

ORDINANCE 2015-01

**TOWNSHIP OF RADNOR
Delaware County, Pennsylvania**

AUTHORIZING THE INCURRENCE BY THE TOWNSHIP OF RADNOR OF ELECTORAL DEBT BY THE ISSUANCE OF GENERAL OBLIGATION BONDS, SERIES OF 2015 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$6,775,000 FOR THE PURPOSE OF PROVIDING FUNDS TO CURRENTLY REFUND ALL OR A PORTION OF THE TOWNSHIP'S OUTSTANDING GENERAL OBLIGATION BONDS, SERIES OF 2009, AND TO PAY THE COSTS OF ISSUANCE OF THE BONDS; AUTHORIZING THE PREPARATION AND FILING OF A DEBT STATEMENT AND OTHER DOCUMENTATION; COVENANTING TO CREATE A SINKING FUND AND TO BUDGET, APPROPRIATE AND PAY DEBT SERVICE ON THE BONDS; PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THE TOWNSHIP FOR THE PROMPT AND FULL PAYMENT OF THE BONDS; SETTING FORTH THE SUBSTANTIAL FORM OF THE BONDS; SETTING FORTH THE STATED PRINCIPAL MATURITY OR SINKING FUND REDEMPTION DATES AND MAXIMUM PRINCIPAL AMOUNTS, MAXIMUM INTEREST RATES AND INTEREST PAYMENT DATES, PLACE OF PAYMENT, SINKING FUND PROVISIONS AND OTHER DETAILS OF THE BONDS; APPROVING THE CONTENT AND FORM OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE DISTRIBUTION THEREOF AND AUTHORIZING THE PREPARATION, EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION OF A PAYING AGENT AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT; FINDING THAT A PRIVATE NEGOTIATED SALE OF THE BONDS IS IN THE BEST FINANCIAL INTEREST OF THE TOWNSHIP; ACCEPTING A PROPOSAL FOR THE PURCHASE OF THE BONDS WITHIN CERTAIN PARAMETERS; APPOINTING A PAYING AGENT AND SINKING FUND DEPOSITORY; AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, pursuant to the Local Government Unit Debt Act, 53 Pa. Cons. Stat. §8001 *et seq.* (the "Act"), the Township of Radnor (the "Township") may incur indebtedness for the purposes of refunding prior indebtedness; and

WHEREAS, on November 4, 2009, the Township issued electoral debt evidenced by its General Obligation Bonds, Series of 2009 (DCED Approval No. GOB-17241, October 29, 2009) (the "2009 Bonds") which were issued to currently refund the Township's (i) General Obligation Bonds, Series AA of 2002 (the "2002AA Bonds"); (ii) General Obligation Bonds, Series A of 2004 (the "2004A Bonds"); and (iii) to pay the costs of issuing the 2009 Bonds; and

WHEREAS, the 2002AA Bonds, pursuant to a referendum election held on November 8, 1994 and approved by the electors of the Township, were issued to finance acquisition of real estate for park, recreation and open space purposes (the "2002AA Project");

WHEREAS, the 2004A Bonds were issued to advance refund the Township's General Obligation Bonds, Series of 1996 (the "1996 Bonds");

WHEREAS, the 1996 Bonds, pursuant to a referendum election held on November 8, 1994 and approved by the electors of the Township, were issued to finance acquisition of real estate for park, recreation and open space purposes (the "1996 Project");

WHEREAS, the 2009 Bonds were issued in the aggregate principal amount of \$7,695,000 of which \$5,425,000 remains outstanding; and

WHEREAS, the Township has determined to undertake a refinancing program to achieve debt service savings (the "Refunding Program") consisting of the current refunding of all or a portion of the outstanding 2009 Bonds stated to mature on or after November 1, 2015 in the outstanding principal amount of \$5,425,000 (the bonds being so refunded, all of which are electoral debt, are referred to herein as the "Refunded Bonds") and

WHEREAS, the Township proposes to issue its General Obligation Bonds, Series of 2015 in the maximum aggregate principal amount of \$6,775,000 (the "Bonds") to finance the Refunding Program and the payment of the costs and expenses of issuing the Bonds; and

WHEREAS, the Bonds shall constitute electoral debt pursuant to Section 8245 of the Act; and

WHEREAS, the Board of Commissioners (the "Board") has determined that the net savings to be generated by the Refunding Program (the "Required Savings") must be equal to at least three percent (3%) of the principal amount of the Refunded Bonds; and

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

WHEREAS, the Township has determined that it is in the best financial interest of the Township to sell the Bonds at private negotiated sale, and the Township has received a proposal for the purchase of the Bonds (the "Proposal") from Boenning & Scattergood, Inc., of West Conshohocken, Pennsylvania (the "Underwriter"), containing the financial parameters for, and conditions to, the underwriting and issuance of the Bonds (the "Parameters"), which will be supplemented by an addendum to the Proposal (the "Addendum") containing the final terms of the Bonds, consistent with the Parameters and the Required Savings; and

WHEREAS, the Board desires to approve the issuance of the Bonds, approve the Refunding Program, and accept the Proposal of the Underwriter; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Township of Radnor and IT IS HEREBY RESOLVED, as follows:

1. Authorization of the Refunding Program and Incurrence of Indebtedness; and Purpose of the Refunding Program. The Township hereby approves the Refunding Program as described in the preambles to this Ordinance, and shall incur indebtedness in the form of the Bonds, pursuant to the Act, in an aggregate principal amount not to exceed \$6,775,000 for the purpose of providing funds for and toward the costs of the Refunding Program and the financing expenses associated therewith.

It is hereby determined and set forth that the purpose of the Refunding Program with respect to the refunding of the Refunded Bonds is to reduce the total debt service that would otherwise be payable on the Refunded Bonds over the life of the issue. Attached hereto as **Exhibit B** and made a part hereof is the schedule of the estimated debt service savings in connection with the refinancing of the Refunded Bonds computed in accordance with Section 8242(b) of the Act.

The 2009 Bonds financed a refinancing program relating to the current refunding of (i) the 2002AA Bonds, which were issued to finance the 2002AA Project with a useful life of more than 40 years; and (ii) the 2004A Bonds which advance refunded the 1996 Bonds, which were issued to finance the 1996 Project with a useful life of more than 40 years.

The realistic estimated useful lives of the projects described above were determined at the time of issuance of the 2002AA Bonds and the 1996 Bonds. Such determinations are hereby ratified and confirmed, and the principal amount of the Bonds equal to the separate cost of the portions of such projects having an unexpired shorter useful life than the period during which the Bonds will be outstanding has been scheduled to mature prior to the end of such useful life and the balance prior to the end of the longest unexpired useful life. The maturities of the Bonds will not extend beyond the final maturity of the 2009 Bonds.

2. Authorization of Issuance of the Bonds. The Township shall issue, pursuant to the Act and this Ordinance, its "General Obligation Bonds, Series of 2015", in a maximum aggregate principal amount not to exceed \$6,775,000, in order to provide funds for and toward the costs of the Refunding Program and paying the costs of issuing the Bonds as authorized and provided in Section 1 hereof.

The Township reserves the right to issue the Bonds in an amount less than the maximum principal amount authorized hereunder and to cancel any unused authorization hereunder in accordance with the terms of the Act.

3. Type of Indebtedness. The indebtedness evidenced by the Bonds is electoral debt.

4. Execution of Debt Statement; Bonds and Other Documents. The President or Vice President of the Board and the Secretary of the Township and their successors are hereby authorized and directed to file the Debt Statement required by Section 8110 of the Act, to execute and deliver the Bonds in the name and on behalf of the Township and to take all other action required by the Act or this Ordinance in order to effect the issuance of the Bonds. Said officers or any of them are further authorized to apply to the Department of Community and Economic Development for approval of the debt herein authorized and to file with such

application a transcript of the proceedings including a certified copy of this Ordinance, the Debt Statement, a Borrowing Base Certificate signed by the appropriate officials of the Township or by the accountants of the Township responsible for auditing its financial affairs, and to take any and all such further action and to execute and deliver such other documents as may be necessary or proper to comply with all requirements of the Act or to carry out the intent and purpose of this Ordinance. Said officers and their successors are further hereby authorized if, in their opinion, it is advisable to do so, to prepare and file such statements and documents as may be required by Sections 8024 or 8026 of the Act in order to qualify all or any portion of the existing indebtedness of the Township or of the Bonds as subsidized debt or self-liquidating debt.

5. **Type of Bonds.** The Bonds when issued will be general obligation bonds.

6. **Covenant to Pay Debt Service - Pledge of Taxing Power.** The Township hereby covenants with the registered owners of the Bonds: (a) that the Township will include in its budget for each fiscal year for the life of the Bonds, the amount of the debt service on the Bonds which will be payable in each such fiscal year so long as the Bonds shall remain outstanding; (b) that the Township shall appropriate from its general revenues such amounts to the payment of such debt service; and (c) that the Township shall duly and punctually pay or cause to be paid from the sinking fund hereinafter created the principal of the Bonds and the interest thereon on the dates and at the place and in the manner stated in the Bonds according to the true intent and meaning thereof. For such budgeting, appropriation and payment the Township hereby pledges its full faith, credit and taxing power. This covenant shall be specifically enforceable. The maximum amounts to be budgeted, appropriated and paid pursuant to the foregoing covenants shall not exceed those set forth in **Exhibit C** attached hereto and made a part hereof which are hereby incorporated in the foregoing covenant with the same effect as if the same were specified in the text of such covenant.

7. **Form of Bonds.** The Bonds shall be substantially in the form set forth in **Exhibit A** hereto, with appropriate omissions, insertions and variations.

8. **Terms of Bonds.** The Bonds shall be issued in fully registered form, in the denomination of \$5,000 or any integral multiple thereof and shall be dated the date of issuance thereof or such other date as the Township and the Underwriter shall agree. The Bonds shall be issued in an aggregate principal amount not to exceed \$6,775,000. The Bonds shall bear interest from the dated date thereof payable semiannually on May 1 and November 1 of each year, commencing November 1, 2015, in annual principal amounts not to exceed the maximum principal amount for each fiscal year (each, an "Interest Payment Date"). The interest rates on the Bonds shall not exceed six percent (6.00%) per annum. No yield on the Bonds for any stated maturity date in the last two-thirds of the period of the Bonds may be less than that stated for the immediately preceding year. The Bonds shall mature or be subject to sinking fund redemption on November 1 of the years in annual principal amounts not to exceed the maximum principal amount for each fiscal year as set forth in **Exhibit C** hereto.

The principal of the Bonds shall be payable in lawful money of the United States of America at the corporate trust office of U.S. Bank National Association, in Philadelphia, Pennsylvania, which is hereby appointed paying agent and registrar for the Bonds and the

sinking fund depository (the "Paying Agent"). Interest on the Bonds shall be payable in the manner provided in the form of Bonds set forth in **Exhibit A** hereto.

9. **Redemption of Bonds.** The Bonds shall be subject to redemption prior to maturity, at the option of the Township, as a whole or in part from time to time, in any order of maturity or portion of a maturity as selected by the Township, on a date not earlier than the fifth (5th) anniversary of the issuance of such Bonds, or any date thereafter upon payment of a redemption price of 100% of principal amount plus interest accrued to the redemption date. If any of the Bonds are to be issued and delivered as term bonds, such term bonds shall be subject to mandatory sinking fund redemption on such date or dates and in such principal amount or amounts as shall be necessary to conform with the principal retirement schedule set forth in **Exhibit C** hereto.

If less than an entire maturity of Bonds is to be redeemed at any particular time, such Bonds so to be called for redemption shall be chosen by lot by the Paying Agent.

In the event that a portion, but not all of the term bonds are redeemed pursuant to optional redemption, then the principal amount of any remaining mandatory sinking fund redemptions and the final maturity applicable to such term bonds shall be proportionately reduced (subject to the Paying Agent making such adjustments as it deems necessary to be able to affect future redemptions of such Bonds in authorized denominations) unless the Township directs an alternate reduction of such mandatory sinking fund redemptions and final maturity.

For the purpose of selection of Bonds for redemption, any Bond of a denomination greater than \$5,000 shall be treated as representing such number of separate Bonds, each of the denomination of \$5,000, as is obtained by dividing the actual principal amount of such Bond by \$5,000. Any Bond which is to be redeemed only in part shall be surrendered at the corporate trust office of the Paying Agent in Philadelphia, Pennsylvania, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent, and the registered owner of such Bond shall receive, without service charge, a new Bond or Bonds, of any authorized denomination as requested by such registered owner in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

On the date designated for redemption, and upon deposit with the Paying Agent of funds sufficient for payment of the principal of and accrued interest on the Bonds called for redemption, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and the Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit of security hereunder, and registered owners of the Bonds so called for redemption shall have no rights with respect to the Bonds or portions thereof so called for redemption, except to receive payment of the principal of and accrued interest on the Bonds so called for redemption to the date fixed for redemption.

Notice of any redemption shall be given by first class mail, postage prepaid, mailed by the Paying Agent not less than 30 or more than 60 days before the redemption date to the registered owners of the Bonds at their addresses as they appear on the bond register maintained by the Paying Agent. Such notice shall be given in the name of the Township, shall identify the Bonds to be redeemed (and, in the case of a partial redemption of any Bonds, the respective

principal amounts thereof to be redeemed), shall specify the redemption date and the redemption price, and shall state that on the redemption date the Bonds called for redemption will be payable at the corporate trust office of the Paying Agent in Philadelphia, Pennsylvania and that from the date of redemption interest will cease to accrue. The Paying Agent shall use "CUSIP" numbers (if then generally in use) in notices of redemption as a convenience to Bond owners, provided that any such redemption notice shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in any notice of redemption and that reliance may be placed only on the identification numbers prefixed "R-" printed on the Bonds. Failure to mail any notice of redemption, or any defect therein, or in the mailing thereof, with respect to any Bond shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption.

With respect to any optional redemption of the Bonds, if at the time of mailing such notice of redemption, the Township shall not have deposited with the Paying Agent monies 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 monies with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such monies are so deposited.

10. Appointment of Securities Depository. The Depository Trust Company, New York, New York ("DTC"), shall act as securities depository for the Bonds on behalf of the firms which participate in the DTC book-entry system ("DTC Participants"). The ownership of one fully registered Bond for each maturity of the Bonds will be registered in the name of Cede & Co., as nominee for DTC. Each Bond certificate will be in the aggregate principal amount of such maturity. The Township shall cause the Bonds to be delivered to DTC or the Paying Agent, as custodian for DTC, on or before the date of issuance of the Bonds.

Pursuant to the book-entry only system, any person for whom a DTC Participant acquires an interest in the Bonds (the "Beneficial Owner") will not receive bond certificates and will not be the registered owner thereof. Ownership interest in the Bonds may be purchased by or through DTC Participants. 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. Receipt by the Beneficial Owners (through any DTC Participant) of timely payment of principal, premium, if any, and interest on the Bonds, is subject to DTC making such payment to DTC Participants and such DTC Participants making payment to Beneficial Owners. Neither the Township nor the Paying Agent will have any direct responsibility or obligation to such DTC Participants or the persons for whom they act as nominees for any failure of DTC to act or make any payment with respect to the Bonds.

The Township is authorized to execute such documents as may be necessary or desirable in connection with DTC's services as securities depository including a blanket letter of representation obligating the Township to give certain notices to DTC and to meet certain requirements relating to Bond payments.

If DTC determines to discontinue providing its services as securities depository with respect to the Bonds at any time, the Township officials then holding the offices set forth in

Section 4 of this Ordinance are hereby authorized to designate a successor securities depository or to deliver certificates to or upon the order of the registered owners of the Bonds.

The Township shall give notice or cause the Paying Agent to give notice, to DTC in accordance with the Blanket Letter of Representations for the redemption or other retirement of all of the Bonds. The Township will provide for the form of notice. Upon receipt of such notice, DTC will forward the notice to the DTC Participants for subsequent forwarding of such notice to the Beneficial Owners of the Bonds. The Township will pay the customary charges for such mailing.

11. Sale of Bonds. The Bonds shall be sold at private sale by negotiation as hereinafter set forth in Section 14. After due consideration, the Board hereby finds and determines, on the basis of all available information, that a private negotiated sale of the Bonds is in the best financial interest of the Township.

12. Creation of and Deposits in Sinking Fund. The Township covenants that there shall be and there is hereby established and that it shall hereafter maintain a sinking fund designated "Sinking Fund – General Obligation Bonds, Series of 2015" for the Bonds (the "Sinking Fund") to be held by the Paying Agent (or such substitute or successor Paying Agent which shall hereafter be appointed in accordance with the provisions of the Act) in the name of the Township, but subject to withdrawal only by the Paying Agent.

The Township covenants and agrees to deposit in such Sinking Fund no later than each Interest Payment Date, the debt service payable on the Bonds on such dates, which shall not exceed the amounts set forth in Exhibit C attached hereto, or such greater or lesser amount as at the time shall be sufficient to pay principal of and interest on the Bonds becoming due on each such date.

Pending application to the purpose for which such Sinking Fund is established, the President or Vice President of the Board is hereby authorized and directed to cause the monies therein to be invested or deposited and insured or secured as permitted and required by Section 8224 of the Act. All income received on such deposits or investments of monies in such Sinking Fund during each applicable period shall be added to such Sinking Fund and shall be credited against the deposit next required to be made in such Sinking Fund.

The Paying Agent is hereby authorized and directed, without further action by the Township, to pay from such Sinking Fund the principal of and interest on the Bonds as the same become due and payable in accordance with the terms thereof and the Township hereby covenants that such monies, to the extent required, will be applied to such purpose.

All monies deposited in the Sinking Fund for the payment of the Bonds which have not been claimed by the registered 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 Township. Nothing contained herein shall relieve the Township of its liability to the registered owners of the unrepresented Bonds.

13. No Taxes Assumed. The Township shall not assume the payment of any tax or taxes in consideration of the purchase of the Bonds.

14. **Award and Sale of Bonds.** The Township hereby awards and sells the Bonds to the Underwriter at a price of no less than ninety percent (90%) and no more than one hundred twenty percent (120%) of the principal amount of the Bonds (including original issue discount or premium and the underwriter's discount) plus accrued interest from the dated date of the Bonds to the date of delivery and in accordance with the other terms and conditions contained or incorporated in the Proposal of the Underwriter dated February 17, 2015 which is hereby approved and accepted. The underwriter's discount for the Bonds shall not exceed 0.60% of the principal amount of the Bonds. A copy of said Proposal shall be attached to this Ordinance and lodged with the official minutes of this meeting and is hereby incorporated herein by reference. The proper officers of the Township are hereby authorized and directed to endorse the acceptance of the Township on said Proposal and to deliver executed copies thereof to the Underwriter. The Township Manager or the Director of Finance is authorized to accept the Addendum to the Proposal setting forth the final terms of the Bonds within the Parameters set forth in this Ordinance and at such time as the Required Savings are achieved. The Required Savings must be equal to at least three percent (3%) of the principal amount of the Refunded Bonds.

15. **Contract with Paying Agent.** The proper officers of the Township are authorized to contract with U.S. Bank National Association, Philadelphia, Pennsylvania, in connection with the performance of its duties as the Paying Agent and Sinking Fund Depository on usual and customary terms, including an agreement to observe and comply with the provisions of this Ordinance and of the Act.

16. **Redemption of Refunded Bonds.** The Township hereby calls the Refunded Bonds for redemption on or after May 1, 2015. The Township Manager or Director of Finance is authorized to set the exact redemption date, but such date shall be not later than ninety (90) days after the issuance date of the Bonds. The Township shall deposit with the paying agent for the Refunded Bonds (the "Refunded Bonds Paying Agent"), the amounts required to pay the principal of and interest on the Refunded Bonds to the date of redemption. The officers of the Township are hereby authorized and directed to execute all documents and to take such other action as may be necessary or advisable to effect the redemption and payment of the Refunded Bonds. Upon redemption of the Refunded Bonds, any excess moneys shall be transferred by the Refunded Bonds Paying Agent to the Paying Agent, and the Paying Agent shall deposit the same in the Sinking Fund.

17. **Federal Tax Covenants.** The Township hereby covenants not to take or omit to take any action so as to cause interest on the Bonds to be no longer excluded from gross income for purposes of federal income taxation and to otherwise comply with the requirements of Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the "Code"), and all applicable regulations promulgated with respect thereto, throughout the term of the Bonds. The Township further covenants that it will make no investments or other use of the proceeds of the Bonds which would cause the Bonds to be "arbitrage bonds" as defined in Section 148 of the Code. The Township further covenants to comply with the rebate requirements (including the prohibited payment provisions) contained in Section 148(f) of the Code and any regulations promulgated thereunder, to the extent applicable, and to pay any interest or penalty imposed by the United States for failure to comply with said rebate requirements, to the extent applicable.

The Township hereby represents and warrants, after due investigation and to the best of its knowledge, that (i) the Bonds are not “private activity bonds” within the meaning of Section 141 of the Code and (ii) the aggregate face amount of “qualified tax-exempt obligations” within the meaning of Section 265(b)(3)(B) of the Code (which includes qualified 501(c)(3) bonds but not any other private activity bonds) issued or to be issued by the Township (and all “subordinate entities” thereof) during the 2015 calendar year is not reasonably expected to exceed \$10,000,000 (other than certain other obligations not required to be taken into account for purposes of Section 265 of the Code). The Township hereby designates the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3)(B) of the Code, or, to the extent permitted, designates the Bonds as “deemed designated” within the meaning of Section 265(b)(3)(D)(ii) of the Code. The Township hereby authorizes the proper officers of the Township to execute a certificate at the time of closing setting forth, upon the advice of Bond Counsel, the amount of Bonds designated and/or deemed designated under the Code.

18. Execution and Authentication of Bonds. As provided in Section 4, the Bonds shall be executed by the President or the Vice President of the Board and the Secretary of the Township and each such execution shall be by manual or facsimile signature. If any officer whose signature appears on the Bonds shall cease to hold such office before the actual delivery date of the Bonds, such signature shall nevertheless be valid and sufficient for all purposes as if such person had remained in such office until the actual delivery date of the Bonds. The Bonds shall be authenticated by the manual signature of an authorized representative of the Paying Agent.

19. Application of Bond Proceeds. The purchase price for the Bonds payable by the Underwriter shall be paid to the Paying Agent on behalf of the Township. Upon receipt of the purchase price for the Bonds, the Paying Agent shall deposit the same in a settlement account. From the settlement account, the Paying Agent shall pay, or establish reserves for payment of, the costs and expenses of the financing and the proper officers of the Township are authorized to direct the Paying Agent to pay the issuance costs on behalf of the Township as set forth in written directions to the Paying Agent. The net proceeds of the Bonds shall be deposited with the Refunded Bonds Paying Agent as provided in Section 16 hereof.

20. Approval of Official Statement. The Township hereby approves and “deems final” the Preliminary Official Statement for the Bonds for purposes of United States Securities and Exchange Commission Rule 15c2-12. A final Official Statement containing the final terms of the Bonds, shall be prepared and delivered to the Underwriter within seven (7) business days from the date of establishment of the final terms of the Bonds, and the Township hereby approves the use thereof in connection with the public offering and sale of the Bonds.

21. Continuing Disclosure. The Township hereby authorizes and directs the appropriate officers to execute and deliver a Continuing Disclosure Agreement or a supplement to an existing Continuing Disclosure Agreement of the Township (the “Continuing Disclosure Agreement”) if and to the extent required by law. The Township further covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of this Ordinance, failure of the Township to comply with the Continuing Disclosure Agreement shall not be considered an event of default hereunder or under the Bonds; however, the Paying Agent, any Participating Underwriter (as

defined in the Continuing Disclosure Agreement), or any Bondholder may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the Township to comply with its obligations under this Section.

22. Covenant to Pledge Sufficient Funds. The Township hereby covenants and agrees that, concurrently with the issuance of and payment for the Bonds, the Township will have irrevocably pledged with the Refunded Bonds Paying Agent an amount sufficient to pay the redemption price on the Refunded Bonds on the date of redemption thereof.

23. Officers Authorized to Act. For the purpose of expediting the closing and the issuance and delivery of the Bonds, or in the event that the President of the Board or the Secretary of the Township shall be absent or otherwise unavailable for the purpose of executing documents, or for the purpose of taking any other action which they or any of them may be authorized to take pursuant to this Ordinance, the Vice President of the Board or the Assistant Secretary of the Township, respectively, are hereby authorized and directed to execute documents, or otherwise to act on behalf of the Township in their stead.

24. Contract with Bond Owners. This Ordinance constitutes a contract with the registered owners of the Bonds outstanding hereunder and shall be enforceable in accordance with the provisions of the laws of the Commonwealth of Pennsylvania.

25. Binding Effect of Covenants and Agreements. All covenants, obligations and agreements of the Township set forth in this Ordinance and in the documents authorized hereby shall be deemed to be the covenants, obligations and agreements of the Township to the full extent authorized or permitted by law, and all such covenants, obligations and agreements shall be binding upon the Township and its successors from time to time and upon any board or body to which any powers or duties affecting the same shall be transferred by or in accordance with law. Except as otherwise provided in this Ordinance, all rights, powers and privileges conferred and duties and liabilities imposed upon the Township or the members thereof by the provisions of this Ordinance or the documents authorized hereby shall be exercised or performed, by such members, officers or other representatives of the Township as may be required or permitted by law to exercise or perform the same. No covenant, obligation or agreement herein contained or contained in any documents authorized hereby shall be deemed to be a covenant, obligation or agreement of any supervisor, officer, agent or employee of the Township in his or her individual capacity and neither the Commissioners of the Township nor any officer executing the other documents authorized by this Ordinance shall be liable personally thereunder or be subject to any personal liability or accountability by reason of the execution and delivery thereof.

26. Bond Counsel. The Township hereby appoints Cozen O'Connor to act as Bond Counsel to the Township with respect to the transactions contemplated by this Ordinance.

27. Further Action. The proper officers of the Township are hereby authorized and directed to take all such action, execute, deliver, file and/or record all such documents, publish all notices and otherwise comply with the provisions of this Ordinance and the Act in the name and on behalf of the Township.

28. **Act Applicable to Bonds.** This Ordinance is enacted pursuant to, and the Bonds issued hereunder shall be subject to, the provisions of the Act and all of the mandatory provisions thereof shall apply hereunder whether or not explicitly stated herein.

29. **Severability.** In case any one or more of the provisions contained in this Ordinance or in any Bond shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Ordinance or of said Bonds, and this Ordinance or said Bonds shall be construed and enforced as if such invalid, illegal or unenforceable provisions had never been contained therein.

30. **Repealer.** All ordinances and parts of ordinances heretofore enacted to the extent that the same are inconsistent herewith are hereby repealed.

31. **Effective Date.** This Ordinance shall take effect on the earliest date permitted by the Act.

ENACTED this 7 day of February, 2015.

(TOWNSHIP SEAL)

TOWNSHIP OF RADNOR

ATTEST


Secretary

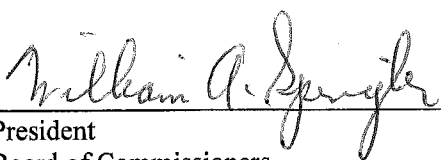

President
Board of Commissioners

EXHIBIT A

[FORM OF BOND]

UNITED STATES OF AMERICA

COMMONWEALTH OF PENNSYLVANIA

TOWNSHIP OF RADNOR

GENERAL OBLIGATION BOND, SERIES OF 2015

No. R- _____ \$ _____

INTEREST RATE	MATURITY DATE	ORIGINAL ISSUANCE DATE	CUSIP
	November 1, _____	_____, 2015	750514__

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: _____ DOLLARS

Township of Radnor, Delaware County, Pennsylvania (the "Township"), a political subdivision of the Commonwealth of Pennsylvania, for value received, hereby promises to pay to the registered owner hereof on the Maturity Date set forth above the Principal Sum set forth above, unless this Bond shall have been called for redemption and payment of the redemption price shall have been made or duly provided for, and to pay interest thereon from the Original Issuance Date set forth above or the most recent Interest Payment Date to which interest has been paid or duly, provided for, semiannually on May 1 and November 1 of each year, commencing November 1, 2015 (each, an "Interest Payment Date"), at the interest rate specified above, calculated on the basis of a 360-day year of twelve 30-day months until the principal sum is paid or has been provided for.

Interest is payable to the registered owner of this Bond from the Interest Payment Date next preceding the authentication date of the Bond, unless: (a) this Bond is authenticated as of an Interest Payment Date, in which event it shall bear interest from such Interest Payment Date; (b) this Bond is registered and authenticated after a Regular Record Date (hereinafter defined) and before the next succeeding Interest Payment Date, in which event it shall bear interest from such succeeding Interest Payment Date; (c) such Bond is registered and authenticated on or prior to the Regular Record Date preceding November 1, 2015, in which event it shall bear interest from _____, 2015; or (d) as shown by the records of the Paying Agent interest on this Bond shall be in default, in which event it shall bear interest from the date on which interest was last paid on this Bond.

The principal of this Bond is payable upon presentation and surrender hereof at the corporate trust office of U.S. Bank National Association, in Philadelphia, Pennsylvania (the

“Paying Agent”). Interest on this Bond will be paid on each Interest Payment Date by check mailed to the person in whose name this Bond is registered on the registration books of the Township maintained by the Paying Agent, as bond registrar, at the address appearing, thereon at the close of business on the fifteenth (15th) day (whether or not a day on which the Paying Agent is open for business) next preceding such Interest Payment Date (the “Regular Record Date”). Any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the registered owner hereof as of the Regular Record Date, and shall be payable to the person who is the registered owner hereof at the close of business on a Special Record Date for the payment of such defaulted interest. Such Special Record Date shall be fixed by the Paying Agent whenever monies become available for payment of the defaulted interest, and notice of the Special Record Date and payment date for such interest shall be given by first class mail to the registered owners of the Bonds not less than ten (10) days prior to the Special Record Date. Such notice shall be mailed to the persons in whose names the Bonds are registered at the close of business on the fifth (5th) day preceding the date of mailing. The principal of and interest on this Bond are payable in lawful money of the United States of America.

Notwithstanding the foregoing, so long as this Bond is registered in the name of The Depository Trust Company (“DTC”) or its nominee, Cede & Co., payment of principal and interest on this Bond shall be payable in the manner and at the respective times of payment provided for in DTC’s Operational Arrangements, as they may be amended from time to time.

This Bond is one of a duly authorized issue of General Obligation Bonds, Series of 2015, of the Township in the aggregate principal amount of \$6,775,000 (the “Bonds”) issued in fully registered form in denominations of \$5,000 and integral multiples of \$5,000 in excess thereof, all issued in accordance with the Local Government Unit Debt Act, 53 Pa. Cons. Stat. §8001 et seq., as amended (the “Act”), and pursuant to an Ordinance of the Board of Commissioners of the Township duly enacted on February 17, 2015 (the “Ordinance”) and a Paying Agent Agreement between the Township and the Paying Agent dated as of _____, 2015 (the “Paying Agent Agreement”). The Bonds are issued for the purpose of financing a refunding program, and paying the costs of issuing the Bonds, as described in the Ordinance.

Under the laws of the Commonwealth of Pennsylvania, this Bond and the interest thereon shall at all times be free from taxation within the Commonwealth of Pennsylvania, but this exemption shall not extend to gift, estate, succession or inheritance taxes or to any other taxes not levied or assessed directly on this Bond or the interest thereon. Profits, gains or income derived from the sale, exchange, or other disposition of this Bond are subject to state and local taxation.

The Bonds maturing on or after November 1, 20__ are subject to redemption prior to maturity at the option of the Township as a whole or from time to time in part, in any order of maturity or portion of a maturity as selected by the Township on _____, 20__ or any date thereafter, upon payment of a redemption price of 100% of principal amount plus interest accrued to the redemption date. If less than an entire year’s maturity of Bonds are to be redeemed at any particular time, such Bonds so to be called for redemption shall be chosen by lot by the Paying Agent.

The Bonds stated to mature on November 1, ____ and November 1, ____ (the "Term Bonds") are subject to mandatory redemption prior to their stated maturity by lot by the Township from monies to be deposited in the Sinking Fund established under the Ordinance at a redemption price of 100% of the principal amount thereof plus accrued interest to the date fixed for redemption. The Township hereby covenants that it will cause the Paying Agent to select by lot, to give notice of redemption and to redeem Term Bonds at said price from monies deposited in the Sinking Fund sufficient to effect such redemption (to the extent that Term Bonds shall not have been previously purchased from said monies by the Township as permitted under the Ordinance) on November 1 of the years, from the maturities and in the annual principal amounts set forth in the following schedule (or such lesser principal amount as shall at the time represent all Term Bonds which shall then be outstanding):

Mandatory Redemption Schedule

<u>Redemption Date</u> <u>(November 1)</u>	<u>Maturity From</u> <u>Which Selected</u>	<u>Principal Amount to be</u> <u>Redeemed or Purchased</u>
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In the event that a portion, but not all of the Term Bonds are redeemed pursuant to optional redemption, then the principal amount of any remaining mandatory sinking fund redemptions and the final maturity applicable to the Term Bonds shall be proportionately reduced (subject to the Paying Agent making such adjustments as it deems necessary to be able to affect future redemptions of such Bonds in authorized denominations) unless the Township directs an alternate reduction of such mandatory sinking fund redemptions and final maturity.

For the purpose of selection of Bonds for redemption, any Bond of a denomination greater than \$5,000 shall be treated as representing such number of separate Bonds, each of the denomination of \$5,000, as is obtained by dividing the actual principal amount of such Bond by \$5,000. Any Bond which is to be redeemed only in part shall be surrendered at the corporate trust office of the Paying Agent in Philadelphia, Pennsylvania, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent, and the registered owner of such Bond shall receive, without service charge, a new Bond or Bonds, of any authorized denomination as requested by such registered owner in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

On the date designated for redemption, and upon deposit with the Paying Agent of funds sufficient for payment of the principal of and accrued interest on the Bonds called for redemption, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and the Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit of security hereunder, and registered owners of the Bonds so called for redemption shall have no rights with respect to the Bonds or portions thereof so called for redemption, except to receive payment of the principal of and accrued interest on the Bonds so called for redemption to the date fixed for redemption.

Notice of any redemption shall be given by first class mail, postage prepaid, mailed by the Paying Agent not less than 30 or more than 60 days before the redemption date to the registered owners of the Bonds at their addresses as they appear on the Bond register maintained by the Paying Agent. Such notice shall be given in the name of the Township, shall identify the Bonds to be redeemed (and, in the case of a partial redemption, of any Bonds, the respective principal amounts thereof to be redeemed), shall specify the redemption date and the redemption price, and shall state that on the redemption date the Bonds called for redemption will be payable at the corporate trust office of the Paying Agent in Philadelphia, Pennsylvania and that from the date of redemption interest will cease to accrue. The Paying Agent shall use "CUSIP" numbers (if then generally in use) in notices of redemption as a convenience to Bond owners, provided that any such redemption notice shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in any notice of redemption and the reliance may be placed only on the identification numbers prefixed "R-" printed on the Bonds. Failure to mail any notice of redemption, or any defect therein, or in the mailing thereof, with respect to any Bond shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption.

With respect to any optional redemption of the Bonds, if at the time of mailing such notice of redemption, the Township shall not have deposited with the Paying Agent monies 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 monies with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such monies are so deposited.

The Township and the Paying Agent may treat the person in whose name this Bond is registered on the Bond register maintained by the Paying Agent as the absolute owner of this Bond for all purposes and neither the Township nor the Paying Agent shall be affected by any notice to the contrary. The Bonds are being issued by means of a book-entry system, with actual bond certificates evidencing ownership of the Bonds immobilized at either DTC, New York, New York (the "Securities Depository"), or its successor as Securities Depository or with the Paying Agent, as custodian for DTC. Transfers of beneficial ownership of the Bonds shall be effected on the records of the Securities Depository and its participants pursuant to the rules and procedures established by the Securities Depository.

So long as the Bonds are issued in book-entry form, actual bond certificates are not available for distribution to the beneficial owners and the principal and interest on the Bonds are payable to Cede & Co., as nominee of the Securities Depository. Transfer of principal and interest payments to participants of the Securities Depository is the responsibility of the Securities Depository; transfers of principal and interest to beneficial owners of the Bonds by participants of the Securities Depository will be the responsibility of such participants and other nominees of beneficial owners. The Township and the Paying Agent are not responsible or liable for maintaining, supervising or reviewing the records maintained by the Securities Depository, its participants or persons acting through such participants. If the Bonds are no longer registered to a Securities Depository or its nominee, the Bonds are transferable by the registered owners thereof, subject to payment of any required tax, fee or other governmental charge, upon presentation and surrender at the corporate trust office of the Paying Agent in, Philadelphia, Pennsylvania, together with a duly executed instrument of transfer in form

satisfactory to the Paying Agent. The Paying Agent shall not be required: (i) to issue, transfer or exchange any of the Bonds during a period beginning at the close of business on the fifth (5th) day next preceding the day of selection of Bonds to be redeemed and ending at the close of business on the day on which such notice is given, or (ii) to transfer or exchange any Bond selected for redemption in whole or in part.

No recourse shall be had for the payment of the principal of or interest on this Bond, or for any claim based hereon, against any supervisor, officer or employee, past, present or future, of the Township or of any successor body, as such, either directly or through the Township or through any such successor body under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such liability of such Commissioners, officers or employees is released as a condition of and as consideration for the execution and issuance of this Bond.

Whenever the due date for payment of interest on or principal of this Bond shall be a Saturday, Sunday, a legal holiday or a day on which banking institutions in the Commonwealth of Pennsylvania or in the jurisdiction in which the corporate trust or payment office of the paying agent is located are authorized or required by law or executive order to close (a "Holiday"), then the payment of such interest or principal need not be made on such date, but may be made on the succeeding day which is not a Holiday, with the same force and effect as if made on the due date for payment of principal or interest.

It is hereby certified that the approval of the Department of Community and Economic Development of the Commonwealth of Pennsylvania for the Township to issue and deliver this Bond has been duly given pursuant to the Act; that all acts, conditions and things required by the laws of the Commonwealth of Pennsylvania to exist, to have happened or to have been performed, precedent to or in the issuance of this Bond or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; that this Bond, together with all other indebtedness of the Township, is within every debt and other limit prescribed by the Constitution and the statutes of the Commonwealth of Pennsylvania; that the Township has established a sinking fund for the Bonds and shall deposit therein amounts sufficient to pay the principal of and interest on the Bonds as the same shall become due and payable; and that for the prompt and full payment of all obligations of this Bond, the full faith, credit and taxing power of the Township are hereby irrevocably pledged.

This Bond shall not be entitled to any benefit under the Ordinance or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the Paying Agent by execution of the certificate endorsed hereon.

IN WITNESS WHEREOF, the Township of Radnor, Delaware County, Pennsylvania has caused this Bond to be signed in its name and on its behalf by the signature of the President of its Board of Commissioners and an impression of its corporate seal to be hereunto affixed, duly attested by the signature of the Secretary of the Township.

TOWNSHIP OF RADNOR

By: _____
President, Board of Commissioners

Attest: _____
Secretary

(SEAL)

AUTHENTICATION CERTIFICATE

This Bond is one of the Township of Radnor General Obligation Bonds, Series of 2015, described in the within mentioned Ordinance.

DATE OF AUTHENTICATION:

U.S. BANK NATIONAL ASSOCIATION,
Paying Agent

By: _____
Authorized Representative

ASSIGNMENT AND TRANSFER

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR
EMPLOYER IDENTIFICATION NUMBER OF
ASSIGNEE

_____ the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

_____ attorney to transfer said Bond on the books of the within named Paying Agent, with full power of substitution in the premises.

Dated:

Signature Guaranteed by:

NOTICE: signature(s) must be guaranteed by an eligible guarantor institution, an institution which is a participant in a Securities Transfer Association recognized signature guaranteed program.

NOTICE: The signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

(Authorized Signature)

[END OF BOND FORM]

TOWNSHIP OF RADNOR
 General Obligation Bonds, Series of 2015

EXHIBIT B

**SCHEDULE OF ESTIMATED DEBT SERVICE SAVINGS RELATED TO THE
 REFUNDING OF THE REFUNDED BONDS
 IN ACCORDANCE WITH SECTION 8242(b) OF THE ACT**

<u>Date</u>	<u>Net New Debt Service</u>	<u>Existing Debt Service</u>	<u>Savings</u>
11/01/2015	\$588,939.51	\$711,266.25	\$122,326.75
11/01/2016	593,357.50	712,766.25	119,408.76
11/01/2017	593,757.50	711,116.25	117,358.76
11/01/2018	494,057.50	496,296.25	2,238.76
11/01/2019	491,907.50	496,121.25	4,213.76
11/01/2020	489,457.50	489,721.25	263.76
11/01/2021	490,957.50	493,171.25	2,213.76
11/01/2022	492,257.50	494,671.25	2,413.76
11/01/2023	493,357.50	495,665.00	2,307.50
11/01/2024	489,257.50	490,400.00	1,142.50
11/01/2025	495,057.50	499,780.00	4,722.50
11/01/2026	490,320.00	492,575.00	2,255.00
Total	\$6,202,684.51	\$6,583,550.00	\$380,865.57

TOWNSHIP OF RADNOR
 General Obligation Bonds, Series of 2015

EXHIBIT C

MAXIMUM BOND AMORTIZATION SCHEDULE

<u>Date</u>	<u>Principal</u>	<u>Coupon</u>	<u>Interest</u>	<u>Total Principal and Interest</u>
11/01/2015	\$730,000	6.000%	\$303,745.83	\$1,033,745.83
11/01/2016	670,000	6.000	362,700.00	1,032,700.00
11/01/2017	685,000	6.000	322,500.00	1,007,500.00
11/01/2018	485,000	6.000	281,400.00	766,400.00
11/01/2019	495,000	6.000	252,300.00	747,300.00
11/01/2020	500,000	6.000	222,600.00	722,600.00
11/01/2021	510,000	6.000	192,600.00	702,600.00
11/01/2022	520,000	6.000	162,000.00	682,000.00
11/01/2023	530,000	6.000	130,800.00	660,800.00
11/01/2024	535,000	6.000	99,000.00	634,000.00
11/01/2025	555,000	6.000	66,900.00	621,900.00
11/01/2026	560,000	6.000	33,600.00	593,600.00
Total	\$6,775,000		\$2,430,145.83	\$9,205,145.83

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the Township of Radnor HEREBY CERTIFIES that:

The foregoing Ordinance authorizing the issuance of General Obligation Bonds, Series of 2015 of the Township was duly moved and seconded and enacted by a majority vote of all the Board of Commissioners of said Township at a duly called and convened meeting of said Board held on February 17, 2015; that public notice of said meeting was given as required by law; and that the roll of the Board of Commissioners was called and such members voted or were absent as follows:

<u>Name</u>	<u>Vote</u>
William A. Spingler, President	_____
James C. Higgins, Esq., Vice President	_____
Richard F. Booker, Esq.	_____
Elaine P. Schaefer	_____
John C. Nagle, P.E.	_____
Donald Curley	_____
John Fisher	_____

and that such Ordinance and the votes thereon have been duly recorded in the minutes.

WITNESS my hand and seal of the Township this 17th day of February, 2015.

Robert A. Zienkowski, Secretary

(TOWNSHIP SEAL)