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Derry Township School District

Board of Directors Meeting

December 17, 2018

Summary Minutes - XI

1. OPENING ITEMS

a. Call to Order

Minutes

The meeting was called to order by Mrs. Sicher at 7:03 pm

b. Roll Call

Members in Attendance: John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Tricia Steiner, Terry Singer

Member Absent: None

Non-Voting Members in Attendance: Joe McFarland, Mike Frentz

Staff/Public in Attendance: Dan Tredinnick, Jason Reifsnyder, Dr. Stacy Winslow, Andrea Loyd, Bill McCarty, Krista Patterson, Erika Saunders, Jay Niela, Julie Mackeen, Matthew Luttrell, Lisa Sviben-Miller, Christine Drexler, Sean Flanagan, Mark Andres

c. Flag Salute

d. Approval of Board of Directors Agenda

Approval of the December 17, 2018 Derry Township School District Board of Directors Agenda.

Minutes

Following a motion by Mrs. Memmi and a second by Ms Drew the agenda for the evening's meeting was approved.

Vote Results

Yea: 9

John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner

Nay: 0

Abstain: 0

Not Cast: 0

2. INFORMATIONAL AND PROPOSALS

a. Recognition: 2018 Field Hockey State Champions

Minutes

Mrs. Sicher read a Board proclamation in recognition of the 2018 Field Hockey team for winning the 2018 State Championship.

b. Presentation: Mental Health/Mood Screening (Deepa Sekhar, MD, Msc-Penn State University Hershey Medical Center)

Minutes

Dr. Deepa Sekhar, MD, Msc with the Penn State University Hershey Medical Center gave a presentation to the Board on Mental Health/Mood Screening grant.

c. Presentation: Granada Property Update

Project Schedule

- 2018-12-17 Derry Township School Board Meeting (Project Update)
- 2019-02-11 Derry Township School Board Meeting (Final Project Presentation)
- 2019-02-25 Derry Township School Board Meeting (Approval)
- 2019-02-26 Bid Advertisement / Bidding Period
- 2019-03-04 Pre-Bid Meeting – Mandatory
Additional Contractor Site Visits – Will not be accommodated.
- 2019-03-04 Submit Permit Package to Derry Township
- 2019-03-26 Bids Due / Bid Opening
- End of May 2019 – Possible construction start depending of project award / SB approval

Bidding Process

- Using PennBid (Web Based Public Bidding) www.PennBid.net
- Same process, but different platform
- PennBid Process is a No Cost / No Risk Registration to all contractors (\$5,000.00 cap fee to Awarded Contractor/s)
- Endorsed by:

PMAA (Pennsylvania Municipal Authorities Association)

PSATS (Pennsylvania State Association of Township Supervisors)

PASSHE (PA State System of Higher Education (which comprises the 14 State Universities, along with some outlier schools) & Community Colleges (including Harrisburg Area Comm. College, Reading Area Comm. College, and others)
50+ PA School Districts use this process

- School District of the City of York
 - South Western School District
 - Stroudsburg Area School District
 - Warwick School District
 - West York Area School District
 - Central Bucks School District
 - Hanover Area School District
-
- Bid Breakdown Example (Base, Alternates & Unit Costs) (see attached)
 - Bid Advertisement
 - Newspaper (DTSD)
 - Digital Release
 - Bid Documents on website (Digital PDF drawings & specifications)
 - Contractors can purchase paper copies of documents through PennBid to local printers.
 - Bidding RFI's / Addendums on Website
 - Electronically Public Bid Opening (GoToMeeting / On-Site DTSD)
 - Bid Tabulation, Verifications, etc.

General

- Project Overview (see attached)
- Hershey DT Historical Society Discussion

Minutes

Craig Campbell, from the architecture firm of Warehaus, provided an update on the Granada Property Project.

d. Recognition of New Extracurricular Activities/School Club

In compliance with Policy 122 - Extracurricular Activities, the listed addition of the Middle School Student Club is recognized:

- Weight and Cardio Club

Minutes

In compliance with Policy 122 the Weight and Cardio Club at the Middle School was recognized.

e. Recognition of Solicitor

Minutes

The Board recognized Kim Smith, Solicitor, for her four years of service to the Board.

f. President Communications

Minutes

Mrs. Sicher announced that the Board met in Executive Session prior to this meeting and will be held after this meeting to discuss:

- Matters of personnel

g. Recognition of Citizens (Agenda Items)

This is an opportunity for residents and taxpayers to address the Board on matters related to the agenda. Those who speak are asked to come to the microphone and state your name and address for the record. To provide other residents with an opportunity to speak, each speaker during the public comment portion is limited to five (5) minutes of speaking time once recognized and limited to one opportunity to address the Board during each of the public comment periods. If necessary, the Board may set a maximum time for the public comment portion of any meeting.

Speakers are asked to review the protocol for addressing the Board which can be found at the sign in table prior to speaking. Those wishing to present private concerns or questions needing follow-up outside of the Board meeting are asked to fill out a contact card, which can be found at the podium. Completed cards may be turned in to members of the administration to facilitate a reply.

Minutes

The following citizens were recognized by the Board of Directors:

- None

h. Standing Committee Meeting Report

Minutes

Mrs. Sicher reported that the Curriculum Council met prior to this evenings meeting and the following items were discussed:

- Elementary ipads
- High School grade scale
- Health curriculum - Sexuality education
- Two course additions
- Three course revisions
- One course elimination

Ms. Drew reported that the Communications & Community Engagement Standing Committee met prior to this evenings meeting and the following items were discussed:

- Meet the School Board Director Event
- Community tab on district website
- Citizen Advisor Program Documents
- Mr. Tredinnick provided an update on the new entrant survey

i. Student Representatives' Report

As per Board Policy 004.1, the purpose of having two non-voting Student Representatives on the Board is to establish a communication link between the Board of School Directors and the student body of Hershey High School. The position will serve in presenting the students' viewpoints to the Board.

Minutes

Miss Carrasco, Mr. Gavazzi and Mr. Mongia reported on activities that occurred in the District over the last two weeks.

j. Community Correspondence Report

Minutes

Mr. Tredinnick reported that there were no community correspondence reports for the month of November.

k. Anticipated Agenda Items for the Next Board of Directors Meeting

The following items will be on the Agenda for the January 14, 2019 Public Board of Directors Meeting:

1. Approval of December 17, 2018 Board of Directors Summary Minutes
2. Kitchen Hood Fire Suppression System Agreement
3. Requests for the Use of Facilities
4. Personnel
5. Staff Development

Minutes

The anticipated agenda items for the January 14, 2019 Public Board of Directors Meeting were reviewed.

3. UNFINISHED BUSINESS

4. CONSENT AGENDA ITEMS

Adoption of items of routine nature and those that normally do not require public deliberations on the part of the Governing Board. A Board Member may pull items which will then be discussed and voted on separately.

Minutes

Following a motion by Mrs. Memmi and a second by Dr. Shaw the Consent Agenda Items were approved.

Vote Results

Yea: 9 John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner

Nay: 0

Abstain: 0

Not Cast: 0

a. Approval of November 26, 2018 and December 3, 2018 Reorganization Summary Board of Directors Meeting Minutes

b. Approval of November 2018 Finance Report

1. The Treasurer's Report for the month ending November 30, 2018 is summarized as follows:

General Fund Revenue	\$2,723,297.51
General Fund Expenditures	6,324,727.53
Balance of Cash Plus Investments (Includes Capital Reserve)	41,321,975.92

2. The listed schedule of investment transactions for the period beginning November 1, 2018 through November 30, 2018, has total interest earnings of \$31,468 comprised of the following:

General Fund	28,759.00
Capital Reserve	2,522.00
Granada	187.00

The average interest rate for November 2018 was .97%

3. The November 2018 expenditures for the paid bills for all funds total \$1,899,940.00 excluding net payroll, retirement contributions, and debt service.
4. The December 2018 expenditures for the unpaid bills for all funds total \$787,411.00 excluding net payroll, retirement contributions, and debt service.

5. Estimated expenditures of the General Fund for the month of December 2018 are in the following amounts:

Operating Expenses	\$1,000,000
Utilities	100,000
Net Payroll (2 pays)	1,568,000
Employer Provided Insurance	421,000
Payroll Deductions	747,000
Employer Payroll Taxes (FICA/RET)	176,000

Debt Service

0

Total Estimated Expenditures

\$4,012,000

c. Requests for the Use of School Facilities with Waiver

The Administration recommends the approval of the following Request for the Use of School Facilities with waiver:

Group: **Men's Senior Basketball**
Date/Time: Tuesdays and Thursdays
January 3, 2019 - June 30, 2019
5:30 p.m. - 7:30 p.m.
Requested Facility: Elementary School Gym
(Only half of gym with divider, gym use only - no showers)
Event: Men's Senior Basketball Pick-up Games
***Fee:** * Rental of 1/2 Gym: \$80.00/hour (Approximately \$4,240.00)
* Request for Waiver of Facility Fees: Approximately \$4,240.00
(See attached Letter)

Group: **Hershey Cub Scout Pack 65**
Date/Time: January 10, 2019
6:00 p.m. - 8:00 p.m.
Requested Facility: Elementary School MPR
Event: Meeting
***Fee:** Rental of MPR: \$35.00/hour (Approximately \$70.00)
* Request for Waiver of Facility Fees: Approximately \$70.00
(See attached Letter)

d. Announcement of Staff Development Conferences

Staff Member:	Jacqueline Gillespie
Conference:	Curriculum Summit in PA
Location:	Fort Washington, PA
Dates:	March 1, 2019
Expenses:	\$100.00
Staff Member:	Brittany Albert
Conference:	Strategies to Build Social Competencies
Location:	Hunt Valley, MD
Dates:	May 2 - 3, 2019

<i>Expenses:</i>	\$825.41
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5. NEW BUSINESS

a. Act 1 Budget Resolution

The Administration recommends the Board approve the Resolution to limit the increase of real estate taxes for the 2019-2020 fiscal year to no more than 2.3%.

Minutes

Following a motion by Dr. Shaw and a second by Ms. Drew the Resolution to limit the increase of real estate taxes for the 2019-2020 fiscal year to no more than 2.3% was approved.

Vote Results

Yea:	9	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner
Nay:	0	
Abstain:	0	
Not Cast:	0	

b. Approval of PIAA Non-Boundary School Resolution

The Administration recommends the Board approve the attached PIAA Non-Boundary School Resolution.

Minutes

Ms. Memmi made a motion seconded by Mrs. Steiner to approve the PIAA Non-Boundary School Resolution. Mr. Able made a motion seconded by Mrs. Haverstick to amend the resolution to correct the year PIAA was formed from 2013 to 1913 and delete the fifth paragraph that starts with WHEREAS, data from the last three years., the amended motion was approved.

Vote Results

Yea:	9	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner
Nay:	0	
Abstain:	0	
Not Cast:	0	

c. Parameters Resolution - Financing Granada Property Project

The Administration recommends the Board approve the Parameters Resolution approving the parameters for the issuance of new money for the Granada Property Project and refinancing of General Obligation Bonds Series 2012 and 2012A.

Minutes

Following a motion by Mrs. Memmi and a second by Ms. Drew the Parameters Resolution approving the parameters for the issuance of new money from the Granada Property Project and refinancing of General Obligation Bonds Series 2012 and 2012A was approved.

Vote Results

Yea:	8	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Kathy Sicher, Terry Singer, Tricia Steiner
Nay:	1	Lewis Shaw
Abstain:	0	
Not Cast:	0	

d. Seek Banks Final Offer

Mr. Singer motioned to add an item to the agenda.

Minutes

Mr. Singer made a motion seconded by Dr. Cronin to instruct the financial management team to go back to banks that responded to the RFP and ask them to provide their best final offer, the motion was defeated.

Vote Results

Yea:	2	Donna Cronin, Terry Singer
Nay:	7	John Abel, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Tricia Steiner
Abstain:	0	
Not Cast:	0	

e. Derry Township Tax Collection Association Budget 2019

The Administration recommends the Board approve the 2019 budget for the Derry Township Tax Collection Association with \$337,675 in total expenses and \$165,600 in contributions from the District.

Minutes

Following a motion by Ms. Memmi and a second by Dr. Cronin the 2019 budget for the Derry Township Tax Collection Association with \$337,675 in total expenses and \$165,600 in contributions from the District was approved.

Vote Results

Yea:	9	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner
Nay:	0	
Abstain:	0	
Not Cast:	0	

f. Approval of Transit School Student Van

The Administration recommends Whitmoyer Auto Group be awarded bid #2019-01 for one new 2019 Ford Transit School Student Van for \$28,525.00. Whitmoyer Auto Group was the lowest bid that met specifications.

Minutes

Following a motion by Ms. Memmi and a second by Dr. Cronin the recommendation to award bid #2019-01 for a new 2019 Ford Transit School Student Van for \$28,525 from Whitmoyer Auto Group was approved.

Vote Results

Yea:	9	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner
Nay:	0	
Abstain:	0	
Not Cast:	0	

g. Approval of Mental Health/Mood Screening Partnership with Hershey Medical Center

The Administration recommends the Board approve the partnership with Penn State Hershey Medical Center to participate in a grant-based project to administer mental health/mood screening to high school students beginning the fall of 2019.

Minutes

Following a motion by Dr. Shaw and a second by Ms. Drew the partnership with Penn State Hershey Medical Center to participate in a grant-based project to administer mental health/mood screening to high school students beginning the fall of 2019 was approved.

Vote Results

Yea:	9	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner
Nay:	0	
Abstain:	0	
Not Cast:	0	

h. Acceptance of Gift - Dictionaries

The Administration recommends accepting the follow gift:

<i>Donated by:</i>	Hershey Rotary Club
<i>Item:</i>	250 Dictionaries
<i>Value:</i>	\$1,250.00

Minutes

Following a motion by Ms. Drew and a second by Dr. Cronin the gift of 250 dictionaries from the Hershey Rotary Club was accepted.

Vote Results

Yea:	9	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner
Nay:	0	
Abstain:	0	
Not Cast:	0	

i. Personnel - Resignation

The Administration recommends the approval of the following resignation:

Limited Service Contract:

Smith, Mindy

Summer School Supervisor

Elementary School

Reason: Personal

Effective: 12/05/2018

Minutes

Following a motion by Ms. Drew and a second by Dr. Cronin the Personnel Resignation item was approved.

Vote Results

Yea: 9 John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw,
Kathy Sicher, Terry Singer, Tricia Steiner

Nay: 0

Abstain: 0

Not Cast: 0

j. Personnel - General

1. The Administration recommends the approval of the following appointments:

Professional:

Bogash, Kristen (replacing Alyssa Armagost)

Special Education Teacher

Primary Elementary School

Long Term Substitute

Bachelors, Step 1

Salary: \$50,794 (pro-rated)

Effective: To Be Determined through the end of the 2018-2019 school year (pending receipt of Act 168 and PA Teaching Certifications)

Classified:

Petersen, Laurie (new position)

Cafeteria/Recess Aide

Early Childhood Center

Level A: 3.0 hours per day

Salary: \$13.79 per hour

Effective: 12/18/2018

Transfer of Classified Staff:

Martinez, Luis*

From: Substitute Custodian

District-wide

To: Bus Driver (replacing James Popp)

District-wide

Level A: 5.25 hours per day

Salary: \$17.86 per hour

Effective: 12/18/2018

Limited Service Contracts:

Becker, Laura*

Mentor to Kristen Bogash, Special Education Teacher LTS

Primary Elementary School

Salary: \$750

Effective: 12/18/2018

Farrell, Joseph*

Mentor to Christina Otteni, Music/Band Teacher LTS
High School
Salary: \$1,125
Effective: 12/18/2018

George, Mary

Musical Vocal Coach
High School
Group I, Step 15
Salary: \$1,597
Effective: 12/18/2018

Hensel, Brendan*

Mentor to Chelsea Singleton, School Counselor LTS
High School
Salary: \$1,500
Effective: 12/18/2018

Lamb, Gerald

Assistant Wrestling Coach
Middle School
Group F, Step 7
Salary: \$2,850
Effective: 12/18/2018

Leonard, Colton

Assistant Boys' Basketball Coach
Middle School
Group F, Step 1
Salary: \$1,995
Effective: 12/18/2018

Otteni, Christina*

Jazz Band Director
High School
Group H, Step 1
Salary: \$1,196
Effective: 12/18/2018

Otteni, Christina*

Musical Music Director
High School
Group G, Step 1
Salary: \$1,597
Effective: 12/18/2018

Silvestri, Colette*

Future Business Leaders of America Advisor

High School

Group J, Step 15

Revised: Salary: \$391

Effective: 12/18/2018

Sweigart, Rebecca*

Assistant Varsity Winter Cheerleading Coach

High School

Group G, Step 5

Salary: \$2,053

Effective: 12/18/2018

2. The Administration recommends the approval of the following request in accordance with Section 6.10 of the HEA Collective Bargaining Agreement:

Whiston, Lisa*

Social Studies Teacher (7th Grade)

Middle School

Childrearing Leave

Effective: On or about 03/22/2019 through the end of the first marking period of the 2019-2020 school year

*** This individual is currently an employee. Clearances are on file.**

Minutes

Following a motion by Mrs. Memmi and a second by Ms. Drew the Personnel - General items were approved.

Vote Results

Yea:	9	John Abel, Donna Cronin, Lindsay Drew, Judy Haverstick, Maria Memmi, Lewis Shaw, Kathy Sicher, Terry Singer, Tricia Steiner
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Nay:	0
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Abstain:	0
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Not Cast:	0
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6. DELEGATE REPORT**a. Dauphin County Technical School****Minutes**

Mrs. Haverstick reported on the regular and JOC meeting held for the Dauphin County Technical School, items were discussed, however there was not a quorum at the meeting so no votes were recorded.

b. Downtown Hershey**Minutes**

Mrs. Memmi reported on her experience with the Downtown Hershey Association.

7. SPECIAL REPORTS

a. Board Members' Report

Minutes

Dr. Cronin reported on her experience at HackHershey.

b. Superintendent's Report

Minutes

Mr. McFarland provided the following report to the Board:

- Congratulations to coach Al Fricke and the Boys' Cross Country Team for being awarded the Mid-Penn's Fall Sportsmanship Award.
- Our state champion girls' field hockey team will be recognized by the Dauphin County Commissioners on Wednesday, January 16, 2019 at 10AM at their regularly scheduled meeting.

c. Board President's Report

Minutes

Mrs. Sicher wished everyone happy holidays and happy new year.

8. RECOGNITION OF CITIZENS

This is an opportunity for residents and taxpayers to address the Board on matters related to the agenda or matters of District Governance not on the agenda. Those who speak are asked to come to the microphone and follow the same guidelines outlined at the initial public comment portion of our meeting.

Minutes

The following citizens were recognized by the Board:

- None

9. ADJOURNMENT

Minutes

Following a motion by Mrs. Memmi and a second by Dr. Cronin the meeting was adjourned to executive session at 9:12 pm.

Respectfully submitted,

Michael Frentz
Secretary to the Board
Approved January 14, 2019

Kathy Sicher
President of the Board of Directors

Derry Township School District
School Board Meeting
December 17, 2018

Signature

Daniel B Tredinnick

Printed Name

Dan Tredinnick ✓

Andrea L. Layd

Andrea L. Layd

Signature

B. J. McLaughlin

Printed Name

B. J. McLaughlin

Signature

Krista Pattison

Printed Name

Krista Pattison

Signature

Erika Saunders

Printed Name

Erika Saunders

Signature

Julia Mackneer

Printed Name

Julia Mackneer

Signature

Julia Mackneer

Printed Name

Julia A Mackneer

Signature

Matthew Luttrell

Printed Name

Matthew Luttrell

Signature

Lisa M. Svoboda Miller

Printed Name

Lisa M. Svoboda Miller

Signature

Christine Drexler

Printed Name

Christine Drexler

Signature

SEAN T. FLANAGAN

Printed Name

SEAN T. FLANAGAN

Signature

MARIL W. ANDERSON

Printed Name

MARIL W. ANDERSON

Signature

Signature

Printed Name

Printed Name

Signature

Printed Name

Signature

Printed Name



Derry Township School District

Administrative Office • 30A East Granada Avenue • P.O. Box 898 • Hershey, PA 17033
Phone (717) 534-2501 • Fax (717) 533-4357 • www.hershey.k12.pa.us

Act 1 Proposed Preliminary Budget Resolution – 2019-2020

Background. Act 1 § 311(a), 53 P.S. § 6926.311(a), requires an accelerated budget adoption timeline and procedure unless a school district, no later than 110 days before the primary election, adopts a resolution containing the certifications incorporated in this resolution. The deadline this year is January 31, 2019. After adoption of a resolution containing such certifications, § 311(d) authorizes a school district to comply with pre-Act 1 budget adoption rules as set forth in School Code § 687, 24 P.S. § 6-687. The School Board has reviewed the school district preliminary budget or has other information sufficient to make a determination that the budget for the next fiscal year can be funded based on maintaining current tax rates or increasing taxes by an amount less than or equal to the Act 1 index. In lieu of the Act 1 budget adoption timeline and procedure, the School Board wishes to make the required certifications and comply with pre-Act 1 budget adoption rules.

RESOLVED, that the Board of School Directors of Derry Township School District, makes the following unconditional certifications:

1. The school district's various tax levies and other revenue sources will be sufficient to balance the school district final budget for the next fiscal year (2019-2020) based on maintaining current tax rates or increasing tax rates by an amount less than or equal to the Act 1 index applicable to the school district as calculated by the Pennsylvania Department of Education. This conclusion is based on the school district preliminary budget or other information available to the School Board.
2. The applicable index for the next fiscal year is 2.3%, and the School Board will not for the next fiscal year increase the rate of its real estate tax, or any other tax for the support of public education, by an amount that exceeds the applicable index.
3. The School Board has to date and in the future will comply with the rules set forth in School Code § 687 for adoption of the school district proposed and final budgets for the next fiscal year.
4. The School Board understands that the school district will not be eligible to use Act 1 referendum exceptions for the next fiscal year.

ADOPTED by the School Board December 17, 2018.

_____, President

_____, Secretary

DERRY TOWNSHIP SCHOOL DISTRICT
Hershey, PA

WHEREAS, the Derry Township School District Board of School Directors is a member of the Pennsylvania Interscholastic Athletic Association, heretofore identified as PIAA, and is committed to making policy decisions that enable the school district to provide quality academic, athletic, and extracurricular programs and services to the school-age children of our community; and

WHEREAS, the PIAA was formed in Pittsburgh on December 29, 1913, by a group of high school PUBLIC school (districts defined by geographic boundary) Principals who wanted to eliminate abuses, establish uniform rules, and place interscholastic athletics in the overall context of secondary education; and

WHEREAS, Act 219 (1972) amended the public school code and demanded that private (non-boundary) schools shall be permitted, if otherwise qualified, to be members of the Pennsylvania Interscholastic Athletic Association; and

WHEREAS, non-boundary schools now include brick and mortar charter schools who comprise 40 of PIAA's 765 high school membership as of 2016-17; and

WHEREAS, the athletic playing field is not level; non-geographical boundary schools should not be competing against traditional PUBLIC (boundary) schools in section, district, or state championships; and

BE IT RESOLVED that the Derry Township School District Board of School Directors joins school districts around the state in calling for PIAA classification reform including: regular season and county competition may be a blend of PUBLIC and non-boundary schools, however, section, district and state postseason competition should be exclusive; PUBLIC schools should compete against other PUBLIC schools. Non-boundary schools should compete against non-boundary schools.

Adopted by the Derry Township School District Board of Directors on December 17, 2018.

Attest by:



Kathy L. Sicher
Board President



Mike Frentz
Board Secretary

DERRY TOWNSHIP SCHOOL DISTRICT
Dauphin County, Pennsylvania

RESOLUTION

A RESOLUTION

OF THE BOARD OF SCHOOL DIRECTORS OF THE SCHOOL DISTRICT INCURRING NONELECTORAL DEBT TO BE EVIDENCED BY ONE OR MORE SERIES OF GENERAL OBLIGATION NOTES IN THE MAXIMUM AUTHORIZED AGGREGATE PRINCIPAL AMOUNT OF FIVE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$5,500,000), TO PROVIDE FUNDS FOR AND TOWARD THE PARTIAL OR FULL REFUNDINGS OF THE OUTSTANDING GENERAL OBLIGATION BONDS, SERIES OF 2012, AND SERIES A OF 2012, OF THE SCHOOL DISTRICT, THE COST OF THE PLANNING, DESIGN AND CONSTRUCTION OF IMPROVEMENTS, ADDITIONS, RENOVATIONS AND EXTRAORDINARY REPAIRS TO, THE ACQUISITION OF REAL ESTATE INTERESTS FOR, AND THE ACQUISITION AND INSTALLATION OF RELATED EQUIPMENT, MACHINERY AND FURNISHINGS WITH RESPECT TO CAPITAL PROJECTS FOR VARIOUS BUILDINGS AND FACILITIES OF THE SCHOOL DISTRICT, TOGETHER WITH RELATED DESIGN PROFESSIONALS', ARCHITECTS', ENGINEERS', ATTORNEYS' AND CONSULTANTS' FEES, AND THE COSTS OF ISSUANCE OF THE NOTES; STATING THE PURPOSE OF THE REFUNDINGS; STATING THE ESTIMATED USEFUL LIVES OF THE CAPITAL ITEMS INCLUDED IN THE PROJECT TO BE FUNDED BY THE NOTES, AND RESTATING THE REMAINING ESTIMATED USEFUL LIVES OF THE CAPITAL PROJECTS FINANCED AND REFINANCED BY THE BONDS TO BE REFUNDED; STATING THAT REALISTIC COST ESTIMATES HAVE BEEN MADE FOR THE CAPITAL PROJECT AND THE ESTIMATED PROJECT COMPLETION DATE; ACCEPTING A NOTE PURCHASE AGREEMENT FOR PURCHASE OF SUCH NOTES, AT PRIVATE SALE BY NEGOTIATION; SETTING FORTH THE AUTHORIZED TERMS AND SUBSTANTIAL FORM OF SUCH NOTES AND AUTHORIZING OFFICERS OF THE SCHOOL DISTRICT TO APPROVE OTHER, FINAL TERMS OF SUCH NOTES; AUTHORIZING EXECUTION AND AUTHENTICATION OF SUCH NOTES; SUBJECT TO STATUTORY RESTRICTIONS AND LIMITATIONS, PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THE SCHOOL DISTRICT IN SUPPORT OF SUCH NOTES; APPOINTING A PAYING AGENT AND A SINKING FUND DEPOSITARY; SETTING FORTH CERTAIN COVENANTS AND REPRESENTATIONS RELATING TO THE FEDERAL INCOME TAX STATUS OF THE INTEREST TO BE PAID ON SUCH NOTES; PROVIDING, AS APPLICABLE, FOR DESIGNATION OF THE NOTES AS TAX-EXEMPT OBLIGATIONS FOR THE PURPOSES OF SECTION 265(b)(3)(B) OF THE INTERNAL REVENUE CODE OF 1986; AUTHORIZING APPROPRIATE OFFICERS OF THE SCHOOL DISTRICT TO TAKE CERTAIN ACTIONS AND TO EXECUTE CERTAIN DOCUMENTS IN CONNECTION WITH ISSUANCE OF SUCH NOTES; PROVIDING FOR THE REDEMPTION OF THE SERIES OF THE BONDS TO BE REFUNDED, UPON OPTIONAL REDEMPTION PRIOR TO STATED MATURITY; AUTHORIZING

EXECUTION AND DELIVERY OF BOND REDEMPTION AGREEMENTS WITH RESPECT TO THE REDEMPTION OF THE BONDS TO BE REFUNDED; AUTHORIZING RELATED ACTION; AND REPEALING ALL RESOLUTIONS OR PARTS OF RESOLUTIONS INsofar AS THE SAME SHALL BE INCONSISTENT HERewith.

WHEREAS, Derry Township School District, Dauphin County, Pennsylvania (the "**School District**"), is a school district of the Commonwealth of Pennsylvania (the "**Commonwealth**") and is governed by its Board of School Directors (the "**Board**"); and

WHEREAS, The Board, by resolution adopted on February 13, 2012 (the "**Series of 2012 Bonds Enabling Resolution**"), authorized and directed issuance of a series of bonds, in the original aggregate principal amount of \$3,110,000, designated as the General Obligation Bonds, Series of 2012 (the "**2012 Bonds**"), to provide funds for and toward the proper legal purposes set forth in the Series of 2012 Bonds Enabling Resolution; and

WHEREAS, The Board, by resolution adopted on November 19, 2012 (the "**Series A of 2012 Bonds Enabling Resolution**"), authorized and directed issuance of a series of bonds, in the original aggregate principal amount of \$3,240,000, designated as the General Obligation Bonds, Series A of 2012 (the "**2012A Bonds**"), to provide funds for and toward the proper legal purposes set forth in the Series A of 2012 Bonds Enabling Resolution; and

WHEREAS, As evidenced by Certificates of Approval No. GOB-18118 and No. GOB-121214-07, dated March 12, 2012, and December 14, 2012, the Department of Community and Economic Development (the "**Department**") of the Commonwealth approved the proceedings of the School District related to the increase of nonelectoral indebtedness of the School District by issuance of the 2012 Bonds and the 2012A Bonds; and

WHEREAS, The Series of 2012 Bonds and the 2012A Bonds are now outstanding, within the meaning of the Local Government Unit Debt Act, Act No. 177 of 1996, as amended (the "**Act**"), of the Commonwealth, in the respective aggregate principal amounts of \$1,525,000 and \$2,770,000; and

WHEREAS, The Board has determined that debt service savings may be obtained by refunding all or a portion of the 2012 Bonds and the 2012A Bonds which remain outstanding, as authorized pursuant to Section 8241(b)(1) of the Act, has determined to substitute notes for bonds with respect to that portion of the Notes being issued the refund the 2012 Bonds and the 2012A Bonds, and has determined to refund, in one or more refundings, all or portions of the same; and

WHEREAS, Such undertaking is herein referred to as the "**Refunding Project**"; and

WHEREAS, the Board intends to undertake, as a project, the planning, design and construction of improvements, renovations and extraordinary repairs to, the acquisition of real estate interests for, and the acquisition and installation of equipment, machinery and furnishings with respect to capital projects for various buildings and facilities of the School District, together with related design professionals', architects', engineers', attorneys' and consultants' fees (the "**Capital Project**").

WHEREAS, The Board contemplates the authorization, sale, issuance and delivery of one or more series of tax-exempt or taxable notes, in the maximum authorized aggregate principal

amount of \$5,500,000, to be designated as the General Obligation Notes, Series A of 2019 and Series B of 2019, or with such other designation as shall be determined at the time of issuance of the Notes (the "**Notes**"), the proceeds of which shall be applied for and toward the Refunding Project, the Capital Project and the payment of the costs and expenses of issuance of the Notes (collectively, the "**Project**"), all in accordance with the applicable and appropriate provisions of the Act; and

WHEREAS, The Board has considered the possible methods of sale of the Notes as provided for in the Act, which include public sale or private sale by negotiation or upon invitation; and

WHEREAS, The Board, in contemplation of authorization, sale, issuance and delivery of the Notes, has determined that the Notes: (a) shall be offered at private sale by negotiation; and (b) shall be offered for sale at a price of not less than 95% nor more than 125% of the aggregate principal amount thereof (including underwriting discount and original issue discount or premium), together with accrued interest, if any, from the date thereof to the date of delivery thereof; and

WHEREAS, A Bond Purchase Agreement, dated December 17, 2018 (the "**Purchase Agreement**"), has been received from RBC Capital Markets, LLC (the "**Purchaser**"), which contains certain financial parameters for, and conditions to, the final sale and issuance of the Notes, including maximum interest rates or yields and maximum principal maturity or mandatory sinking fund redemption amounts by fiscal year, as set forth in Exhibit A attached to and made a part of this Resolution (the "**Note Parameters**"), and which is intended to be supplemented by an addendum or addendums containing the final terms and conditions of the sale of the Notes consistent with the Note Parameters; and

WHEREAS, The Board desires to accept the Purchase Agreement, to award the sale of the Notes to the Purchaser, to authorize the incurring and issuance of nonelectoral debt, and to take and authorize all necessary and appropriate action in connection with the Project and in accordance with and pursuant to provisions of the Act; and

WHEREAS, The Board has determined to appoint Manufacturers and Traders Trust Company (or such other banks, trust companies, or banks and trust companies located and lawfully conducting a banking or trust business in the Commonwealth, as may be designated upon issuance of any series of the Notes), as paying agent and sinking fund depository (the "**Paying Agent**") with respect to the Notes; and

WHEREAS, The proposed increase of debt authorized by this Resolution, together with the presently outstanding nonelectoral indebtedness of the School District, will not cause the School District to exceed the limitation of its debt incurring power pursuant to the provisions of the Act or the limitations of the Constitution of the Commonwealth.

NOW, THEREFORE, BE IT RESOLVED, by the Board of the School District, as follows:

Section 1. The Board hereby authorizes and directs the issuance of the Notes pursuant to this Resolution, in accordance with the Act, and for the purposes of the Project.

Section 2. The Board finds that it is in the best financial interests of the School District to sell the Notes at private sale by negotiation as provided in the Purchase Agreement and determines that the debt to be incurred pursuant to this Resolution shall be nonelectoral debt.

Section 3. The School District has received realistic cost estimates from persons qualified by experience as to the amounts necessary to satisfy the costs of the items of construction and acquisition, together with related fees and expenses, included in the Capital Project, which shall be funded with proceeds of a portion of the Notes, the total estimated cost of such items being in excess of \$3,100,000. The estimated completion date of the Project is December 31, 2022.

The estimated useful lives of the items of construction and acquisition included in the Capital Project are estimated to be in excess of 30 years.

A brief description of the Refunding Project is set forth in the preamble to this Resolution. The Refunding Project is authorized and permitted under and pursuant to §8241(b)(1) of the Act (relating to reduction of debt service over the life of the series) and §8241(b)(5) of the Act (relating to substitution of notes for bonds).

The first stated maturity date of each series of the Notes shall be not more than two years from the date of issue thereof, as required by §8142 of the Act.

The term of debt and the final maturity date of each series of Notes shall not extend beyond the estimated useful life of the Capital items included in the Capital Project, with respect to the Notes issued to fund the Capital Project, or, with respect to the Notes issued to fund the Refunding Project, the remaining estimated useful life of the capital items financed and refinanced by the 2012 Bonds and the 2012A Bonds.

The remaining useful life of the capital items financed and refinanced by the 2012 Bonds and the 2012A Bonds is not less than 10 years.

Section 4. The Board hereby accepts the Purchase Agreement; and the Notes shall be sold in accordance with terms and conditions of the Purchase Agreement, at a final purchase price (including underwriting discount and original issuance premium or discount) of not less than 95% nor more than 125% of the aggregate principal amount of the Notes to be issued, plus accrued interest, if any, from the date thereof to the date of delivery thereof.

The President or Vice President are each hereby authorized and directed to evidence the School District's acceptance of the Purchase Agreement by executing one or more counterparts of the Purchase Agreement, in the form submitted at this meeting.

The President or Vice President, in consultation with the Business Manager of the School District and Public Financial Management, Inc., the financial advisor to the School District, are each hereby further authorized to execute and deliver on behalf of the School District one or more acceptances of a written addendum to the Purchase Agreement containing the final terms and conditions for issuance and sale of the Notes, at such time as such an addendum is presented by the Purchaser, and provided that such final terms and conditions, including the aggregate principal amount, maturity or mandatory sinking fund redemption amounts, interest rates or yields, final maturity date and purchase price, are within the Bond Parameters. A copy of each addendum to the Purchase Agreement so accepted by such officer of the School District (the "**Addendum**") shall be filed with the Secretary of the Board and shall constitute part of the Purchase Agreement accepted by this Resolution.

Section 5. The Notes, when issued, will be general obligation notes of the School District.

Section 6. The Notes shall be issued as fully registered notes, without coupons, in denominations of \$5,000 principal amount or any integral multiple thereof (or in such denomination as may be specified in the applicable Addendum), and shall be dated as of the date of original issuance and delivery thereof or as of such other date specified in the Addendum (the "**Dated Date of the Notes**").

Each of the Notes shall bear interest from the interest payment date next preceding the date of registration and authentication of such note, unless: (a) such note is registered and authenticated as of an interest payment date, in which event such bond shall bear interest from said interest payment date; or (b) such note is registered and authenticated after a Record Date (hereinafter defined) and before the next succeeding interest payment date, in which event such note shall bear interest from such interest payment date; or (c) such note is registered and authenticated on or prior to the Record Date next preceding the first interest payment date, in which event such note shall bear interest from the Dated Date of the Notes; or (d) as shown by the records of the Paying Agent, interest on such note shall be in default, in which event such bond shall bear interest from the date to which interest was last paid on such note. Interest on each of the Notes shall be payable initially on a date designated as one of the final terms and conditions as set forth in the applicable Addendum for sale of the Notes, and thereafter semiannually, until the principal sum thereof is paid. Except as to distinguishing numbers, denominations, interest rates and maturity dates, the Notes and the Paying Agent's certificate of authentication thereon shall be substantially in the form and shall be of the tenor and purport set forth in Exhibit B attached to and made a part of this Resolution, with insertions and variations (including CUSIP numbers) approved by the Paying Agent.

Principal, redemption premium, if any, and interest with respect to the Notes shall be payable in lawful money of the United States of America.

The principal of the Notes and any redemption premium payable upon redemption of Notes shall be payable to the registered owners thereof or their transferees, upon presentation and surrender of the Notes at the place or places set forth in the Notes.

Payment of interest on the Notes shall be made by check mailed to the registered owners thereof whose names and addresses appear at the close of business on the fifteenth (15th) day next preceding each interest payment date (the "**Record Date**") on the registration books (whether one or more, the "**Note Register**") maintained by the Paying Agent on behalf of the School District, irrespective of any transfer or exchange of any Notes subsequent to the Record Date and prior to such interest payment date, unless the School District shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the persons in whose names the Notes are registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent on behalf of the School District to the registered owners of the Notes not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons in whose names the Notes are registered at the close of business on the fifth (5th) day preceding the date of mailing.

If the date for payment of the principal of or interest on any Notes shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of such principal or interest shall be the next succeeding day that is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date established for such payment.

Section 7. The School District and the Paying Agent may deem and treat the persons in whose names the Notes shall be registered as the absolute owners thereof for all purposes, whether or not such Notes shall be overdue, and payment of the principal of, redemption premium, if any, and interest on the Notes shall be made only to or upon the order of the registered owners thereof or their legal representatives, but registration of a transfer of ownership may be made as herein provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon Notes, to the extent of the sum or sums so paid, and neither the School District nor the Paying Agent shall be affected by any notice to the contrary.

Section 8. Registration of the transfer of ownership of Bonds shall be made upon surrender of any of the Notes to the Paying Agent, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner thereof or such registered owner's attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of any of the Bonds in the Note Register and shall authenticate and deliver, at the earliest practicable time, in the name of the transferee or transferees, a new fully registered note or notes of authorized denominations of the same series, maturity and interest rate for the aggregate amount that the registered owner is entitled to receive.

Notes may be exchanged for a like aggregate principal amount of Notes of other authorized denominations, of the same series, maturity and interest rate, upon surrender of the Notes to be exchanged to the Paying Agent with appropriate written instructions.

Section 9. If Notes shall be subject to optional redemption or mandatory redemption prior to stated maturity, the School District and the Paying Agent shall not be required to register the transfer of, or exchange, any of the Notes then considered for redemption during the period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of such Notes to be redeemed and ending at the close of business on the day of mailing of the notice of redemption, as hereinafter provided, or to register the transfer of, or exchange, any portion of any of the Notes selected for redemption in whole or in part until after the redemption date.

Section 10. The School District shall cause to be kept, and the Paying Agent shall keep, a Note Register for the registration, exchange and transfer of Notes in the manner provided herein and therein so long as Notes shall remain outstanding. Such registrations, exchanges and transfers shall be made without charge to bondholders, except for actual costs, including postage, insurance and any taxes or other governmental charges required to be paid with respect to the same.

Section 11. The Notes shall be numbered consecutively, as issued, without regard to denomination or maturity, shall bear interest at a rate or rates or have a yield to maturity or yields to maturity not to exceed 5.00% per annum, and shall mature or be payable upon mandatory redemption prior to stated maturity in annual amounts not exceeding those set forth in Exhibit A.

The final interest rates (or yields) on the Notes and the annual stated maturities or mandatory redemptions of principal of the Notes shall be as set forth in the Addendum accepted in accordance with Section 4 of this Resolution, provided that the principal maturing or subject to mandatory redemption in any year (as may be aggregated in the event the Notes are issued in more than one series) shall not exceed the amount set forth in Exhibit A.

Section 12. The Notes shall be subject to optional redemption by the School District prior to maturity on such date or dates and at such redemption price or prices as shall be set forth in the Addendum accepted in accordance with Section 4 of this Resolution.

If the Addendum accepted in accordance with Section 4 of this Resolution provides that any of the Notes shall be term notes (the "**Term Notes**"), such Term Notes shall be subject to mandatory redemption by the School District in such annual principal amounts and on such dates as are stated in the Addendum (but not in amounts greater than set forth in Exhibit A), at a redemption price equal to 100% of the principal amount redeemed together with accrued interest thereon to the date fixed for redemption. Any such redemption shall be upon application of money available for the purpose in a Mandatory Sinking Fund to be established within the Sinking Fund created in accordance with this Resolution. In lieu of any such mandatory redemption, the Paying Agent, on behalf of the School District, may purchase from money in such Sinking Fund, at a price not to exceed the principal amount plus accrued interest, or the School District may tender to the Paying Agent, all or any part of the Term Notes subject to being drawn for redemption on any such date.

In the case of any optional redemption in part of Term Notes of any particular maturity, the School District shall be entitled to designate whether the amount to be redeemed shall be credited against the principal amount of such Term Notes due at maturity or credited against the principal amount of such Term Notes scheduled to be called for mandatory sinking fund redemption on any particular date or dates, in each case (if the Term Notes are Notes which were issued in denominations of \$5,000 or integral multiples thereof) in an integral multiple of \$5,000 principal amount.

If any of the Notes (which are Notes which were issued in denominations of \$5,000 or integral multiples thereof) that are subject to redemption prior to stated maturity are of a denomination larger than \$5,000, a portion of such bond may be redeemed, but only in an integral multiple of \$5,000 principal amount. For the purpose of selecting any of the Notes for redemption, each of the Notes subject to redemption shall be treated as representing the number of Notes that is equal to the principal amount thereof divided by \$5,000, each \$5,000 portion thereof being subject to redemption. In the case of partial redemption of any of the Notes payment of the redemption price will be made only upon surrender of such note in exchange for Notes of authorized denominations of the same series, maturity and interest rate and in aggregate principal amount equal to the unredeemed portion of the principal amount of such note redeemed in part.

If Notes shall be redeemable prior to stated maturity and are to be so redeemed, notice of redemption shall be deposited in first class mail not less than thirty (30) days prior to the date fixed for redemption and shall be addressed to the registered owners of the Notes to be redeemed at their addresses shown on the registration books kept by the Paying Agent as of the day such Notes are selected for redemption. Such notice shall specify: (1) the series, maturity (and if Notes having the same maturity date bear interest at a different rate, the interest rate) and the numbers of the Notes or portions thereof so called for redemption; (2) the date fixed for redemption; (3) the redemption price or prices applicable to the Notes or portions thereof to be redeemed; and (4) that, on the date fixed for redemption, the principal amount to be redeemed will be payable at a designated office of the Paying Agent and that after such date interest thereon shall cease to accrue. Failure to mail any such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceeding for redemption of other Notes so called for redemption as to which proper notice has been given.

If at the time of mailing of a notice of redemption the School District shall not have deposited with the Paying Agent, as sinking fund depositary, money sufficient to redeem all Notes called for redemption, the notice of redemption shall state that it is conditional, i.e., that it is subject to the deposit of sufficient redemption money with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such money is so deposited. If the Notes to be called for redemption shall have been refunded and money sufficient to redeem such Notes shall be deemed to be on deposit with the Paying Agent for the purposes of this Section, then the notice of redemption need not state that it is conditional, if the redemption money has been deposited irrevocably with another bank or bank and trust company which shall have been given irrevocable instructions to transfer the same to the Paying Agent not later than the redemption date.

If on the date designated for redemption, notice having been provided as aforesaid and money for payment of the principal, redemption premium, if any, and accrued interest being held by the Paying Agent, then interest on the Notes or portions thereof so called for redemption shall cease to accrue and such Notes or portions thereof so called for redemption shall cease to be entitled to any benefit or security under this Resolution, and registered owners of such Notes or portions thereof so called for redemption shall have no rights with respect thereto, except to receive payment of the principal to be redeemed and accrued interest thereon to the date fixed for redemption, together with the redemption premium, if any.

If the redemption date for any Notes shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of the principal, premium, if any, and interest upon such redemption shall be the next succeeding day that is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date of redemption.

Section 13. The School District appoints the Paying Agent to serve in such capacity and directs that the principal of, redemption premium, if any, and interest on the Notes shall be payable, when due, at the corporate trust office of the Paying Agent as designated by the Paying Agent.

Any corporation or association into which the Paying Agent, or any appointed successor to it, may be merged or converted or with which it, or any appointed successor to it, may be consolidated, or any corporation or association resulting from any merger, conversion or consolidation to which the Paying Agent shall be a party, or any corporation or association to which the Paying Agent, or any appointed successor to it, sells or otherwise transfers all or substantially all of its corporate trust business, including its functions under this Resolution, shall be the successor paying agent hereunder, without the execution or filing of any paper or any further act on the part of the School District, and thereafter references herein to the "Paying Agent" shall refer to such resulting corporation or association, or to such transferee, as the case may be.

If the Paying Agent at any time shall resign or shall be removed by the School District, the Board of School Directors shall appoint a successor paying agent that is duly qualified in accordance with the Act to serve as paying agent for the Notes and sinking fund depository with respect to the Sinking Fund created herein, and the principal of, redemption premium, if any, and interest on the Notes shall be payable, when due, at a designated office of the successor paying agent located in the Commonwealth and at such additional payment offices as the successor paying agent shall designate. Upon acceptance of such appointment and the transfer by the Paying Agent to the successor paying agent of the appropriate documents, records, and funds, references herein to the "Paying Agent" shall thereafter refer to such successor paying agent.

Section 14. The Notes shall be executed in the name of and on behalf of the School District by the manual or facsimile signature of the President or Vice President of the Board, the official seal or a facsimile of the official seal of the School District shall be affixed thereto or imprinted thereon, and the manual or the facsimile signature of the Secretary or Assistant Secretary of the School District shall be affixed thereto in attestation thereof; and said officers are authorized to execute and to attest the Notes.

Section 15. No note constituting one of the Notes shall be entitled to any benefit under this Resolution nor shall it be valid, obligatory or enforceable for any purpose until such note shall have been registered and authenticated by the Certificate of Authentication endorsed thereon duly signed by the Paying Agent; and the Paying Agent is authorized to register and authenticate the Notes in accordance with the provisions of this Resolution.

Section 16. The School District covenants to and with registered owners, from time to time, of the Notes that shall be outstanding, from time to time, pursuant to this Resolution, that the School District, subject to statutory restrictions and limitations: (i) shall include the amount of the debt service on the Notes, for each fiscal year of the School District in which such sums are payable, in its budget for that year, (ii) shall appropriate such amounts from its general revenues for the payment of such debt service, and (iii) shall duly and punctually pay or cause to be paid from the Sinking Fund (hereinafter identified) or any other of its revenues or funds the principal of and interest on each of the Notes at the dates and place and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the School District, subject to statutory restrictions and limitations, shall and does pledge, irrevocably, its full faith, credit and taxing power. As provided in the Act, the foregoing covenant of the School District shall be specifically enforceable.

Section 17. There is hereby created, pursuant to the requirements of the Act, a sinking fund, or, in the event that the Notes are issued in more than one series, funds, for the Notes, to be known as the "**Sinking Fund, General Obligation Notes, Series of 2019**" (or other applicable designation) (whether one or more, the "**Sinking Fund**"), which Sinking Fund shall be administered in accordance with applicable provisions of the Act.

If any of the Notes shall be Term Notes, as specified in the Addendum accepted in accordance with Section 4, a separate fund or account shall be created within and as a part of the Sinking Fund and designated as the "**Mandatory Sinking Fund**." The Paying Agent, as the sinking fund depository, shall make deposits into the Mandatory Sinking Fund, from funds deposited by the School District into the Sinking Fund, in such amounts and on such dates as money shall be required for the payment upon stated maturity of the Term Notes that shall be outstanding, if any, on their stated maturity date, and to mandatory redemption prior to stated maturity of such Term Notes on such dates and in such amounts as are specified in the Addendum.

The Paying Agent, on the forty-fifth (45th) day next preceding any date on which Term Notes are subject to mandatory sinking fund redemption as specified in the Addendum, so long as any Term Notes shall remain outstanding, or as soon after such date as shall suit the

convenience of the Paying Agent and shall allow sufficient time for mailing of the requisite notice of redemption, shall select or draw, by lot, in a fair and equitable manner, a principal amount of Term Notes of the appropriate maturity equal to the amount then required to be redeemed. The Paying Agent shall, upon selection of Term Notes of the appropriate maturity so called for redemption prior to maturity, mail the requisite notice of redemption on behalf of the School District. The School District covenants to assume and to pay all costs and expenses related to the mandatory redemption of such Term Notes.

The amount required to be deposited in the Mandatory Sinking Fund on any given date shall be reduced by the principal amount of any Term Notes of the appropriate maturity that shall have been purchased or tendered in lieu of mandatory redemption in the immediately preceding period, as provided in Section 12 hereof, and the amount of any Term Notes of the appropriate maturity that have been called for earlier optional redemption which the School District has elected to credit against the amount of Term Notes to be redeemed on such date, as provided in Section 12 hereof.

The principal amount of Term Notes to be retired from money available in the Mandatory Sinking Fund shall be paid by the Paying Agent, as the sinking fund depository, in the usual and customary manner, from such money available in the Mandatory Sinking Fund.

Section 18. Manufacturers and Traders Trust Company, with its corporate trust offices in Harrisburg, Pennsylvania, and Buffalo, New York, is hereby appointed as the Paying Agent and Sinking Fund Depository (the "**Sinking Fund Depository**") for the Notes. The Paying Agent is hereby authorized and requested to authenticate the Notes prior to delivery of the Notes to the Purchaser. The proper officers of the School District are hereby authorized and directed to contract with the Paying Agent for its services as Paying Agent and Sinking Fund Depository on usual and customary terms, including an agreement on the part of the Paying Agent to observe and comply with the provisions of this Resolution and the Act.

Public Financial Management, Inc., Harrisburg, Pennsylvania, is hereby appointed as the financial advisor (the "**Financial Advisor**") to the School District, and Barley Snyder LLP, Lancaster, Pennsylvania, is hereby appointed as bond counsel (the "**Bond Counsel**") to the School District, in connection with the Notes and the authorization, issuance and sale thereof. The Business Manager of the School District, in consultation with the Financial Advisor and Bond Counsel, is hereby authorized and directed to take all necessary and appropriate action as may become applicable for investment of the proceeds of the Notes and the proper officers of the School District are hereby authorized and directed to take all actions and to execute, attest and deliver any documents as may be necessary or appropriate to such investments.

Section 19. The School District covenants to make payments out of the Sinking Fund, or out of any other of its revenues or funds, at such times and in such annual amounts, as shall be sufficient for prompt and full payment of all obligations of the Notes when due.

Section 20. The President or Vice President and the Secretary or Assistant Secretary, respectively, of the Board are authorized and directed, as required, necessary and/or appropriate:

(a) to prepare, to certify and to file with the Department the debt statement required by the Act; (b) to prepare and to file with the Department any statements required by the Act that are necessary to qualify all or any portion of the debt of the School District that is subject to exclusion as self-liquidating or subsidized debt for exclusion from the appropriate debt limit of the School District as self-liquidating or subsidized debt; (c) to prepare and to file the application with the Department, together with a complete and accurate transcript of the proceedings for the required approval relating to the debt, of which debt the Notes, upon issuance, will be evidence, as required by the Act; (d) to pay or to cause to be paid to the Department all proper filing fees required in connection with the foregoing; and (e) to take other required, necessary and/or appropriate action.

The Board authorizes and directs that an appropriate borrowing base certificate be prepared for filing with the Department as required by the Act. The President or Vice President and the Secretary or Assistant Secretary of the Board of School Directors of the School District are hereby authorized to prepare and to execute, or to authorize the auditors of the School District to prepare and to execute, such borrowing base certificate.

Section 21. If applicable, as determined from the Purchase Agreement, and any related Addendum, the Board hereby authorizes and directs the purchase of municipal bond insurance with respect to the Notes. Proper officers of the School District are authorized and directed to take all required, necessary and/or appropriate action with respect to such insurance, as contemplated in the Purchase Agreement, and any related Addendum, including the payment of the premium for such insurance.

Section 22. It is declared that the debt to be incurred hereby, together with any other indebtedness of the School District, is not in excess of any limitation imposed by the Act.

Section 23. Proper officers of the School District are authorized and directed to deliver the Notes and to authorize payment of all costs and expenses associated with issuance of the Notes as provided for in the Purchase Agreement, but only after the Department has certified its approval pursuant to the provisions of the Act or at such time when the filing authorized to be submitted to the Department pursuant to this Resolution shall be deemed to have been approved pursuant to applicable provisions of the Act.

Section 24. The School District covenants to and with purchasers of the Notes that, as may be applicable to any series of the Notes, it will make no use of the proceeds of the Notes, or of any other obligations deemed to be part of the same "issue" as the Notes under applicable Federal tax regulations, that will cause the Notes to be or become "arbitrage bonds" within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations implementing said Sections of the Code. The School District further covenants to and with purchasers of the Notes that it will make no use of the proceeds of the Notes, of the proceeds of any other obligations deemed to be part of the same "issue" as the Notes under applicable Federal tax regulations, or of any property or facilities financed or financed with the proceeds of the Notes or of any such other obligations deemed to be part of the same "issue" as the Notes, that will cause the Notes to be or become "private

activity bonds" within the meaning of Section 141 of the Code and the Treasury Regulations implementing said Section of the Code. The School District shall comply with all other requirements of the Code, if and to the extent applicable, to maintain continuously the Federal income tax exemption of interest on the Notes.

The President or Vice President of the Board of School Directors is authorized to represent in a certificate delivered when the Notes are issued, if appropriate, that the School District does not then reasonably expect to issue tax-exempt obligations that, together with all tax-exempt obligations reasonably expected to be issued by all entities that issue obligations on behalf of the School District and all "subordinate entities" (within the meaning of Section 265(b)(3) of the Code) of the School District, in the aggregate, will exceed Ten Million Dollars (\$10,000,000) (or such other amount as may be applicable under the Code at the time of issuance of the Notes) (excluding obligations issued to refund (other than to advance refund) any obligation to the extent that the amount of the refunding obligation does not exceed the outstanding amount of the refunded obligation) in the calendar year of issuance and, accordingly, to designate the Notes (to the extent they are not "deemed designated" under Section 265(b)(3)(D)(ii) of the Code) as "qualified tax-exempt obligations," as defined in Section 265(b)(3)(B) of the Code, for the purposes and effect contemplated by Section 265 of the Code.

Section 25. The School District does determine to provide for retirement of the 2012 Bonds and the 2012A Bonds upon stated maturities and upon optional redemption prior to stated maturities, as applicable and appropriate, in accordance with the right and privilege reserved to the School District in the Series of 2012 Bonds Enabling Resolution and the Series A of 2012 Bonds Enabling Resolution.

The 2012 Bonds and 2012A Bonds to be refunded (the "**Refunded Bonds**") shall be redeemed and retired on such dates as shall be designated in the applicable Addendum, subject, however, to the further provisions of this Section. Such redemption of the 2012 Bonds and the 2012A Bonds shall be accomplished in the manner, upon terms and conditions and with the effect provided in the Series of 2012 Bonds Enabling Resolution and the Series A 2012 Bonds Enabling Resolution.

Promptly following the acceptance of an Addendum, the Secretary or Assistant Secretary of the Board or the Business Manager of the School District shall authorize and instruct Manufacturers and Traders Trust Company, as paying agent and registrar for the 2012 Bonds, and Bank of New York Mellon Trust Company, as paying agent and registrant for the 2012A Bonds, or their successor (each a "**Refunded Bonds Paying Agent**"), to issue proper notices of redemption to effect the redemption of the Refunded Bonds on the aforementioned redemption dates, which notices of redemption shall be conditional, unless funds sufficient to provide for such redemption shall be on deposit with the applicable Refunded Bonds Paying Agent and available for such purpose at the time such notices are given. Such instructions may be embodied in the Redemption Agreement hereinafter mentioned.

The exercise by the Board of School Directors of its election to redeem the 2012 Bonds and the 2012A Bonds, as embodied in the foregoing provisions of this Section, is subject to

consummation of the sale of the Notes, as evidenced by the acceptance of an Addendum in accordance with Section 4, and shall have no force or effect until an Addendum is accepted.

Section 26. The School District, simultaneously with delivery of the Notes, shall enter into redemption agreements (each a "**Redemption Agreement**"), with the applicable Refunded Bonds Paying Agent (the "**Escrow Agent**"), as escrow agent and paying agent for the 2012 Bonds and the 2012A Bonds, which shall provide for a deposit of a portion of the proceeds of the Notes into escrow with the Escrow Agent, for, if applicable, the investment of such deposit, and for the application of such proceeds to retirement of the 2012 Bonds and the 2012A Bonds as set forth in the applicable Addendum.

The President or Vice President and the Secretary or Assistant Secretary, respectively, of the Board are authorized and directed to execute, to attest and to seal, as appropriate, and to deliver one or more Redemption Agreements, simultaneously with such delivery of the Notes.

The School District does hereby approve the Redemption Agreement in form satisfactory to the Bond Counsel to the School District and as shall be approved by the officer of the Board executing the same. Such approval of such officer shall be conclusively presumed to have been given by such officer's execution of the Redemption Agreement.

The foregoing provisions of this Section notwithstanding, unless the Addendum, Bond Counsel to the School District or, if applicable, any insurer of the Notes or the Refunded Bonds shall otherwise require, no Redemption Agreement need be prepared, executed or delivered if the 2012 Bonds or the 2012A Bonds are to be redeemed and retired within 90 days following the date of issuance and delivery of the Notes, and the proceeds of the Notes to be applied to the redemption and retirement of the 2012 Bonds and the 2012A Bonds shall be paid to the applicable Refunded Bonds Paying Agent for deposit and investment in the sinking fund for such 2012 Bonds or the 2012A Bonds until so applied.

Section 27. Each of the President, the Vice President and the Business Manager of the School District are, if applicable, hereby authorized and directed to execute and deliver agreements, orders or subscriptions for purchase of United States Treasury Certificates of Indebtedness, bonds or notes, State and Local Government Series ("**SLGs**"), other securities of the United States of America or other investments satisfying the requirements of §8250 of the Act, as may be required, from the proceeds of the Notes, and, if applicable, other funds to be deposited under a Redemption Agreement or, if applicable, to be deposited in the applicable sinking funds for the 2012 Bonds and the 2012A Bonds, and to do, to take and to authorize such other acts as shall be necessary or appropriate to provide for the payment of principal and interest on the 2012 Bonds and the 2012A Bonds.

Section 28. The officers and agents of the School District are hereby authorized and directed to take all such actions as may be necessary and appropriate to accomplish the redemption and retirement of the outstanding 2012 Bonds and the 2012A Bonds in accordance with this Resolution and applicable Addendum.

Section 29. The Secretary of the Board and the Business Manager of the School District are each hereby authorized and directed to execute and to submit to the Pennsylvania Department of Education, promptly following settlement for the Notes, the appropriate application and other documents and information necessary to obtain state reimbursement with respect to the debt service on the Notes (including the filing of PLANCON Part H, J and/or K, as applicable).

Section 30. The Board hereby authorizes and directs the preparation, if applicable, of a Preliminary Official Statement with respect to the Notes at such time as is required by the terms of the Purchase Agreement. Such Preliminary Official Statement shall be in such form and with such content as is required by the Purchase Agreement and by law and customary practices, and the Board hereby authorizes the delivery of a sufficient number of copies thereof to the underwriters of the Notes for use in connection with the public offering and marketing of the Notes. The Preliminary Official Statement so delivered shall be deemed by the School District to be final as of its date, except for the omission of such information as is permitted by SEC Rule 15c2-12 to be omitted from a preliminary official statement.

The Board does further authorize, if applicable, that a final Official Statement with respect to the Notes be prepared following the School District's acceptance of an Addendum in accordance with Section 4 of this Resolution. Such final Official Statement shall be substantially in the form and with the content of the Preliminary Official Statement delivered in accordance with the preceding paragraph, but with such insertions and amendments as shall be necessary or appropriate to reflect the final offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery date, credit rating(s), redemption provisions, and other terms and provisions of the Notes as determined from the Purchase Agreement and accepted Addendum. The President or Vice President of the Board are each hereby authorized and directed to evidence the School District's approval of the final Official Statement by affixing his or her signature thereto as such officer, and such execution of the final Official Statement by such officer shall constitute conclusive evidence of the approval of the final Official Statement by the School District. The Board does hereby authorize and direct that copies of the final Official Statement be delivered in accordance with the terms of the Purchase Agreement.

Section 31. If applicable, the School District shall enter into, and hereby authorizes and directs the President or Vice President of the Board to execute, a Continuing Disclosure Certificate (whether one or more, the "**Certificate**") on behalf of the School District on or before the date of issuance and delivery of the Notes. Such Certificate shall be executed and delivered to satisfy the terms and conditions of the Purchase Agreement and accepted Addendum for sale of the Notes and Securities and Exchange Commission Rule 15c2-12, and shall be substantially in the form presented to this meeting, which is hereby approved, together with any changes therein made and approved by the executing officer of the Board, whose execution and delivery thereof shall constitute conclusive evidence of such approval. A copy of the Certificate as presented shall be filed with the Secretary of the Board and shall be and hereby is made part of this Resolution.

The School District hereby covenants and agrees that it will comply with and carry out all of the provisions of the Certificate. Notwithstanding any other provision of this Resolution, failure of the School District to comply with the Certificate shall not be considered an event of default with respect to the Notes; however, any registered owner of the Notes may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the School District to comply with its obligations under this Section and such Certificate.

Section 32. If applicable, the Notes shall be made available for purchase under a book-entry only system available through The Depository Trust Company, a New York corporation ("DTC").

If the School District has not heretofore executed, delivered and kept on file with DTC a Blanket Letter of Representations in the form required by DTC for the purpose of evidencing the School District's agreement to comply with the requirements of DTC's Operational Arrangements with respect to book-entry securities, then at or prior to settlement for the Notes, the School District shall execute, delivery and file with DTC such a Blanket Letter of Representations (the Blanket Letter of Representations so filed or so to be filed with DTC is herein referred to as the "**Representation Letter**"). The appropriate officers of the School District shall take such action as may be necessary from time to time to comply with the terms and provisions of the Representation Letter.

The Paying Agent, by acceptance of its appointment as paying agent for the Notes, agrees to authorize and direct its appropriate officers to take such action as may be necessary from time to time to comply with DTC's Operational Arrangements, as amended from time to time, as they shall apply to the Notes, and any successor paying agent for the Notes, in its written acceptance of its duties under this Resolution, shall agree to take any actions necessary from time to time to comply with DTC's Operational Arrangements, as the same may apply to the Notes.

Section 33. Notwithstanding any other provisions of this Resolution to the contrary, the Notes shall initially be issued in the form of one fully registered bond for the aggregate principal amount of the Notes of each maturity and interest rate, and, if applicable, the following provisions shall apply with respect to the registration, transfer and payment of the Notes:

(a) Except as provided in subparagraph (g) below, all of the Notes shall be registered in the name of Cede & Co., as nominee of DTC; provided that if DTC shall request that the Notes be registered in the name of a different nominee, the Paying Agent shall exchange all or any portion of the Notes for an equal aggregate principal amount of Notes of the same series, interest rate and maturity registered in the name of such nominee or nominees of DTC.

(b) No person other than DTC or its nominee shall be entitled to receive from the School District or the Paying Agent either a Note or any other evidence of ownership of the Notes, or any right to receive any payment in respect thereof, unless DTC or its nominee shall transfer record ownership of all or any portion of the Notes on the registration books (the "**Register**") maintained by the Paying Agent in connection with discontinuing the book-entry system as provided in subparagraph (g) below or otherwise.

(c) So long as any Notes are registered in the name of DTC or any nominee thereof, all payments of the principal or redemption price of or interest on such Notes shall be made to DTC or its nominee in accordance with the Representation Letter on the dates provided for such payments under this Resolution. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of the School District or the Paying Agent with respect to the principal or redemption price of or interest on the Notes to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Notes outstanding of any maturity, the Paying Agent shall not require surrender by DTC or its nominee of the Notes so redeemed, but DTC (or its nominee) may retain such Notes and make an appropriate notation on the Note certificate as to the amount of such partial redemption; provided that DTC shall deliver to the Paying Agent, upon request, a written confirmation of such partial redemption and thereafter the records maintained by the Paying Agent shall be conclusive as to the amount of the Notes of such maturity which have been redeemed.

(d) The School District and the Paying Agent may treat DTC (or its nominee) as the sole and exclusive owner of the Notes registered in its name for the purposes of payment of the principal or redemption price of or interest on the Notes, selecting the Notes or portions thereof to be redeemed, giving any notice permitted or required to be given to holders of Notes under this Resolution, registering the transfer of Notes, obtaining any consent or other action to be taken by holders of Notes and for all other purposes whatsoever; and neither the School District nor the Paying Agent shall be affected by any notice to the contrary. Neither the School District nor the Paying Agent shall have any responsibility or obligation to any participant in DTC, any person claiming a beneficial ownership interest in the Notes under or through DTC or any such participant, or any other person which is not shown on the Register as being a registered owner of Notes, with respect to (1) the Notes, (2) the accuracy of any records maintained by DTC or any such participant, (3) the payment by DTC or any such participant of any amount in respect of the principal or redemption price of or interest on the Notes, (4) any notice which is permitted or required to be given to holders of the Notes under this Resolution, (5) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Notes, and (6) any consent given or other action taken by DTC as holder of the Notes.

(e) So long as the Notes or any portion thereof are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given to the holders of such Notes under this Resolution shall be given to DTC as provided in the Representation Letter.

(f) In connection with any notice or other communication to be provided to holders of Notes pursuant to this Resolution by the School District or the Paying Agent with respect to any consent or other action to be taken by holders of Notes, DTC shall consider the date of receipt of notice requesting such consent or other action as the record date for such consent or other action, provided that the School District or the Paying Agent may establish a special record date for such consent or other action. The School District or the Paying Agent shall give DTC notice of such special record date not less than 15 calendar days in advance of such special record date to the extent possible.

(g) The book entry system for registration of the ownership of the Notes may be discontinued at any time if either (1) after notice to the School District and the Paying Agent,

DTC determines to resign as securities depository for the Notes, or (2) after notice to DTC and the Paying Agent, the School District determines that continuation of the system of book entry transfers through DTC (or through a successor securities depository) is not in the best interests of the School District. In either of such events (unless in the case described in clause (2) above, the School District appoints a successor securities depository), the Notes shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the School District or the Paying Agent for the accuracy of such designation. Whenever DTC requests the School District and the Paying Agent to do so, the School District and the Paying Agent shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Notes.

Section 34. Any reference in this Resolution to an officer or a member of the Board of School Directors of the School District shall, if applicable, be deemed to refer to his or her duly qualified successor in office.

Section 35. 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 School District that such remainder shall be and shall remain in full force and effect.

Section 36. All resolutions or parts of resolutions, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

Section 37. This Resolution shall be effective in accordance with the Act.

DULY ADOPTED, by the Board of School Directors of the School District, in lawful session duly assembled, this 17th day of December, 2018.

DERRY TOWNSHIP SCHOOL DISTRICT,
Dauphin County, Pennsylvania

By: _____
(Vice) President of the
Board of School Directors

ATTEST:

(Assistant) Secretary of the
Board of School Directors
(SEAL)