

Resolution No. 7-1

RESOLUTION OF THE COUNTY OF SANGAMON, ILLINOIS, PROVIDING FOR AND AUTHORIZING (A) THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED INSTALLMENT PURCHASE CONTRACT FOR THE PURPOSE OF UNDERTAKING A PROJECT THAT CONSISTED OF: (1) THE LEASE, PURCHASE, CONSTRUCTION, FURNISHING AND EQUIPPING OF A COUNTY BUILDING TO BE USED BY THE SANGAMON COUNTY DEPARTMENT OF PUBLIC HEALTH, THE OFFICES OF THE SANGAMON COUNTY DEPARTMENT OF COMMUNITY SERVICES AND/OR OTHER GOVERNMENTAL OFFICES, AS DETERMINED BY THE SANGAMON COUNTY BOARD, TO PROVIDE SERVICES TO THE RESIDENTS OF THE COUNTY; (2) CONSTRUCTION OF ROOF AND OTHER IMPROVEMENTS AND RENOVATIONS TO THE SANGAMON COUNTY COMPLEX; (3) OTHER PUBLIC WORKS AND IMPROVEMENTS; AND (4) PAYING COSTS AND EXPENSES INCIDENTAL THERETO, SUCH AS LEGAL AND OTHER FINANCING AND RELATED ADMINISTRATIVE FEES AND COSTS AND (B) THE ISSUANCE, SALE AND DELIVERY OF AN AMOUNT NOT TO EXCEED \$9,750,000 OF REFUNDING DEBT CERTIFICATES, SERIES 2020, OF THE COUNTY EVIDENCING THE RIGHTS TO PAYMENT UNDER THE AMENDED AND RESTATED INSTALLMENT PURCHASE CONTRACT, APPROVING THE FORM AND TERMS OF THE AMENDED AND RESTATED INSTALLMENT PURCHASE CONTRACT, PRESCRIBING THE FORM AND TERMS OF THE REFUNDING DEBT CERTIFICATES, SERIES 2020, PROVIDING FOR THE SECURITY AND SOURCES OF PAYMENT OF THE AMENDED AND RESTATED INSTALLMENT PURCHASE CONTRACT AND THE REFUNDING DEBT CERTIFICATES, SERIES 2020, AND CONCERNING RELATED MATTERS.

BE IT RESOLVED, BY THE MEMBERS OF THE BOARD OF SANGAMON COUNTY, ILLINOIS, IN SESSION THIS 12TH DAY OF MAY, 2020, AS FOLLOWS:

Section 1. Findings. It is found and declared by the Members of the Board (the “County Board”) of Sangamon County, Illinois as follows:

(a) The County is a duly organized and existing county created under the provisions of the laws of the State of Illinois, is now operating under and pursuant to the provisions of the Counties Code of the State of Illinois (55 ILCS 5/1 *et seq.*, as amended, the “Counties Code”), and is a “governmental unit” within the meaning of the Local Government Debt Reform Act of the State of Illinois (30 ILCS 350/1 *et seq.*, as amended, the “Debt Reform Act”).

(b) The County Board previously determined that it was advisable, necessary and in the best interests of the County, in order to promote and protect the public health, welfare, safety and convenience of the residents of the County, to undertake a project that consisted of: (i) the lease, purchase, construction, furnishing and equipping of a County building to be used by the Sangamon County Department of Public Health, the offices of the Sangamon County Department of Community Services and/or other governmental offices, as determined by the Sangamon County Board, to provide services to the residents of the County, (ii) construction of roof and other improvements and renovations to the Sangamon County Complex, (iii) other

FILED

MAY 01 2020

Don J. Key
Sangamon County Clerk

public works and improvements, and (iv) paying costs and expenses incidental thereto, such as legal and other financing and related administrative fees and costs (collectively, the "Project").

(c) The County Board previously determined that there were not sufficient funds on hand and legally available to pay the costs of the Project and that the moneys necessary to pay the costs of the Project should be raised from an issuance of obligations of the County.

(d) Section 5-1083 of the Counties Code provides that a county board may purchase or lease any real estate or personal property for public purposes under contracts that provide for consideration for such purchase or lease to be paid through installments to be made over a period of time of not more than twenty (20) years in the case of real estate, and not more than ten (10) years in the case of personal property, with interest on the unpaid balance to be within the limits set out in that section.

(e) Section 17(b) of the Debt Reform Act provides that the governing body of a governmental unit may purchase or lease either real estate or personal property through agreements that provide that the consideration for such purchase or lease may be paid through installments to be made at stated intervals for a period of not more than twenty (20) years or another period authorized by law, whichever is greater. Under that section, the governing body may provide for the treasurer, comptroller, finance officer or other officer of the governing body charged with financial administration to act as counter-party to any such lease or agreement ("installment contract"), as nominee lessor or seller. From time to time, as the governing body executes contracts ("acquisition contracts") for the purpose of acquiring and constructing the services or real or personal property that is the subject of the installment contract, including financial, legal, architectural or engineering services related to the installment contract, the governing body is to order each acquisition contract filed with the nominee officer, who is to identify the acquisition contract to the installment contract; that identification permits the payment of the acquisition contract from the proceeds of the installment contract or from the proceeds of any certificates issued as provided below.

(f) Section 17(b) of the Debt Reform Act also provides that a governmental unit may issue certificates evidencing the indebtedness incurred under the installment contract. When the installment contract is executed by the officer of the governmental unit authorized by the governing body to bind the governmental unit by executing the installment contract, and is filed with and executed by the nominee lessor or seller, the governmental unit is authorized to issue the certificates. The certificates are valid whether or not an appropriation with respect to them is included in any annual or supplemental budget adopted by the governmental unit.

(g) On the basis of the authority provided in the Counties Code and the Debt Reform Act, the County Board previously determined that it was necessary and in the best interests of the County to borrow an amount not to exceed \$12,970,000 in order to finance the costs of the Project. Accordingly, in April 2010, the County (i) entered into an installment purchase contract (the "2010 Installment Contract") with County Treasurer as nominee seller in the aggregate principal amount of \$12,970,000 for the purpose of leasing, acquiring, constructing and equipping the Project and (ii) issued, sold and delivered its debt certificates in the original aggregate principal amount of \$12,970,000 (the "Series 2010 Certificates") evidencing the indebtedness of the County incurred under the 2010 Installment Contract, under the authority of

FILED

MAY 01 2020

D. H. ...

the Counties Code, the Debt Reform Act and Resolution No. 1-1 adopted by the County Board on February 18, 2010.

(h) The Series 2010 Certificates remain outstanding in the aggregate principal amount of \$9,420,000. The remaining outstanding Series 2010 Certificates are subject to optional redemption in accordance with their terms on and after December 15, 2020.

(i) Section 11 of the Debt Reform Act provides that a governmental unit may refund obligations otherwise issued in accordance with the Debt Reform Act; provided that the maximum maturity term of any refunding obligations may not exceed the maximum maturity term for the obligations being refunded.

(j) The County Board has determined that it is in the best interests of the County, and as a means of achieving debt service savings, to refinance, refund and redeem all or a portion of the outstanding Series 2010 Certificates with the proceeds of refunding debt certificates, which refunding debt certificates shall have a maximum maturity term not longer than the maximum maturity term of the Series 2010 Certificates.

(k) It is necessary and in the best interests of the County to borrow an amount not to exceed \$9,750,000 in order to refinance and refund all or a portion of the remaining outstanding amount of the Series 2010 Certificates. Accordingly, the County shall (i) enter into an amended and restated installment purchase contract (the "2020 Installment Contract") with County Treasurer as nominee seller in the aggregate principal amount not to exceed \$9,750,000 for the purpose of leasing, acquiring, constructing and equipping the Project and refunding all or a portion of the Series 2010 Certificates; (ii) issue, sell and deliver its Refunding Debt Certificates, Series 2020 in the aggregate principal amount not to exceed \$9,750,000 (the "Series 2020 Certificates") evidencing the indebtedness of the County incurred under the 2020 Installment Contract; and (iii) execute such additional sale and interest rate lock agreements in connection with the Series 2020 Certificates, all under the authority of the Counties Code, the Debt Reform Act, this Resolution and the Determination (as defined herein).

(l) The Series 2020 Certificates authorized to be issued by this Resolution will not, when added to all existing indebtedness of the County, cause the aggregate indebtedness of the County to exceed the debt limits provided by applicable law.

Section 2. Definitions; Rules of Interpretation.

(a) In addition to terms defined elsewhere in this Resolution, the following capitalized terms shall have the following meanings when used in this Resolution, unless the context or use indicates otherwise:

- “**Certificate Fund**” means the fund of that name created in Section 8.
- “**Chairman**” means the Chairman of the County Board.
- “**Code**” means the Internal Revenue Code of 1986, as amended.
- “**Counties Code**” has the meaning given that term in Section 1(a).

FILED
MAY 01 2020
Don May
Sanjivan County Clerk

“County” means the County of Sangamon, Illinois.

“County Administrator” means the County Administrator of the County.

“County Board” means the County Board of the County, the governing body of the County.

“County Clerk” means the County Clerk of the County.

“County Treasurer” means the County Treasurer of the County.

“Debt Reform Act” has the meaning given that term in Section 1(a).

“Determination” has the meaning given that term in Section 6.

“Forward Rate Lock Agreement” has the meaning given that term in Section 7(a).

“Initial Purchaser” means the initial purchaser of the Series 2020 Certificates pursuant to the Purchase Contract.

“Paying Agent” has the meaning given that term in the Determination.

“Project” has the meaning given that term in Section 1(b).

“Placement Agent” means Piper Sandler & Co., the placement agent retained by the County for purposes of assisting the County with the placement and sale of the Series 2020 Certificates pursuant to the Placement Agent Contract.

“Placement Agent Agreement” has the meaning given that term in Section 7(b).

“Purchase Contract” means the purchase contract with respect to the Series 2020 Certificates between the County and the Initial Purchaser.

“Resolution” means this Resolution No. _____ adopted by the County Board on May 12, 2020.

“Series 2010 Certificates” means the \$9,420,000 aggregate outstanding principal amount of debt certificates of the County issued pursuant to the 2010 Installment Contract.

“Series 2020 Certificates” means the debt certificates that are authorized to be sold, issued and delivered by this Resolution.

“Tax-exempt Security” means a bond, certificate or other evidence of indebtedness for which the status of interest paid and received on such indebtedness is not includible in the gross income of their owners under the Code for federal income tax purposes except to the extent that such interest will be taken into account in computing an adjustment used in determining the alternative minimum tax for certain corporations and in computing the “branch profits tax” imposed on certain foreign corporations.

FILED

MAY 01 2020

Don May

“2010 Installment Contract” has the meaning given that term in Section 1(g).

“2020 Installment Contract” has the meaning given that term in Section 1(k).

“Vice-Chairman” means the Vice-Chairman of the County Board.

(b) The words “hereof,” “herein,” “hereunder” and other words of similar import refer to this Resolution as a whole.

(c) The headings of this Resolution are for convenience of reference only and shall not define or limit the provisions of this Resolution.

(d) Unless otherwise specified, references to Sections and other subdivisions of this Resolution are to the designated Sections and other subdivisions of this Resolution as amended from time to time.

(e) References to the masculine shall include the feminine and neuter genders and vice versa and references to the singular shall include the plural and vice versa, unless the context or use indicates otherwise.

Section 3. Authorization of the 2020 Installment Contract and the Series 2020 Certificates.

(a) The County Board has determined that it is advisable, necessary and in the best interests of the County, in order to promote and protect the public health, welfare, safety and convenience of the residents of the County, to refund all or a portion of the Series 2010 Certificates and to issue an amount not to exceed \$9,750,000 of the Series 2020 Certificates to refinance, refund and redeem all or a portion of the Series 2010 Certificates, including to pay costs of the County in connection with the 2020 Installment Contract and the issuance of the Series 2020 Certificates.

(b) The County shall enter into the 2020 Installment Contract with the County Treasurer as nominee seller with respect to the Project, with consideration to be paid through installments over a term not to exceed twenty (20) years from the date of execution of the 2010 Certificates. The Chairman and the County Clerk are authorized and directed to execute and attest, respectively, and deliver on behalf of the County the 2020 Installment Contract, which shall be in a form similar to the 2010 Installment Contract and as provided in the Determination. The 2020 Installment Contract as executed and delivered may contain such changes as shall be approved by the Chairman, whose signature shall constitute conclusive evidence of the approval of the County to such changes. The County Treasurer is authorized and directed to execute the 2020 Installment Contract as nominee seller. Immediately after being fully executed by both parties, the 2020 Installment Contract shall be filed with the County Clerk and the County Treasurer, and such filing shall constitute full authority for the County to issue the Series 2020 Certificates.

(c) To evidence the indebtedness incurred by the County under the 2020 Installment Contract, the County shall issue, sell and deliver its negotiable Refunding Debt Certificates, Series 2020 in the aggregate principal amount not to exceed \$9,750,000 as provided

FILED
MAY 01 2020

76

in this Resolution and the Determination. The County may incur the indebtedness represented by the 2020 Installment Contract and evidenced by the Series 2020 Certificates without referendum as authorized by Section 5-1083 of the Counties Code and Section 17(b) of the Debt Reform Act.

Section 4. Sources of Payment of the 2020 Installment Contract; Nature of the County's Obligations Under the 2020 Installment Contract; Covenant to Appropriate.

(a) The obligations of the County to make payments under the 2020 Installment Contract shall constitute a general obligation of the County, payable from the general corporate funds of the County and any other funds legally available for such purpose.

(b) The County covenants to include amounts in its budget and appropriations for each fiscal year sufficient to make payments under the 2020 Installment Contract, this Resolution and the Determination when due.

Section 5. General Terms of the Series 2020 Certificates. The Series 2020 Certificates shall be initially dated as provided in the Determination. The Series 2020 Certificates shall bear interest from their date of delivery and issuance, and shall be issuable only as registered certificates without coupons in the denominations set forth in the Determination. Other than as provided in Section 6 hereof, the Series 2020 Certificates shall bear interest and be subject to payment, redemption and tender, as provided in the Determination. The principal or redemption price due on the Series 2020 Certificates shall be payable in lawful money of the United States of America upon presentation thereof at the office maintained for such purpose of the Paying Agent as currently maintained, as may be relocated from time to time, or at a successor Paying Agency and locality.

Section 6. Certificate Determination Delegation.

(a) Subject to the limitations contained in this Resolution, there is delegated to any two of the Chairman (or, in the absence of the Chairman, the Vice-Chairman), the County Treasurer or the County Administrator, the power, and such persons are authorized, to execute and deliver a written determination (the "Determination") establishing and approving the terms and conditions of the 2020 Installment Contract, the Purchase Contract and the Series 2020 Certificates, in addition to those terms set forth above. The Determination shall establish:

- (1) whether the Series 2020 Certificates will be issued as Tax-exempt Securities or otherwise;
- (2) the principal amount of and the denominations of, the Series 2020 Certificates;
- (3) whether the Series 2020 Certificates will be issued in one or multiple series;
- (4) the maturity date of, the amortization schedule (if any) for, and the form of the Series 2020 Certificates;

FILED

MAY 01 2020

Don J. King
Essex County Clerk

77

(5) the interest rate on the Series 2020 Certificates, or the method of determining the interest rate on the Series 2020 Certificates;

(6) the prepayment terms of the Series 2020 Certificates;

(7) the tender dates of, and tender terms for, the Series 2020 Certificates;

(8) the manner in which the Series 2020 Certificates are to be sold and provisions for their sale consistent with this Resolution;

(9) the final forms of 2020 Installment Contract and the Purchase Contract;

(10) the Paying Agent for the Series 2020 Certificates and the terms of the engagement of the Paying Agent;

(11) whether bond insurance will be purchased to insure payment of principal and/or interest on the Series 2020 Certificates;

(12) whether the Series 2020 Certificates will be held in book-entry form through The Depository Trust Company and the identity and responsibilities of a registrar and/or Paying Agent for the Series 2020 Certificates;

(13) the requirements for defeasance of the Series 2020 Certificates;

(14) whether the Series 2020 Certificates will be subject to, and if so the requirements for, redemption prior to maturity;

(15) such other matters, actions, agreements or documents as are provided in the 2020 Installment Contract, the Forward Rate Lock Agreement, the Purchase Contract, the Series 2020 Certificates and this Resolution; and

(16) such other matters, actions, agreements or documents not inconsistent with the purposes of this Resolution as the persons executing the Determination shall see fit in order to accomplish the issuance, sale and delivery of the Series 2020 Certificates, including, without limitation, modifying and supplementing terms or conditions as specified in this Resolution in ways not materially affecting the terms of the financing authorized by this Resolution.

(b) The power delegated to the persons named above to execute and deliver the Determination pursuant to this subsection shall expire on April 30, 2021.

(c) In addition to the other limitations contained in this Resolution, the Determination shall not authorize:

(1) a principal amount of the Series 2020 Certificates in excess of \$9,750,000;

FILED

MAY 01 2020

Don J. May
Sourthern County Clerk

(2) a final maturity for the Series 2020 Certificates later than the final maturity date for the outstanding Series 2010 Certificates;

(3) a sale price of the Series 2020 Certificates equal to more than 106% of their principal amount or less than 97% of their principal amount;

(4) an interest rate for either the Series 2020 Certificates in excess of 5.00% per annum; or

(5) a fee payable at closing to the Placement Agent for services in connection with the placement of the Series 2020 Certificates in excess of \$30,000.

Section 7. Forward Rate Lock Agreement; Placement Agent Agreement; Sale and Delivery of the Series 2020 Certificates.

(a) Subject to the limitations contained in this Resolution (including the provisions of Section 6(c)(4) of this Resolution), the execution and delivery of a forward rate lock agreement with the Initial Purchaser to fix the interest rates applicable to the Series 2020 Certificates for a period of up to six months prior to the issuance of the Series 2020 Certificates (the "Forward Rate Lock Agreement") is hereby approved and, as applicable, ratified. Any two of the Chairman (or, in the absence of the Chairman, the Vice-Chairman), the County Treasurer or the County Administrator are authorized to execute and deliver such Forward Rate Lock Agreement, whose signature shall constitute conclusive evidence of the approval of the County to such Forward Rate Lock Agreement.

(b) Subject to the limitations contained in this Resolution (including the provisions of Section 6(c)(5) of this Resolution), the execution and delivery of a placement agent agreement with the Placement Agent to assist the County with the placement and sale of the Series 2020 Certificates (the "Placement Agent Agreement") is hereby approved and, as applicable, ratified. Any two of the Chairman (or, in the absence of the Chairman, the Vice-Chairman), the County Treasurer or the County Administrator are authorized to execute and deliver such Placement Agent Agreement, whose signature shall constitute conclusive evidence of the approval of the County to such Placement Agent Agreement.

(c) Subject to the limitations contained in this Resolution, the provisions of Section 6 of this Resolution and the Determination, the sale of the Series 2020 Certificates to the Initial Purchaser pursuant to the Purchase Contract is authorized and approved and the officer or officers of the County designated in such Purchase Contract are authorized and directed to execute such Purchase Contract on behalf of the County. The Chairman, the Vice-Chairman, the County Administrator, the County Clerk, the County Treasurer and the County State's Attorney, or any of them, are authorized to take all action necessary or appropriate to carry out the issuance, sale and delivery of the Series 2020 Certificates as provided in the 2020 Installment Contract, the Forward Rate Lock Agreement, the Purchase Contract, this Resolution and the Determination.

(d) The Chairman, the Vice-Chairman, the County Treasurer and the County Administrator, or any of them, are authorized and directed to cause the Series 2020 Certificates to be placed in book-entry form with The Depository Trust Company.

FILED

MAY 01 2020

Don May

Section 8. Certificate Fund.

(a) There is created a special fund of the County, which fund shall be held separate and apart from all other funds and accounts of the County and shall be known as the "Refunding Debt Certificates, Series 2020 Debt Service Fund" (the "Certificate Fund"). The Certificate Fund shall be a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the County by this Resolution and the Determination. The Series 2020 Certificates are secured by a pledge of all the moneys from time to time on deposit in the Certificate Fund, and such pledge is irrevocable until the obligations of the County are discharged under this Resolution.

(b) Funds of the County that are lawfully available for the purpose shall be deposited in the Certificate Fund and used to pay the maturing principal of and interest on the Series 2020 Certificates when due. All such amounts, together with all interest and other investment earnings on those amounts, are appropriated and set aside for the purposes of paying the maturing principal of and interest on the Series 2020 Certificates when due. Investment earnings on moneys on deposit in the Certificate Fund shall be retained in the Certificate Fund and used to pay the maturing principal of and interest on the Series 2020 Certificates on the next interest payment date after their receipt.

(c) Moneys on deposit in the Certificate Fund, subject to any yield limitations necessary under the Code or restrictions pursuant to County policies and resolutions, may be invested from time to time pursuant to any authorization granted to counties by Illinois statute or court decision. Any such investments may be sold from time to time by the County as moneys are needed for the purposes for which the Certificate Fund has been created. In addition, the County Treasurer shall sell such investments when necessary to remedy any deficiency in the Certificate Fund.

Section 9. Application of the Proceeds of the Series 2020 Certificates; Project Fund.

(a) Accrued interest received upon the sale of the Series 2020 Certificates, if any, shall be deposited into the Certificate Fund and used to pay the first interest coming due on the Series 2020 Certificates.

(b) Proceeds of sale of the Series 2020 Certificates, in the amount necessary, may be applied directly to pay expenses of authorizing the 2020 Installment Contract, pay expenses of the redemption of the Series 2010 Certificates and pay expenses of issuance of the Series 2020 Certificates at the time the Series 2020 Certificates are issued, subject to any applicable restrictions under the Code.

(c) The remaining proceeds of the sale of the Series 2020 Certificates shall be applied to the redemption of the Series 2010 Certificates at the earliest convenient redemption date. The County shall deposit such funds for the redemption of the Series 2010 Certificates with the paying agent for the Series 2010 Certificates and may enter into such escrow agreement or direction as may be appropriate to accomplish the redemption of the Series 2010 Certificates.

FILED

MAY 01 2020

Don Meyer
Deputy County Clerk

(d) All amounts received upon the sale of the Series 2020 Certificates, together with all interest and other investment earnings on those amounts, are appropriated and set aside for the purposes for which the 2020 Installment Contract is being entered into and the Series 2020 Certificates are being issued as set forth in this Resolution and the Determination.

Section 10. This Resolution a Contract. Upon issuance of the Series 2020 Certificates, the provisions of this Resolution and the Determination shall constitute a contract between the County and the registered owners of the Series 2020 Certificates, and no changes, additions or alterations of any kind shall be made to this Resolution or the Determination, except as provided in this Resolution or the Determination.

Section 11. General Covenants. The County covenants with the holders of the Series 2020 Certificates from time to time outstanding that, so long as any Series 2020 Certificates remain outstanding:

(a) The County will punctually pay or cause to be paid from the Certificate Fund the principal of, and interest to become due in respect to, the Series 2020 Certificates in strict conformity with the terms of the Series 2020 Certificates, this Resolution and the Determination, and it will faithfully observe and perform all of the conditions, covenants and requirements of the Series 2020 Certificates, this Resolution and the Determination.

(b) The County will pay and discharge, or cause to be paid and discharged, from the Certificate Fund any and all lawful claims that, if unpaid, might become a lien or charge upon the Certificate Fund, or that might impair the security of the Series 2020 Certificates. This covenant does not require the County to make any such payment so long as the County, in good faith, shall contest the validity of said claims.

(c) The County will keep, or cause to be kept, proper books or record and accounts, separate from all other records and accounts of the County, in which complete and correct entries shall be made of all transactions relating to the Project and to the Certificate Fund, and such books of record and accounts shall be at all times during normal business hours subject to the inspection of the holders of not less than ten percent (10.0%) of the aggregate principal amount of the Series 2020 Certificates or their representatives duly authorized by them in writing.

(d) The County will preserve and protect the security of the Series 2020 Certificates and the rights of the registered owners of the Series 2020 Certificates, and will warrant and defend their rights against all claims and demands of all persons. From and after the sale and delivery of any of the Series 2020 Certificates by the County, the Series 2020 Certificates shall be incontestable by the County.

(e) The County will adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention of, or to facilitate the performance of, this Resolution and the Determination, and for the better assuring and confirming unto the registered owners of the Series 2020 Certificates of the rights and benefits provided in this Resolution and the Determination.

FILED
MAY 01 2020
Don J. May
San Joaquin County Clerk

(f) Once the Series 2020 Certificates are issued, the 2020 Installment Contract shall be and forever remain, until paid or defeased, the general obligation of the County.

(g) The County will execute one or more tax regulatory agreements in connection with the issuance of the Series 2020 Certificates if required by bond counsel.

Section 12. Additional Authority. The Chairman, Vice-Chairman, the County Treasurer, the County Clerk, the County Administrator and the other officers and employees of the County are authorized to execute and deliver on behalf of the County such other documents, agreements and certificates and to do such other things consistent with the terms of this Resolution and the Determination as such officers and employees shall deem necessary or appropriate in order to effectuate the intent and purposes of this Resolution, including without limitation to make any representations and certifications they deem proper pertaining to the use of the proceeds of the Series 2010 Certificates and the Series 2020 Certificates and the Certificate Fund in order to establish that the Series 2020 Certificates qualify under the Code as Tax-exempt Securities.

Section 13. Conflicting Resolutions. All resolutions and orders or parts of resolutions and orders in conflict with this Resolution are repealed to the extent of such conflict.

Section 14. Severability. If any section, paragraph, clause or provision of this Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Resolution.

Section 15. Further Acts. All actions of the officers, agents and employees of the County that are in conformity with the purposes and intent of this Resolution, whether taken before or after the adoption date thereof, are hereby ratified, confirmed and adopted.

Section 16. Effective Date. This Resolution shall take effect immediately upon its adoption.

FILED

MAY 01 2020

Don J. May
Forsyth County Clerk