

**WORK SESSION**

**July 27, 2016**

**9:00 a.m.**

**Historic Courtroom**

**ATTENDANCE:** Chairman Randy L. Phiel; Commissioners James E. Martin and Mary Karsteter Qually; Steve Renner, Controller; Albert Penksa, County Manager; John Hartzell, Solicitor; Don Fennimore, Court Administrator; Sherri Clayton, Director of Planning; Harlan Lawson, Comprehensive Planner-Community/Economic Development; Melissa Devlin, Finance Director; Phil Swope, Staff Accountant; Chief Assessor Barbara Walter; Robert Jackson; Karla Trout, Executive Director Adams County Library System; Joseph Pierce, Bond Counsel; Jay Wenger, Finance Advisor; News Reporters Vanessa Pellechio, *Gettysburg Times*, Dustin Levy, *Evening Sun* and Chief Clerk Paula V. Neiman.

Chairman Phiel called the Work Session Meeting to order at 9:00 a.m. this date.

**Pledge of Allegiance**

Chairman Phiel announced that Executive Session will be called at the discretion of the Board of Commissioners to discuss attorney client privilege and personnel issues.

**Recognition:**

Chairman Phiel recognized two individuals who were in attendance:

- Karla Trout – The Executive Director of the Adams County Library System who was recently appointed to this position.
- Harlan Lawson – Adams County’s newest member of the Planning Department who will be filling the position of Comprehensive Planner-Community/Economic Development.

**Minutes:**

Mr. Martin moved, seconded by Mr. Qually to approve the Work Session Minutes from the July 13, 2016 Meeting as presented.

Motion carried.

**Public Comment:**

There was no Public Comment addressed to the Board at this time.

**Commissioners:**

Board Chairman Phiel introduced the following:

- Joseph Pierce, Esq., Eckert Seamans, Bond Counsel for the County of Adams who provided an overview and explanation of the purpose of the adoption of this Resolution.
- Jay Wenger, Susquehanna Advisors provided an overview of the approval process of financing, refinancing current debt and the market rates.

After discussion from the Board the following action was taken:

Mr. Qually moved, seconded by Mr. Martin to approve and authorize the Board of Commissioners to sign Resolution #9 of 2016 as follows:

**COUNTY OF ADAMS**  
**Commonwealth of Pennsylvania**

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**RESOLUTION No. 9 of 2016**

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A RESOLUTION  
OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF ADAMS,  
COMMONWEALTH OF PENNSYLVANIA (THE "COUNTY"), EXPRESSING  
THE INTENTION OF THE COUNTY TO ISSUE DEBT IN ACCORDANCE WITH  
THE LOCAL GOVERNMENT UNIT DEBT ACT; IDENTIFYING CERTAIN A  
CAPITAL PROJECT TO BE FINANCED THEREBY; DECLARING THE OFFICIAL  
INTENT OF THE COUNTY TO REIMBURSE THE COUNTY FOR  
EXPENDITURES MADE FOR SUCH CAPITAL PROJECT PRIOR TO AND AFTER  
THE DATE OF ADOPTION OF THIS RESOLUTION; REPRESENTING THAT  
REIMBURSEMENTS SHALL BE MADE FROM PROCEEDS OF A CERTAIN  
TAX-EXEMPT OBLIGATION TO BE ISSUED TO FINANCE THE COSTS OF  
SUCH CAPITAL PROJECT; DECLARING THE INTENT OF THE COUNTY THAT  
THIS RESOLUTION COMPLY WITH THE PROVISIONS OF UNITED STATES  
TREASURY REGULATION SECTION 1.150-2; AUTHORIZING AND  
DIRECTING OFFICIALS OF THE COUNTY TOGETHER WITH THE COUNTY  
SOLICITOR, FINANCIAL ADVISOR, AND BOND COUNSEL HEREBY  
APPOINTED BY THE COUNTY TO DO AND UNDERTAKE CERTAIN ACTION  
PREPARATORY TO AND IN FURTHERANCE OF THE ISSUANCE OF SUCH  
DEBT; AND RESCINDING PRIOR INCONSISTENT RESOLUTIONS.

WHEREAS, The County of Adams, Commonwealth of Pennsylvania, (the "County") is a county of the fifth class and a political subdivision organized and existing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth"); and

WHEREAS, The County is a local government unit as defined in the Local Government Unit Debt Act [53 Pa. C. S. §8001 *et seq.*] (the "Debt Act"), which Debt Act defines the classes of "projects" that may be financed by the County and sets forth the procedures for issuing debt to finance capital projects; and

WHEREAS, The Board of Commissioners of the County, in consultation with its administration and independent consultants, has determined that it is necessary and appropriate for the proper management and administration of County government to undertake certain capital projects, each

constituting a "project" as such term is defined in the Debt Act, consisting of, but not limited to, and summarized as, the planning, design, purchase, acquisition, construction and installation of repairs, replacements, renovations, reconfigurations and improvements to certain County buildings and facilities for governmental use, and related appurtenances, and suitable fixtures, furnishings and equipment therefor, as necessary, to the extent of available funds (collectively, the "Capital Project"); and

WHEREAS, The County has determined that it is necessary and appropriate for the proper management and administration of County government to issue at this time, debt to fund, *inter alia*, (i) the costs and expenses of the Capital Project, and (ii) the payment of the costs of issuance of the County's debt obligations incurred to fund the Capital Project (collectively, the "Project"); and

WHEREAS, The County has determined to finance, *inter alia*, the Project in an approximate amount anticipated not to exceed \$12,000,000, to be derived from the proceeds of general obligation, nonelectoral debt to be issued for such purpose, the interest on which such debt is intended to be excluded from gross income for federal income tax purposes, pursuant to the Internal Revenue Code of 1986, as amended and supplemented (the "Code"), which financing herein is referred to as the "Tax-Exempt Financing"; and

WHEREAS, The County heretofore appointed Susquehanna Group Advisors, Inc., Harrisburg, Pennsylvania, to serve, *inter alia*, as financial advisor with respect to one or more prior debt issuances, and by this resolution, desires to appoint Susquehanna Group Advisors, Inc., as financial advisor with respect to the financing plan for the Project and the issuance of the Tax-Exempt Financing by the County to finance the Project; and

WHEREAS, The County heretofore appointed Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania, to serve as bond counsel with respect to one or more prior debt issuances, and by this resolution desires to appoint Eckert Seamans Cherin & Mellott, LLC, as bond counsel with respect to matters relating to the Project and the issuance of the Tax-Exempt Financing by the County to finance the Project; and

WHEREAS, The County desires County officials, the County solicitor, financial advisor, and bond counsel to prepare certain documents required by law or by custom, and as are otherwise deemed necessary and proper, for the County to undertake the issuance of the Tax-Exempt Financing for the purpose of undertaking the Project; and

WHEREAS, The County may have made, prior to the date of adoption of this Resolution, and reasonably anticipates hereafter making, expenditures for the Project from County funds which it would otherwise pay from proceeds of the Tax-Exempt Financing if such funds were available at the time of such expenditures; and

WHEREAS, To the extent the Tax-Exempt Financing is hereafter issued to finance, in whole or in part, the Project, the County desires to reimburse itself for expenditures paid from County funds on behalf of the Project not more than sixty (60) days prior to the date of the adoption of this Resolution and thereafter, or as otherwise authorized, from proceeds of the Tax-Exempt Financing and to do so in accordance with regulations promulgated by the United States Treasury as 26 C.F.R. § 1.150-2 (the "Reimbursement Regulations"), proposed under authority of the Code; and

WHEREAS, The County desires to express its intent to issue debt of the County evidenced by the Tax-Exempt Financing and to hereby authorize and direct County officials, County solicitor, financial advisor, and bond counsel to take all preparatory action, and otherwise hereby ratifies and confirms such prior action taken, required or deemed necessary and proper in order for the County to undertake the Project and the financing thereof; and

WHEREAS, This Resolution is being presented to the Board of Commissioners of the County (the "Board") for its consideration and approval at a regularly scheduled public meeting, duly advertised and notice given in accordance with applicable law; and

WHEREAS, This Resolution, while expressing the County's determination to undertake the Project and the issuance of the Tax-Exempt Financing, the provisions hereof do not, and shall not be construed to, constitute the approval, or the actual issuance, of any debt, including the Tax-Exempt Financing.

**NOW THEREFORE, BE IT RESOLVED** by the Board of Commissioners of the County of Adams, as follows:

1. The foregoing Recitals to this Resolution, including the general, functional description of the Project, are incorporated herein and made a part hereof. It is the intent of the County to undertake the Project and the financing of all or a portion thereof by the issuance of the Tax-Exempt Financing in accordance with the provisions of the Debt Act. The Project constitutes capital expenditures under the Debt Act, applicable accounting practices and the Code. The County funds to be used for Project expenditures are reasonably expected to be made from the County's general fund, or from any capital reserve or existing bond fund.

2. The County hereby appoints Susquehanna Group Advisors, Inc., Harrisburg, Pennsylvania, and such preparatory action undertaken thereby, as financial advisor to the County, for the Project and with respect to the issuance of the Tax-Exempt Financing. The financial advisor shall perform those duties usual and customary with respect to the Project and the issuance of the Tax-Exempt Financing.

3. The County hereby appoints Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania, as bond counsel, for the Project and with respect to the issuance of the Tax-Exempt Financing. Bond counsel shall prepare those documents usual and customary for bond counsel to prepare as well as any other documents necessary to complete the financing of the Project, or as otherwise hereafter requested by the County. Bond counsel shall review all documents prepared by others relating to the Project and the issuance of the Tax-Exempt Financing for compliance with applicable law.

4. County officials, acting through the County Manager, the Chief Clerk of the County, the County solicitor, and other persons and entities, whether employed or retained by the County, shall assist the County solicitor, financial advisor, and bond counsel in the preparation of a financing plan for the Project. The County solicitor, financial advisor and bond counsel shall report, either directly or through the County Manager on the status of the financing plan to the Board. Reporting required hereby shall be in such manner as the County Manager shall deem appropriate.

5. This Resolution constitutes a declaration of official intent under the Reimbursement Regulations to reimburse the County with proceeds of the Tax-Exempt Financing, which constitutes all or a portion of the Tax-Exempt Financing, for expenditures made on behalf of the Project. This official intent encompasses original expenditures made not more than sixty (60) days prior to the date of adoption of this Resolution and thereafter, or as otherwise authorized by the Reimbursement Regulations, from proceeds of the Tax-Exempt Financing when issued.

6. The County expresses its reasonable expectation that County funds will be expended prior to issuance of the Tax-Exempt Financing for costs of the Project, and the County reasonably expects to issue the Tax-Exempt Financing and to reimburse itself therefrom, with respect to Project; provided such expenditures are eligible for reimbursement pursuant to the Reimbursement Regulations.

7. To the extent that hereafter a specific designation is to be made for each expenditure paid from County funds for which a reimbursement allocation will be made from proceeds of the Tax-Exempt Financing under authority of this Resolution, the Board or the County Manager is empowered to designate such expenditures and to specify the amount of each expenditure. The County Manager shall provide to the Board at regularly scheduled meetings, a list of the expenditures so designated.

8. The reasonable expectations set forth in this Resolution are consistent with the budgetary and financial circumstances of the Project. To the extent the County has budgeted or hereafter has available any funds reasonably expected to be used for and towards the Project, those funds shall be expended toward the costs of the Project. To the extent that the County expects to receive or has been awarded or has available any funds for the payment of the costs of the Project other than the proceeds of the Tax-Exempt Financing, the Tax-Exempt Financing will be issued in a net aggregate principal amount reflective of any County funds now or hereafter available for the payment of the costs of the Project.

9. County officials and the County solicitor shall provide the financial advisor and bond counsel with all necessary information appropriate to the planning and development of the Project and the financing thereof, including financial and statistical data necessary for them to prepare presentations and reports.

10. The authorization granted in this Resolution shall include authorization to prepare such financial and legal documents necessary and proper under federal and state law and customary in issuing tax-exempt, general obligation debt. County officials, County solicitor, financial advisor and bond counsel are authorized and directed to take such action as is necessary and proper to fulfill the obligations imposed thereon by this Resolution, subject at all times to ratification by the Board.

11. This Resolution will be made available after adoption to any member of the public upon request in any form made to the offices of the County Commissioners at the earliest practical time, but in no event more than thirty (30) days after the latter of adoption hereof or request.

12. The County reasonably expects to consider action on an ordinance authorizing and approving the sale of the Tax-Exempt Financing, and the subsequent issuance thereof, at a public meeting of such later date as the County shall hereafter determine appropriate in light of all relevant circumstances relating to the Project.

13. All resolutions or parts of resolutions inconsistent herewith are expressly repealed.

**DULY ADOPTED** this 27th day of July, 2016.

ATTEST:

COUNTY OF ADAMS  
COMMONWEALTH OF PENNSYLVANIA

\_\_\_\_\_/s/  
Chief Clerk

\_\_\_\_\_/s/  
Chairman, Board of Commissioners

(SEAL)

\_\_\_\_\_/s/  
Vice Chairman, Board of Commissioners

\_\_\_\_\_/s/  
Member, Board of Commissioners

Motion carried.

Human Services Building:

After receipt and review of the Bids received for the Human Services Building the following actions were taken:

- Upon recommendation of Josh Bowers, Architect, Crabtree, Rohrbaugh & Associates, and after review by County Solicitor John Hartzell, Mr. Martin moved, seconded by Mr. Qually to award the bids on the Adams County Human Services Building Renovations to the lowest responsible bidders, in the following manner: General Construction, to eciConstruction, Inc. with a base bid of \$2,377,000; HVAC Construction, to The Farfield Company, with a base bid of \$1,592,000; Plumbing Construction, to Carl E. Frantz, Inc. with a base bid of \$588,100, and alternate No. 1, at an additional cost of \$131,050; and Electrical Construction, to Hull Electric Inc., with a base bid of \$1,203,850.

Motion carried.

- Upon recommendation of Josh Bowers, Architect, Crabtree, Rohrbaugh & Associates, Mr. Qually moved, seconded by Mr. Martin to authorize Crabtree, Rohrbaugh & Associates to issue the letters of Intent to Award to each of the lowest responsible bidders.

Motion carried.

- Upon recommendation of Josh Bowers, Architect, Crabtree, Rohrbaugh & Associates, Mr. Martin moved, seconded by Mr. Qually to authorize Crabtree, Rohrbaugh & Associates to draft the construction contracts, to circulate the construction contracts to the lowest responsible bidders for execution, and to authorize Chairman Randy L. Phiel, acting on behalf of the Board of Commissioners, to execute the contracts, upon receipt of executed documents from the selected companies.

Motion carried.

- Upon recommendation of Josh Bower, Architect, Crabtree, Rohrbaugh & Associates, Mr. Qually moved, seconded by Mr. Martin to authorize Crabtree, Rohrbaugh & Associates, upon receipt of executed contracts, payment and performance bonds, insurance, and all other required supporting documents, to issue the Notices to Proceed for the selected General Construction, HVAC, Plumbing, and Electrical contractors.

Motion carried.

**Tax Services:**

With recommendation from Chief Assessor Barbara Walter, Mr. Martin moved, seconded by Mr. Qually to approve the following tax exemptions:

- Disabled Veterans Real Property Tax Exemption for Daniel Ross Boyer, 96 Pine Grove Furnace Road, Aspers, PA, Menallen Township, Parcel #29E04-0061A—000, effective for the 2016-2017 school taxes.
- Remove the Disabled Veterans Real Property Tax Exemption and place back on the tax rolls the parcel located at 261 Shrivens Corner Road, Gettysburg, PA, Parcel #07G09-0013---999, effective for the 2016-2017 school taxes.
- Approve the Personal Tax Exemption for the following who have met the guidelines of county policy: Verna Lawrence, Cumberland Township; the remaining are residents of Oxford Township – Betty Arndt; John Aymold, Sr.; Thelma Bollinger; Philip Brenner and Isabelle Newcomer.

Motion carried.

With recommendation from Daryl Crum, Director, Mr. Qually moved, seconded by Mr. Martin to approve and appoint the following to the Auxiliary Tax Assessment Appeal Board for 2016 along with alternates to assist during assessment appeals:

- William Arrington, Cumberland Township
- Robert Hahn, Germany Township
- Barbara Weikert, Cumberland Township

**Alternates**

- Nancy Stimer, Reading Township
- Lisa Moreno-Woodward, Mt. Joy Township

Motion carried.

**Treasurer:**

With recommendation from Treasurer Theresa Adamik, Mr. Martin moved, seconded by Mr. Qually to approve and sign the Standing Draw-down (Reverse) Wire Transfer Authorization with ACNB Bank.

Motion carried.

**Other Business:**

- Sach's Bridge – Chairman Phiel noted vandalism occurs from time to time at the Bridge and he has been in discussion with GMA on providing power to the Sach's Bridge to be able to install dusk to dawn lights. He will also be talking to and working with both Cumberland and Freedom Townships to find ways to help save the integrity of this Bridge.
- South Mt. Fair – Commissioner Martin noted the 94<sup>th</sup> Annual South Mountain Fair begins on August 2 and runs through August 6, 2016. This is the earliest time of the year that the Fair has begun.

**Meeting Recessed:**

Chairman Phiel recessed the Work Session at 9:43 a.m. this date for Executive Session to discuss attorney/client and personnel issues.

**Meeting Reconvened:**

Chairman Phiel reconvened the Work Session at 12:25 p.m. this date with no business to come before the Board.

**Adjournment:**

Mr. Qually moved, seconded by Mr. Martin to adjourn the Work Session at 12:27 p.m. this date.

Motion carried.

Respectfully submitted,

Paula V. Neiman  
Chief Clerk