LEHIGH COUNTY AUTHORITY WORKSHOP AGENDA

Monday, April 13, 2015 – 12:00 PM

INITIAL ITEMS (Collectively 5 Minutes)

1. Identify items for April Board Meeting

• Review Board Discussion items, February 2015 – April 2015 (To be distributed at a later date)

ACTION/DISCUSSION ITEMS

1. Resolution 4-2015-1, Proposal for Water Revenue Bond (Approval)

Authorizes the issuance of a Water Revenue Bond, Series 2015, for the purpose of the refunding on a current basis the Authority's 2010AA Water Revenue Bonds. Subject to changes under consideration, we recommend approval of the attached Resolution.

	consideration, we recommend approval of the attached Resolution.	
INFO	DRMATION ITEMS	

1. None.

OTHER ITEMS

1. None.

RESOLUTION No. 4-2015-1

(Duly adopted April 13, 2015)

AUTHORIZING THE ISSUANCE OF A WATER REVENUE BOND, SERIES OF 2015, IN THE PRINCIPAL AMOUNT OF \$6,486,000 (THE "BOND" OR "2015 BOND"), FOR THE PURPOSE OF THE REFUNDING ON A CURRENT BASIS THE AUTHORITY'S 2010AA WATER REVENUE BONDS (THE "REFUNDING PROJECT"); AND SETTING FORTH SOURCES OF PAYMENT AND TERMS OF THE BOND; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE TO THE BANK OF NEW YORK ("TRUSTEE"), AND SECURING SAID BOND BY A PLEDGE OF CERTAIN REVENUES OF THE AUTHORITY AS SECURITY FOR PAYMENT OF THE BOND; AUTHORIZING EXECUTION AND DELIVERY OF THE BOND FOR AUTHENTICATION: AUTHORIZING THE APPROPRIATE OFFICIALS OF THE AUTHORITY TO ACCEPT AND ENTER INTO A COMMITMENT LETTER AND RELATED DOCUMENTATION REQUIRED ON BEHALF OF THE AUTHORITY; PROVIDING FOR THE SALE OF THE BOND PURSUANT TO SAID COMMITMENT LETTER; MAKING CERTAIN COVENANTS WITH RESPECT TO THE BOND; AND AUTHORIZING OTHER NECESSARY ACTION.

WITNESSETH:

WHEREAS, the Lehigh County Authority (the "Authority") is a body corporate and politic organized by the Board of the County Commissioners of Lehigh County, Pennsylvania (hereinafter called the "County") under the Municipality Authorities Act (the Act of June 19, 2001, as amended and supplemented), of the Commonwealth of Pennsylvania (hereinafter called the "Act"), as evidenced by its Certificate of Incorporation dated September 21, 1966; and

WHEREAS, pursuant to such incorporation, as amended, the Authority owns and operates, among other things, a suburban water system (the "Water System") in the Lehigh Valley; and

WHEREAS, the Authority previously issued \$14,700,000 aggregate principal amount of its Adjustable/Fixed Rate Water Revenue Bonds, 1984 Series (the "1984 Bonds") pursuant to a Trust Indenture (the "Original Indenture"), dated as of November 1, 1984, between the Authority and First Valley Bank now by successor The Bank of New York Mellon (the "Trustee") in regards to the Authority's Water System revenues ("Water Revenues"); and

WHEREAS, the Authority, under the Original Indenture, pledged the Authority's Water Revenues as security for the Authority's 1984 Bonds and future additional bonds issued under the Original Indenture and supplements thereto, on a party lien basis; and

WHEREAS, the Original Indenture and supplements thereto related solely to the Authority's suburban operations; and

WHEREAS, the Water Revenues pledged under the Original Indenture and supplements thereto do not relate to the Authority's City of Allentown operations but solely and exclusively to its suburban operations; and

WHEREAS, the Authority and the Trustee, or its predecessor in interest, previously entered into a series of the First through the Eighth Supplemental Indentures in connection with the Authority's issuance of additional bonds under the Original Indenture; and

WHEREAS, under the provisions of the Original Indenture by the issuance of Additional Bonds, the Authority then issued its Water Revenue Bonds, 2010AA Series, dated as of June 18, 2010 (the "2010AA Bonds") in the original aggregate principal amount of \$10,070,000 for the purpose of the acquisition of Capital Additions as defined and as documented by the provisions of the Original Trust Indenture pursuant to the Seventh Supplemental Indenture dated March 30, 2010 and to refund the Authority's Water Revenue Bonds, Series of 2001 and to refund the Authority's Water Revenue Bonds, Series of 2003; and

WHEREAS, the Authority, for the purpose of interest rate savings, is interested in refunding its 2010AA Bonds ("Refunding Project") on a current basis; and

WHEREAS, the Authority and Trustee is considering entering into additional supplemental indentures, including but not limited to a supplemental indenture related to this Refunding Project; and

WHEREAS, ESSA Bank & Trust (the "Lender" or "Purchaser") submitted its Proposal (the "Proposal"), dated March 17, 2015, for the purchase of the 2015 Bond and, after consultation with the Financial Advisor, the Authority believes that it is in the best interest of the Authority to accept the Proposal and for the Authority to proceed with the sale of the 2015 Bond to the Lender pursuant thereto; and

WHEREAS, the Authority desires to authorize the issuance of the 2015 Bond and the undertaking of the Refunding Project, and desires to authorize the

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appropriate Officials to execute on behalf of the Authority a Commitment Letter constituting a bond purchase agreement (the "Bond Purchase Agreement") and any related documentation as required (the "Related Documentation"), between the Authority and ESSA Bank & Trust (the "Lender"), and to execute and to approve the form and substance of a supplemental indenture to bear such designation as deemed appropriate by the parties (the "Supplemental Indenture"), (the Original Indenture as supplemented by all prior supplemental indentures, being referred to collectively as the "Indenture"); and such other documents as shall be necessary or appropriate.

NOW, THEREFORE, BE IT RESOLVED by the Board of the Lehigh County Authority as follows:

- 1. Authorization of the Water Revenue Bond, 2015 Series and the Refunding Project:
- a. The Authority hereby authorizes the issuance of its Water Revenue Bond, Series of 2015, in the principal amount of \$6,486,000 (the "2015 Bond") for the purpose of financing the Refunding Project. The 2015 Bond shall consist of one fully registered bond in the denomination of \$6,486,000. The 2015 Bond shall be an obligation of the Authority, and shall bear interest payable at such times and at such rates and mature as shall be specified in the Bond Purchase Agreement, the Ninth Supplemental Indenture and the 2015 Bond. The 2015 Bond shall bear interest from its original date on the principal balance outstanding from time to time until the Authority's obligation with respect to the payment of the principal thereof shall have been discharged, payable as specified in the Bond Purchase Agreement.
- b. The Chairman, Assistant Chairman, Chief Executive Officer and Chief Financial Officer of the Authority are hereby authorized, empowered and directed to take all such further action and execute such additional documents and certificates as they may deem necessary and proper to carry out the purposes of this Resolution as well as to undertake and implement the Refunding Project as defined in the Preamble hereof. The Secretary, Assistant Secretary, Solicitor or Chief Administrative Officer is authorized to attest to their signature and apply the Authority seal thereto. Persons serving in all of the above named positions shall be deemed "Officials" for purposes of this Resolution.
- c. The 2015 Bond shall be a direct obligation of the Authority and shall be secured by and payable from the Pledged Revenues (as defined in the Original Indenture). The Bank is purchasing the Bond as an investment for its own account, and not with a view towards distribution or resale.

- d. The 2015 Bond shall be subject to prepayment of principal and to such other terms and conditions as are set forth in the Supplemental Indenture and the 2015 Bond set forth therein and in the Bond Purchase Agreement.
- e. All of the costs of issuance shall be paid by funds made available by the Authority.
 - 2. Authorization of Supplemental Indenture.
- a. The 2015 Bond shall be secured by and issued under the Original Indenture and the Supplemental Indenture.
- b. The Supplemental Indenture shall be in form and substance as shall be approved by the appropriate Officials of the Authority, with the advice of counsel to the Authority, which approval shall be conclusively evidenced by the execution thereof. The appropriate Officials of the Authority are hereby authorized and directed to execute and acknowledge the Supplemental Indenture.
 - 3. Execution of 2015 Bond Delivery to the Trustee.

The 2015 Bond shall be executed by the manual signature of the appropriate Official of the Authority and by the actual impression of the Authority seal thereon, all attested by the manual signature of the Solicitor or Customer Care & Communications Manager of the Authority. The 2015 Bond shall thereupon be delivered to the Trustee for delivery to the Lender at Settlement.

- 4. Authorization and Execution of Assignment. The 2015 Bond is secured by the Assignment. The Assignment shall be in form and substance as shall be approved by the appropriate Officials of the Authority, with the advice of counsel to the Authority, which approval shall be conclusively evidenced by the execution thereof. The appropriate Officials of the Authority are hereby authorized and directed to execute, acknowledge and deliver the Assignment.
- 5. Award and Sale of 2015 Bond Authentication and Delivery of 2015 Bond Application of Proceeds.
- a. The Authority hereby authorizes the appropriate Officials to enter into the Bond Purchase Agreement and Related Documentation as required and as approved by counsel, on behalf of the Authority providing for the Authority to sell the 2015 Bond to the Lender, for a purchase price specified therein and determining the final terms and conditions of the 2015 Bond. The Authority hereby accepts the proposal of the Lender as contained in the Bond Purchase Agreement and the Related Documentation, and the appropriate officers and/or officials of the

Authority are hereby authorized and directed, after executing the Bond Purchase Agreement and the Related Documentation, to deliver them to the Lender. The interest rates for the 2015 Bond established by the Lender and agreed to by the Authority is as set forth in Concord Public Financial Advisors, Inc. ("Financial Advisor") report dated April 13, 2015.

b. The Trustee is hereby requested to deliver the 2015 Bond upon the instructions of the appropriate Officials of the Authority to the Lender upon receipt of the purchase price thereof. Upon receipt of the purchase price for the 2015 Bond, the Trustee shall deposit the same in the 2015 Bond Settlement Account as authorized by the Supplemental Indenture, and if requested to do so shall pay the costs and expenses of the financing as finally ascertained and set forth in the Closing Statement signed by the appropriate Officials of the Authority.

6. Federal Tax Code Covenants.

The Authority covenants with the registered owners of the 2015 Bond that no part of the proceeds of such 2015 Bond shall at any time be applied or spent for any purpose where such application or expenditure would cause, or be used directly or indirectly to acquire securities or obligations the acquisition of which would cause, the 2015 Bond to be an "arbitrage bond" or "private activity bond" as defined in Section 103 and Section 148 of the Internal Revenue Code of 1986, as amended and supplemented (the "Code"), or under any similar statutory provision or any rule or regulation promulgated thereunder, with the effect that interest on the 2015 Bond would no longer be exempt from federal income taxes.

- 7. Appointment of Professionals. The Authority appoints Concord Public Financial Advisors, Inc., its Financial Advisor, and King, Spry, Herman, Freund & Faul, LLC ("KingSpry") Bond Counsel, in regards to the Authority's issuance and sale of the Bond.
- 8. Further Authorization to Officials. The appropriate Officials of the Authority, or any other appropriate officers of the Authority, are hereby authorized and directed to deliver the certificates required under the Bond Purchase Agreement and the Supplemental Indenture in connection with the issuance of the 2015 Bond, and to execute and deliver such further documents and to take such further action as may be necessary or expedient in order to carry out the terms of the Supplemental Indenture and the intent and purpose of this Resolution.
- 9. Severability. In the event any provision, section, sentence, clause or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Resolution,

it being the intent of the	Authority	that such	remainder	shall b	e and	shall	remain	in
full force and effect.								

10. Repealer. All prior Resolution or parts thereof inconsistent herewith, are hereby repealed, but only so far as they are inconsistent.
11. Effective Date. This Resolution shall become effective immediately.
On motion of, seconded by, this resolution was adopted the 13th day of April, 2015.
80 G8
I, Bradford E. Landon, Solicitor of Lehigh County Authority, do hereby certify that the foregoing is a true, correct and complete copy of a resolution which was duly adopted by the Authority at a public meeting of the Authority held on the 13th of April 2015, after notice thereof had been duly given as required by law, at which meeting a quorum was present and voting and which resolution No. 4-2015-1 is now in full force and effect on the date of this certification.
Bradford E. Landon, Solicitor

PROPOSAL LEHIGH COUNTY AUTHORITY Water Revenue Bond, 2015 Series, (Suburban Water System) March 18, 2015

The undersigned financial institution hereby agrees to purchase the Water Revenue Bond 2015 Series, (Suburban Water System) (the "Bond"), to be issued by the Lehigh County Authority, Lehigh County, Pennsylvania (the "Authority") in the proposed principal amount of \$7,115,000 subject to the terms and conditions set forth in the term sheet (the "Term Sheet") dated February 20, 2015, which is attached hereto and incorporated hereby by this reference. The final aggregate principal amount of any one principal installment of the Bond or of the Bond itself shall not differ from the principal amount of such installment or the entire Bond itself as presented on the Preliminary Bond Amortization Schedule by more than \$700,000. The Bank agrees to be legally bound to such terms from the date of acceptance of this Proposal to the Closing Date of the Bond. The undersigned understands if the savings are not adequate, the Authority will not proceed with the issuance of the Bond.

<u>Interest Rate.</u> The Authority shall only consider proposals which clearly express the rate of interest and/or the method of setting such rate of interest and the maximum rate of interest to be charged during the full term of the Bond. Therefore, a qualified proposer must respond to I or II below, or both if the bank wishes to provide an option.

I. Fixed Rate of Interest

A fixed rate of interest for the full term of the Bond equal to 1.75% per annum. and/or

II. Fixed/Variable Rate of Interest - (5 Year Fixed Rate, Variable Rate Thereafter)

<u>Initial Interest Rate</u>: The initial interest rate on the Bond shall be 1.60% for a period of approximately 5 years ending November 1, 2020.

<u>Interest Rate Reset</u>: After the initial interest rate period, the rate shall be reset at 60% of Wall Street Journal Prime floating.

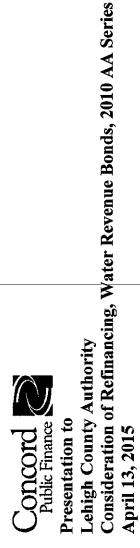
Maximum or Cap Interest Rate: In no instance shall the interest rate ever exceed 2.75%.

Cost & Expenses.

The Bank shall request the reimbursement of its legal fees only, subject to a maximum of \$ 2,000.

The Bank acknowledges that the Authority reserves the right to reject any and all proposals received in connection with this request for proposals.

Any Additional Covenants:	
Date: 3/17/15	Respectfully submitted,
	ESSA Bank & Trust
	By: Min Manufacture Steven M. Levendusky Commercial Loan Officer
	200 Palmer St. P.O. Box L. Stroudsburg, Pa 18360-0160
	Ph. 484-821-1222
	Fax 610-691-5658
	Slevendu@essabank.com
ACCEPTED this day of,	
	LEHIGH COUNTY AUTHORITY
	By:Authorized Officer
	Aumonzea Unicer



The Lehigh County Authority (the "LCA") issued Water Revenue Bonds, 2010 AA Series (the "2010 Bonds").

The 2010 Bonds are callable on May 1, 2015.

Under current market conditions, the 2010 Bonds can be refinanced for interest rate savings.

With this Background, Concord Public Financial Advisors, Inc. ("Concord") solicited bank proposals on behalf of LCA from twenty eight banks and received eleven proposals from seven banks. Please see page two for a summary. The two best proposals from First Niagara Bank and ESSA Bank & Trust, were virtually the same when analyzed in the worst case (i.e. the ESSA proposal was fixed for five years and has an interest rate cap of 2.75% for the last year). Please The ESSA Bank & Trust proposal was slightly more favorable due to the possible upside of lower rates in the last year when the rate would revert to a variable rate. Please see page 3, row 22.

for the largest savings since bank financing allows LCA to release an amount in the Debt Service Reserve Fund which The bank proposals were compared to the current bond market. The ESSA Bank & Trust proposal provided the potential under current market conditions costs LCA due to low reinvestment rates. Please see page 3, row 24.

Pages four and five represent the final numbers.



Lehigh County Authority Summary of Bank Proposals Received March 18, 2015

Fixed Rate Proposals							
	All-In						
	Borrowing						
Institution	Rate	Comments					
1 First Niagara Bank	1.577	\$1mm Dep	ository Relations	ship; subje	ect to final credit	t approval; favor	\$1mm Depository Relationship; subject to final credit approval; favorable review of Indenture
2 First Niagara Bank	1.648	Subject to	Subject to final credit approval; favorable review of Indenture	val; favor	able review of Ir	ndenture	
3 ESSA Bank & Trust	1.758						
4 Lafayette Ambassador Bank	1.798	\$2,000,000	\$2,000,000 depository relationship	ionship			
5 TD Bank	2.048			•			
6 First Keystone Community Bank	2.402	Contingent	Contingent upon final due dilligence	illigence			
Univest Bank & Trust Co	2.496	I		I			
8 QNB Bank	2.708						
9 National Penn Bank	2.31	Late submittal	ittal				
Fixed/Variable Rate Proposals							
•					All-in	All-in	
					Borrowing	Borrowing	
	Intitial	Initial	Variable	Cap	Rate Based	Rate Based	
Institution	Rate	Years	Rate	Rate	on Avg	on Cap	Comments
9 ESSA Bank & Trust	1.60	5	2.05 (1)	2.75	1.625	1.653	
10 First Keystone Community Bank	2.20	5	2.05 (1)	2.40	2.196	2.210	Contingent upon final due dilligence
11 ONB Bank	2.15	5	2.26 (2)	3.00	2.171	2.256	
12 National Penn Bank	2.05	2	2.69 (3)	N/A	2.081	N/A	Late submittal

⁽¹⁾ Based on seven year Average Prime (3.42%) times 60%(2) Based on seven year Average Prime (3.42%) times 66%(3) Based on ten year average Libor (1.78%) times 67% plus 1.50

Concord Public Finance				
	Lehigh County Authority Proposed Refunding of Certain Refundable Obligations	Lehigh County Authority nding of Certain Refundable Obliga	ıtions	
1 Bonds Being Refunded	2010 AA Series			
2 Principal Amount of Bonds to be Refunded 3 Interest Rate Ranges	Refunded 6,890,000 2.00% - 3.25%			·
		Bank #1 First Niagara Bank No Deposit Relationship	Bank #2 ESSA Bank & Trust	Bond Issue
4 Proposed Amount of Series of 2015 Interest Rate Ranges	5	6,575,000	6,575,000 1.60% first Five years; Cap of 2.75% thereafter	7,100,000 .40% to 1.65%
6 Estimated Underwriters Discount		0.00	0.00	49,700.00
7 Estimated Issuance Costs		45,050.00	44,550.00	61,700.00
8 Estimated Municipal Bond Insurar	Insurance Costs	0.00	0.00	0.00
9 Cost of Refunding the 2010 AA Series	eries	6,988,469.00	6,988,469.00	6,988,469.00
	Annual Debt Service Savings Fiscal Year			
10	2015	748,930.53	747,619.72	310,691.99
17.7	2017	-3.62	0.58	-2,207.50
2 4 C	2018	-1.03 0.20 -1.77	-5.15 -5.14	-2,387.50 -237.50 -1,672.50
16	2021	-1.79	1.17	1,952.50
17	Total	748,923.61	747,606.08	307,524.49
18	Present Value of the Savings Less: DSRF Release	746,245.64 460,554.55	745,416.54 460,554.55	
20				
22				
23	等 () () () () () () () () () (50. 30 100 Au 100 Au 10		
Potential F	Potential Present Value of Savings as a percent of Refunded Principal	4.84%	4.94%	4.46%



Water Revenue Bond, Series of 2015 Composition of the Issue Lehigh County Authority ESSA Bank & Trust

Settlement Date Assumptions Dated Date Yield

5/20/2015 5/20/2015

DSRF Release Bond Total

Sources

Cost of the Escrow Estimated Costs of Issuance Financial Advisor Legal Fee

BNY Mellon Trustee Fees
BNY Mellon Redemption Fee
Bank Fee
Engineers
Miscellaneous

10,500.00 23,000.00 3,750.00 300.00 2,000.00 2,500.00

6,900,393.93

460,554.55 6,946,554.55

6,486,000.00

4.110.62 6,946,554.55

460,554.55 296,410.33 4.30%

Present Value of Savings
Less: DSRF release
Net Present Value Savings
Savings as a Percent of Refunded Principal

* Assumed rate of 60% of current prime rate of 3.25%.

6,890,000.00 10,393.93 6,900,393.93

Call Requirements
Principal
Accrued Interest
Totals

756,964.88

Lehigh County Authority Water Revenue Bond, Series of 2015

4	Savings	757.112.82	0.62	2 46) !	0.38	3.74		2.62		2.75		757,125.39
13	Existing Debt Service	251.355.93 1.008.468.75	1.108.737.50		00.	1,106,987.50	1.102.587.50		1,107,437.50		1,109,937.50		7,649,643.75 7,649,643.75
12	Annual <u>Debt Service</u>	251,355.93	1.108.736.88	1 105 485 04		1,106,987.12	1.102,583,76 1.102,587,50		1,107,434.88 1,107,437.50		1,109,934.75 1,109,937.50		6,892,518.36
L	Debt <u>Service</u>	251,355,93	50,248.44	42,182.52	34,013.56	1,072,973.56	25,701.88 1,076,881.88	17,292.44	1,090,142.44	10,614.87	1,099,319.87	0.00	6,892,518.36
10	Interest	46,410.93	50,248,44	42,182.52	34,013.56	34,013.56	25,701.88 25,701.88	17,292.44	17,292.44	10,614.87	10,614.87		406,518.36
တ	Coupon	1.600	1.600	1.600	1.600	1.600	1.600	1.600	1.600	1.950 *	1.950 *		
ω	Principal Coupon	204,945	1.008.240	1 021 120	21.	1,038,960	1,051,180	•	1,072,850		1,088,705		6,486,000
2	Date	5/20/2015	5/1/2016	5/1/2017	5/1/2018	11/1/2018	5/1/2019	5/1/2020	11/1/2020	5/1/2021	11/1/2021	5/1/2022	Totals
 ຜິ	Annual Debt Service	1,008,468.75	1.108.737.50	1 105 487 50		1,106,987.50	1,102,587.50		1,107,437.50		1,109,937.50	. :1	7,649,643.75
ro	Debt Service	1,008,468.75	89,368.75	77,743.75	63,493.75	1,043,493.75	48,793.75 1,053,793.75	33,718.75	1,073,718.75	17,468.75	1,092,468.75	00.0	759,643.75 7,649,643.75
4	Interest	98,468.75	89,368.75	77,743.75	63,493.75	63,493.75	48,793.75	33,718.75	33,718.75	17,468.75	17,468.75	0.00	759,643.75
က	Coupon	2.000	2.500	3,000		3.000	3.000		3.125		3.250		
2	Principal	910,000	930.000	950 000		980,000	1,005,000		1,040,000		1,075,000		6,890,000
₩	Date	5/1/2015	5/1/2016	5/1/2017	5/1/2018	11/1/2018	11/1/2019	5/1/2020	11/1/2020	5/1/2021	11/1/2021	5/1/2022	Totals