

RESOLUTION R 014 91

**A RESOLUTION AUTHORIZING THE SUBSTITUTION OF SECURITIES
IN THE ESCROW FOR THE COUNTY'S SINGLE FAMILY MORTGAGE
REVENUE BONDS, 1979 SERIES A**

WHEREAS, the County has previously issued its Single Family Mortgage Revenue Bonds, 1979 Series A (the "1979 Bonds") pursuant to a Trust Indenture dated as of February 1, 1979 (the "1979 Indenture") with Wilmington Trust Company, as Trustee (the "1979 Trustee");

WHEREAS, in order to advance refund and defease the 1979 Bonds, the County issued its Municipal Refunding Collateralized Mortgage Obligations (MR CMO), Series A (the "1989 Bonds") and deposited a portion of the proceeds therefrom with Wilmington Trust Company, as Escrow Trustee (the "Escrow Trustee") under an Escrow Deposit Agreement dated as of May 1, 1989 (the "Escrow Agreement");

WHEREAS, the County desires to authorize the substitution of certain securities held under the Escrow Agreement for the 1979 Bonds;

NOW THEREFORE, County Council of Sussex County hereby resolves as follows:


1. The County Administrator is hereby authorized to direct the Escrow Trustee to sell securities which are currently held under the Escrow Agreement and to purchase other securities in substitution therefor upon such terms and conditions as the County Administrator determines to be in the best interests of the County and in accordance with the requirements of the 1979 Indenture and the Escrow Agreement including the requirements that the Escrow Trustee receive an accountant's report that the restructured escrow is still sufficient to meet the debt service requirements on the 1979 Bonds and an opinion of counsel to the effect that the Escrow restructuring is permissible and does not adversely affect the tax exempt status of the 1979 Bonds.

2. The County Administrator is further authorized to enter into any agreements with the Escrow Trustee and others and to take any other actions on behalf of the County which he determines to be necessary or appropriate to accomplish the foregoing.

3. The net proceeds to the County from the above-described transaction after the payment of transaction costs shall be deposited in the County Employees' Pension Fund.

4. This Resolution shall be effective upon its adoption by Council.

I DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF RESOLUTION NO. R 014 91 PASSED BY THE COUNTY COUNCIL OF SUSSEX COUNTY ON THE 4TH DAY OF JUNE, 1991.


DORIS E. ROGERS
CLERK OF THE COUNTY COUNCIL