portland, Northampton County, Pennsylvania, at the end of 2009; and

WHEREAS, the post office located in Portland provides necessary and needed services and is an integral part of lives of innumerable residents in the Portland area; and

WHEREAS, the closing of the Portland Post Office would create a hardship for, and would be detrimental to, the citizens of Portland.

NOW, THEREFORE, BE IT RESOLVED that the Northampton County Council does hereby express its strong opposition of the planned closing of the Portland Post Office. Further, the Northampton
County Council respectfully calls upon the Northampton County representatives to the United States Congress to take whatever steps are humanly possible to prevent the closing of the United States Post Office located in the Borough of Portland, Northampton County, Pennsylvania.

As there were no questions or comments, Mrs. McHale called for the vote.


The resolution was adopted by a vote of 8-0.

Personnel Committee Report

Mr. Cusick stated the Personnel Committee met and the biggest item of discussion was the appointments to the gaming authority. He further stated there would be an advertisement for those positions and anyone who had applied, would not have to reapply. He noted his goal was to try to make a recommendation at the next Personnel Committee meeting based on the authority as it was constituted at that time.

Human Services Committee Report

Mrs. Neiper advised Budget Advocacy Day would be held in Harrisburg on April 21, 2009, and she and Mr. Ross Marcus, Director of Human Services, were going to attend. She then extended an invitation to anyone else who wished to attend. Mrs. Neiper stated the survey pertaining to the regional health department initiative which was passed out at the meeting held on March 19, 2009, on behalf of Ms. Barbara Tornatore, East Stroudsburg University, should be given to Mr. Flisser by tomorrow.

Open Space Committee Report

Mr. Dertinger advised the Open Space Committee would be meeting next Tuesday to discuss six open space projects. He further advised four of the six projects were carried over from last
summer which were budgeted for and the other two were from this past cycle in September.

Economic Development Committee Report

Mr. Dowd stated the Economic Development Committee had a meeting prior to tonight’s meeting that took a look at the airport, among other items. He further stated they would be meeting again on the first Monday in May and the author of the airport study would be present.

Mr. Dowd advised some resolutions would be prepared for the next meeting that dealt with the reallocation of Community Development Block Grant money, as well as one giving the County an opportunity to regain some stimulus money with regard to the Homeless Prevention and Rapid Rehousing for Assistance Programs.

Intergovernmental Affairs Committee Report

Mrs. Ferraro stated she had been in contact with Lehigh County Commissioner Andy Roman and they have decided to meet to determine if there were any areas where Northampton and Lehigh County could join forces.

Health Commission

Mrs. McHale advised she received a telephone call from Dr. David Lyon regarding the Health Commission and it was determined a meeting may have to be held to discuss some issues that have to be addressed by the Health Commission. She further advised one of the issues was with regard to accepting funding from the Twin Rivers Health and Wellness Foundation and the Dorothy Ryder Pool.

Gaming Authority Composition

Mr. Dowd stated he planned to meet with some members of County Council to see if a resolution could be found with regard to the composition of the gaming authority.

Council Solicitor's Report
Mr. Martino provided a copy of his Solicitor’s Report for this meeting (see Attachment #1).

Adjournment

Mr. McClure made a motion to adjourn.

Mrs. McHale seconded the motion.

The motion passed by acclamation.

Frank E. Flisser
Clerk to Council