

RESOLUTION NO. R 012 96

**A RESOLUTION APPROVING THE GENERAL TERMS OF UP TO
\$1,000,000 GENERAL OBLIGATION BONDS OF THE COUNTY
PURSUANT TO ORDINANCE NO. 1083**

WHEREAS, pursuant to the laws of the State of Delaware, particularly Chapter 70 of Title 9 of the Delaware Code, as amended, and Ordinance No. 1083, enacted March 19, 1996 (the "Ordinance"), the County Council of Sussex County, Delaware (the "County") authorized the issuance of up to Four Million Dollars (\$4,000,000) of its general obligation bonds (the "Bonds") for the County Administration Building project identified therein (the "Project"); and

WHEREAS, pursuant to the Ordinance, the Bonds are to be issued in one or more series or tranches and shall be sold in one or more private negotiated transactions; and

WHEREAS, the County has received a commitment from Wilmington Trust Company ("Wilmington Trust") to purchase up to \$1,000,000 of the Bonds upon the general terms and conditions set forth in the commitment letter of Wilmington Trust attached hereto (the "Commitment Letter"); and

WHEREAS, acting pursuant to the aforesaid authority, the County desires to authorize and approve the issuance of up to \$1,000,000 of the Bonds upon the general terms and conditions set forth in the Commitment Letter and for other purposes described herein.

NOW, THEREFORE, in order to effect the purpose of the Ordinance and to approve the issuance of up to \$1,000,000 of the Bonds upon the general terms and conditions set forth in the Commitment Letter, the County of Sussex hereby resolves as follows:

Section 1. Approval of up to \$1,000,000 of the Bonds. Pursuant to, and in furtherance of, the Ordinance, the County shall issue up to \$1,000,000 of the Bonds for the Project pursuant to the general terms and conditions set forth in the Commitment Letter with such changes as the County Administrator shall determine to be in the best interests of the County (the "Series A Bonds"). The County hereby approves of the sale of the Series A Bonds to Wilmington Trust. The Series A Bonds shall be sold upon such other terms and conditions consistent with the provisions of the Ordinance and this Resolution and otherwise as the County Administrator shall determine to be in the best interests of the County.

Section 2. Security for the Series A Bonds. Pursuant to, and in furtherance of, the Ordinance, the principal, interest and premium, if any, on the Series A Bonds are to be paid by ad valorem taxes on all real property subject to taxation by the County without limitations as to rate or amount (except as provided in Title 9, Delaware Code, Section 8002(c)), and pursuant to Title 9, Delaware Code, Section 7002, the full faith and credit of the County is pledged to such payment. The Series A Bonds shall contain a recital that they are issued pursuant to Title 9, Delaware Code, Chapter 70, which recital shall be conclusive evidence of their validity and of the regularity of their issuance.

Section 3. Details of the Series A Bonds. Pursuant to, and in furtherance of, the Ordinance, the County Administrator is authorized to determine the details of the Series A Bonds consistent with the Ordinance and this Resolution including the following: the date or dates of the Series A Bonds; sinking fund or other reserve fund requirements; due dates of the interest thereon; the actual form of the Series A Bonds; the denominations and designations of the Series A Bonds; registration, conversion and transfer provisions; provisions for the receipt, deposit and investment of the proceeds of the Series A Bonds; provisions for the replacement of lost, stolen, mutilated or destroyed Series A Bonds; and provisions for issuing uncertificated obligations and all procedures appropriate for the establishment of a system of issuing uncertificated debt. The Series A Bonds shall be executed by the manual or facsimile signature of the County Administrator, shall contain an impression of the County seal or a facsimile thereof and shall be attested by the manual signature of the County Clerk. The County Administrator shall determine the form of the Series A Bonds.

Section 4. Debt Limit Pursuant to, and in furtherance of, the Ordinance, it is hereby ratified and certified, as of the effective date hereof, that the issuance of the Series A Bonds is within the legal debt limit of the County.

Section 5. Other Provisions of the Ordinance Applicable. Pursuant to and in furtherance of the Ordinance, all other provisions of the Ordinance shall apply to the issuance of the Series A Bonds, including but not limited to the County's covenants as to certain tax matters set forth therein and the authority of various County officers and officials to take action in connection herewith.

I DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF RESOLUTION NO. R 012 96 ADOPTED BY THE COUNTY COUNCIL OF SUSSEX COUNTY ON THE 26TH DAY OF MARCH, 1996.


Robin A. Griffith
Clerk of the County Council