

COUNTY OF CENTRE
COMMONWEALTH OF PENNSYLVANIA
TAX AND REVENUE ANTICIPATION NOTE, Series of 2009
\$15,000,000 (FEDERALLY TAXABLE)

RESOLUTION *No. 13 OF 2009*

A RESOLUTION
AUTHORIZING THE ISSUANCE OF A TAX AND REVENUE ANTICIPATION NOTE, SERIES OF 2009 (FEDERALLY TAXABLE), IN THE PRINCIPAL AMOUNT OF \$15,000,000, OF THE COUNTY OF CENTRE, COMMONWEALTH OF PENNSYLVANIA; ESTABLISHING THE TERMS, CONDITIONS AND FORM OF SUCH NOTE; ACCEPTING A PROPOSAL TO PURCHASE THE NOTE; PROVIDING SECURITY AND ESTABLISHING A SINKING FUND FOR THE NOTE; APPOINTING A PAYING AGENT AND SINKING FUND DEPOSITORY; AUTHORIZING CERTAIN OFFICIALS TO EXECUTE AND DELIVER THE NOTE AND TO PREPARE AND FILE CERTAIN CERTIFICATES AND OTHER PROCEEDINGS; AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, The Board of Commissioners (the "Governing Body") of the County of Centre, Commonwealth of Pennsylvania (the "County") anticipates receiving taxes and other revenues during the period of the current fiscal year beginning July 6, 2009 through December 31, 2009 (the "Remaining Collected Period"), which are as yet uncollected; and

WHEREAS, The County has estimated its taxes, revenues and expenditures for the Remaining Collected Period; and

WHEREAS, The County has not heretofore issued a tax and revenue anticipation note in the current fiscal year; and

WHEREAS, The County has determined to borrow a sum for the purposes of meeting current expenses by issuing a tax and revenue anticipation note to be repaid from said anticipated taxes and revenues to be collected during the Remaining Collected Period, all in accordance with

the Local Government Unit Debt Act, 53 Pa.C.S. § 8001 *et seq.*, as amended and supplemented (the "Act"); and

WHEREAS, The County has determined to issue a tax and revenue anticipation note in the principal amount of \$15,000,000, which note shall be subject to federal taxation and shall be known as County of Centre Tax and Revenue Anticipation Note, Series of 2009 (Federally Taxable) (the "Note"); and

WHEREAS, Manufacturers and Traders Trust Company, with an office in Altoona, Pennsylvania (the "Purchaser"), as the purchaser identified in Exhibit "A" attached hereto, has submitted to the County a proposal to purchase the Note and the County desires to, and by the adoption of this Resolution does, accept such proposal and authorize the issuance and sale of its Note and to provide for such matters relating thereto.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the County of Centre, Pennsylvania, as follows:

1. For the reasons and purposes recited above, which are incorporated herein and made a part hereof, the County hereby authorizes the issuance of its Tax and Revenue Anticipation Note, Series of 2009 (Federally Taxable), in the principal amount of \$15,000,000 (the "Note"), in anticipation of the receipt of current taxes and revenues during the Remaining Collected Period, said Note to be delivered as hereinafter provided.

2. The proposal of the Purchaser, dated July 14, 2009, to purchase the Note at par is hereby accepted and approved, and the Note is hereby awarded to the Purchaser at private sale by negotiation. This Resolution and the proposal of the Purchaser contain the terms and conditions of the Note. The Governing Body hereby determines that a private sale by negotiation is in the best financial interest of the County. A true and correct copy of such proposal of the Purchaser is attached hereto as Exhibit "A". Exhibit "A" is incorporated and made a part hereof as if fully set forth herein.

3. The Note shall be designated "Tax and Revenue Anticipation Note, Series of 2009 (Federally Taxable)," shall be registered in form without coupon; shall be in the denomination set forth in the proposal for purchase submitted by the Purchaser; shall be dated as of July 17, 2009 or the actual date of settlement; shall bear interest at a rate or rates in accordance with the formula set forth in the Purchaser's proposal at Exhibit "A"; shall be due and payable on or before December 31, 2009; shall be subject to prepayment without penalty or premium; and shall be substantially in the form attached hereto as Exhibit "B," which form is hereby approved. The County may issue a single certificate or multiple certificates for the entire principal sum of the Note. The use in this Resolution of the singular form of the term "Note" shall include the term "Notes" if multiple certificates are issued.

4. The Note, together with any other tax and/or revenue anticipation notes hereafter issued by the County during the County's fiscal year ending on December 31, 2009, shall be equally and ratably secured by the pledge of, security interest in, and a lien and charge on, the taxes and other receipts and revenues to be received by the County during the period when the Note, and any other notes, are outstanding; and any officer of the Governing Body or the Chief Clerk of the County is hereby authorized and directed to prepare and file such financing statements as may be necessary under the Pennsylvania Uniform Commercial Code and Section 8125 of the Act to fully perfect said pledge, security interest, lien and charge.

5. The County hereby establishes a sinking fund for the Note issued under this Resolution and designates the Purchaser as its paying agent and sinking fund depository (the "Paying Agent") pursuant to the Act. The Governing Body of the County hereby authorizes and directs appropriate officers of the County to make deposits into the sinking fund to be held for the payment of the Note in an amount sufficient to pay the principal of and interest on the Note as and when the same become due and payable by their terms or as the County, at its option from time to time, may make payments thereon; provided that all outstanding principal, together with interest accrued thereon, shall be due and payable no later than December 31, 2009.

The Paying Agent, without further authorization, shall withdraw moneys from the sinking fund and apply such moneys to the payment of the principal of and interest on the Note as the same becomes due or as the County may have made optional payments thereon. Moneys to the credit of the sinking fund, upon the written order of the County, signed by the appropriate officer of the County, shall be invested by the Paying Agent in specified direct obligations of the United States of America or the Commonwealth of Pennsylvania, or be deposited in time deposit accounts, with, or be invested in certificates of deposit of, the Paying Agent or other such financial institutions. All such investments or deposits shall mature or shall be subject to redemption by the holder thereof at the option of such holder upon the date or dates specified in such written order.

6. The Note, in the form and containing the terms described above, shall be executed on behalf of the County by the signature of the Chairman of the Governing Body, and may be executed by the signature of any other member of the Governing Body, and shall have the corporate seal of the County affixed thereto, duly attested by the signature of the Chief Clerk and said officers are hereby authorized and directed to execute the Note. Such officers are hereby authorized and directed to deliver the Note to the Purchaser upon receipt of the proceeds thereof.

7. The Chairman of the Governing Body is authorized and directed to prepare and execute and the Chief Clerk to attest a Certificate As To Taxes And Revenues To Be Collected, dated as of July 14, 2009. Said Certificate is attached hereto as Exhibit "D" and made a part hereof.

8. The Chairman of the Governing Body and the Chief Clerk of the County are hereby authorized to certify and attest, respectively, to the Purchaser at the time of delivery of the Note that the principal amount of the Note will not exceed the limitations of Section 8122 of the Act. A copy of such certificate shall be retained by the County until maturity of the Note.

9. The County hereby represents to the registered owner or the registered owners of the Note that it is not being issued as an obligation the interest on which is exempt from federal taxation pursuant to Section 103(b)(2) and Section 148 of the Internal Revenue Code of 1986, as

amended, and rules and regulations issued pursuant thereto (the "Code"), throughout the term of the Note. The County further represents that interest earned on the Note is not exempt from federal taxation, but is exempt from taxation by the Commonwealth of Pennsylvania and its political subdivisions.

10. The Governing Body states that the Note (i) is not a state or local government obligation exempt from taxation pursuant to Section 103 of the code and (ii) is not a "qualified tax-exempt obligation" under Section 265(b)(3) of the Code, for the purpose of qualifying for exemption from the rule disallowing interest deductions to financial institutions for 100% of the interest payments on debt incurred or continued to purchase or carry tax-exempt obligations.

11. The Chairman of the Governing Body and the Chief Clerk of the County are hereby authorized and directed to cause certain documents and proceedings in connection with the authorization, issuance and sale of the Note to be filed with the Department of Community and Economic Development of the Commonwealth of Pennsylvania in accordance with Section 8128 of the Act.

12. The term "Chairman" and the term "Chief Clerk," as used in this Resolution, shall include the Vice Chairman of the Governing Body and, for purposes of executing documents for the issuance of the Note, and other member of the Governing Body. The term "Chief Clerk," as used in this Resolution, shall include any assistant or deputy chief clerk. All of the foregoing constitute "Proper Officers" of the County.

13. Proper Officers of the County are hereby authorized and directed to perform all other actions necessary or desirable for the valid issuance, sale and delivery of the Note in accordance with the Act, the aforesaid proposal of the Purchaser and the provisions of this Resolution.

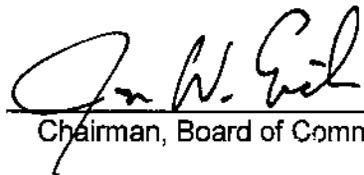
14. All resolutions and parts of resolutions heretofore adopted to the extent that the same are inconsistent in any manner herewith are hereby repealed.

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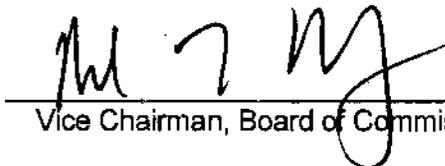
DULY ADOPTED by the Board of Commissioners of the County of Centre, Pennsylvania
this 14th day of July 2009.

COUNTY OF CENTRE
COMMONWEALTH OF PENNSYLVANIA

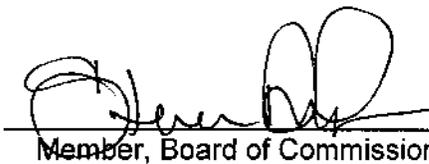
ATTEST:


Chairman, Board of Commissioners


Chief Clerk


Vice Chairman, Board of Commissioners

(SEAL)


Member, Board of Commissioners