

**WEDNESDAY, JULY 31, 2019**

The Adams County Board of Commissioners met this date in regularly scheduled session at 9:03 a.m. in the Ceremonial Courtroom with Chairman Randy L. Phiel presiding. Others in attendance: Commissioners James E. Martin and Marty Karsteter Qually; Molly R. Mudd, Solicitor; Beth Cissel, Deputy Controller; Crissy Redding, Treasurer; Sean Mott, Assistant Solicitor; Michele Miller, HR Director; Sarah Finkey, Children & Youth Administrator; Melissa Devlin, Finance Director; Phil Swope, Staff Accountant; Todd Garrett, Budget Analyst; Sherri Clayton Williams, Planning Director; Bicky Redman, Senior Planner; John Phillips; News Reporter Vanessa Pellechio, *Gettysburg Times* and Chief Clerk Paula V. Neiman.

**Pledge of Allegiance**

**Minutes:**

Mr. Martin moved, seconded by Mr. Qually to approve the Minutes of the June 26, 2019 Commissioners' Meeting as presented.

Motion carried.

**Public Comment:**

No Public Comment was brought before the Board at this time.

**Children & Youth Services:**

With recommendation from Sarah Finkey, Administrator, and after review by Solicitor Molly Mudd, Mr. Qually moved, seconded by Mr. Martin, that the Board of Commissioners approve and sign the following:

- North American Master Services Agreement with Language Line Services, Inc. of Monterey, California for Over-the-Phone Interpreter Language Services for a term of (1) year billed at a rate of \$.75 - \$1.10/minute for interpreter and/or translation services.
- Consulting Agreement between DMP Group, LLC of Annandale, Virginia and the County of Adams for strategic planning meetings, leadership development, management development, and executive and leadership coaching and training. The term of the agreement is (1) year, with consulting fees not to exceed \$10,000.
- Consulting Agreement between PivotStone Group, LLC of Fairfax, Virginia and the County of Adams for strategic planning, organizational development, and executive and leadership coaching and training. The term of the agreement is (1) year, with consulting fees not to exceed \$10,000.

Motion carried.

**Planning:**

With recommendation from Bicky Redman, Senior Planner/Environmental Services, Mr. Martin moved, seconded by Mr. Qually, to approve Resolution No. 3 of 2019 adopting the June 2019 Adams County Municipal Solid Waste Plan Update for submission to the Pennsylvania Department of Environmental Protection (DEP) for final review and approval.

**COUNTY OF ADAMS, PENNSYLVANIA  
RESOLUTION NO. 3 OF 2019**

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF ADAMS COUNTY, ADOPTING THE  
JUNE 2019 ADAMS COUNTY MUNICIPAL SOLID WASTE PLAN UPDATE**

**WHEREAS**, in accordance with the requirements of the Municipal Waste Planning, Recycling and Waste Reduction Act of 1988 (Act 101), Adams County is required to update its Waste Plan on a periodic basis to ensure the proper management of municipal waste generated within its boundaries; and

**WHEREAS**, the Board of Commissioners of Adams County, upon the recommendation of the Adams County Solid Waste Advisory Committee, the Adams County Office of Planning and Development and the Adams County Solicitor has entered into agreements to ensure adequate processing and disposal capacity for its municipal waste for the next ten-year planning period;

**NOW, THEREFORE BE IT RESOLVED**, that the County of Adams, Pennsylvania, by its governing body, hereby adopts the June 2019 Adams County Municipal Solid Waste Plan Update.

**IN WITNESS WHEREOF**, the present Resolution has been duly adopted this 31<sup>st</sup> day of July 2019 in a duly advertised and convened public session.

**ATTEST:**

**ADAMS COUNTY COMMISSIONERS**

\_\_\_\_\_/s/  
Paula V. Neiman  
Chief Clerk

\_\_\_\_\_/s/  
Randy L. Phiel, Chairman

\_\_\_\_\_/s/  
James E. Martin, Vice-Chairman

\_\_\_\_\_/s/  
Marty Karsteter Qually, Commissioner

**CERTIFICATION**

I, Paula V. Neiman, the duly appointed and incumbent Chief Clerk of the County of Adams, Pennsylvania, being duly authorized to do so, hereby certify that the foregoing Resolution was duly adopted in accordance with law by the County of Adams, Pennsylvania, by its governing body, the duly elected and incumbent Board of Commissioners, Randy L. Phiel, James E. Martin, and Marty Karsteter Qually, at a duly advertised and convened public meeting of the said Commissioners, held on July 31, 2019; that the foregoing Resolution has been duly entered in the official Commissioners' Minutes of such meeting; and that such Resolution remains in full force and effect as of the date of the present Certification.

**Date: July 31, 2019**

\_\_\_\_\_/s/  
Paula V. Neiman, Chief Clerk

Motion carried.

Commissioner Phiel thanked everyone, to all who helped bring this to the final stage.

**Commissioners:**

- Board Chairman Phiel noted there will be no Adams County Commissioners public meeting on August 7, 2019
- Mr. Martin moved, seconded by Mr. Qually, to authorize Chief Clerk Paula Neiman to advertise the Request for Proposal for the Food Vender Service at the Adams County Adult Correctional Complex

Motion carried.

- Jay Wenger, the County’s Financial Advisor, gave an overview of the SWAP from the beginning in 2005 to the termination today, with the net cost of the proceeds to be \$125,000 - \$150,000. Laura Kurth provided an overview of Resolution No. 4 of 2019.

Mr. Qually moved, seconded by Mr. Martin, to approve and sign Resolution No. 4 of 2019, approval of which will allow the County to move forward later today to terminate the 2005 SWAP if the value quoted by Wells Fargo is acceptable to the Board – Authorizing the Review and Termination of the 2005 Swap. Consideration of adoption of a Resolution: (i) authorizing and directing the review of the value of the County’s 2005 Floating to Floating (Basis) Interest Rate Swap, as amended (the “2005 Swap”), entered into in connection with certain prior indebtedness of the County, (ii) authorizing proper officers of the County to consult with the County’s financial advisor, Susquehanna Group Advisors, Inc., as to the financial ramifications of terminating the 2005 Swap, (iii) authorizing proper officers of the County to notify the 2005 Swap Counterparty, Wells Fargo, N.A., of such termination and to take any and all other required, necessary or desirable action in connection with the termination of the 2005 Swap, if determined to be in the best financial interest of the County, and (iv) authorizing Eckert Seamans Cherin & Mellott, LLC, as special counsel, to prepare any documentation as may be necessary to effectuate the transactions contemplated therein.

COUNTY OF ADAMS  
Commonwealth of Pennsylvania

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RESOLUTION NO. 4 of 2019

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A RESOLUTION

OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF ADAMS, COMMONWEALTH OF PENNSYLVANIA (THE “COUNTY”) AUTHORIZING AND DIRECTING THE REVIEW OF THE VALUE OF A CERTAIN QUALIFIED INTEREST RATE MANAGEMENT AGREEMENT (THE “AGREEMENT”) PREVIOUSLY ENTERED INTO BY THE COUNTY; AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN AND CHIEF CLERK OF THE COUNTY TO CONSULT WITH THE COUNTY’S FINANCIAL ADVISOR AND OTHERS, AS APPROPRIATE, ABOUT THE FINANCIAL RAMIFICATIONS OF TERMINATING THE AGREEMENT; AUTHORIZING THE CHAIRMAN, VICE CHAIRMAN OR THE CHIEF CLERK TO NOTIFY THE COUNTERPARTY, HEREINAFTER DEFINED, OF THE TERMINATION OF SUCH AGREEMENT IF SUCH TERMINATION IS IN THE BEST FINANCIAL INTEREST OF THE COUNTY; AUTHORIZING PROPER OFFICERS OF THE COUNTY TO TAKE ALL OTHER REQUIRED, NECESSARY OR DESIRABLE ACTION IN CONNECTION WITH THE TERMINATION OF THE AGREEMENT; PROVIDING FOR THE EFFECTIVENESS OF THIS RESOLUTION; PROVIDING FOR THE SEVERABILITY OF PROVISIONS OF THIS RESOLUTION; AND PROVIDING FOR THE REPEAL OF ALL INCONSISTENT RESOLUTIONS OR PARTS OF RESOLUTIONS.

WHEREAS, The County of Adams, Commonwealth of Pennsylvania (“County”), is a county of the fifth class existing under the laws of the Commonwealth of Pennsylvania (the “Commonwealth”) and is a Local Government Unit, as defined in the Local Government Unit Debt Act, 53 Pa.C.S. § 8001 et seq., as amended and supplemented (the “Debt Act”); and

WHEREAS, The County previously issued its General Obligation Bonds, Series of 2001 (the “2001 Bonds”) to provide financing for certain capital projects and payment of the costs of issuance associated therewith; and

WHEREAS, The County previously issued its General Obligation Bonds, Series of 2002 (the “2002 Bonds”) to provide financing for the advance refunding, defeasance and redemption of all of the outstanding principal amount of the 2001 Bonds and payment of the costs of issuance associated therewith; and

WHEREAS, The County, pursuant to a resolution adopted by the Board of Commissioners on March 30, 2005, entered into an interest rate management agreement with Wachovia Bank, National Association, now Wells Fargo Bank, N.A. (the “Counterparty”), which was designed to manage interest rate risk or interest cost relative to the 2002 Bonds, which agreement is known as the Floating to Floating (Basis) Interest Rate Swap, documented with an ISDA Master Agreement, dated as of April 19,

2005 (collectively, the "Master Agreement") and a Schedule to the Master Agreement dated as of April 19, 2005 (the "Schedule"), a Confirmation, Reference No. 1038241, with a trade dated March 30, 2005 and a Confirmation, Reference No. 2444941, with a trade dated of June 9, 2008 (the "Confirmations"), and the Amendment to the Schedule dated as of November 15, 2011 (the "First Amendment"), entered into in connection with the issuance of the County's General Obligation Notes, Series of 2011 (the "2011 Notes"), in order to refund the 2002 Bonds, and the Amendment to the Schedule dated as of October 30, 2014 (the "Second Amendment" and together with the First Amendment, the "Amendments"), entered into in connection with the issuance of the County's General Obligation Bonds, Series of 2014, in order to refund the 2011 Notes (the Amendments, together with the Confirmations, the Master Agreement and the Schedule, collectively, the "Agreement"); and

WHEREAS, it has come to the attention of the Board of Commissioners that the value of the outstanding Agreement should be reviewed in light of current conditions in the financial markets, and that possible termination of the Agreement could result in a financial benefit to the County.

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

1. The Board of Commissioners of the County hereby authorizes the Chairman or Vice Chairman and the Chief Clerk to consult with Susquehanna Group Advisors, Inc. (the "Financial Advisor") and other parties as requested by the Chairman as to the value of terminating the Agreement in today's financial markets.

2. Upon the recommendation of the Financial Advisor to the effect that such termination is in the best financial interest of the County, the Chairman, Vice Chairman or the Chief Clerk of the County is hereby authorized to take actions recommended by the Financial Advisor with respect to the termination of the Agreement if such termination in whole or in part is in the best financial interest of the County, including providing notice to the Counterparty of termination of the Agreement.

3. Proper officers and officials of this County are hereby authorized and directed to execute, attest and deliver any and all necessary or appropriate certificates, instruments, agreements or documents and to do any and all necessary or appropriate things in connection with the transactions hereby contemplated.

4. The County hereby authorizes and directs the law firm of Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania, as special counsel, to prepare any certificates, documents and agreements as may be necessary to effectuate the transactions hereby contemplated.

5. In the event any provisions, 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 Board of Commissioners that the remainder of this Resolution shall remain in full force and effect.

6. All resolutions or parts thereof, insofar as the same are inconsistent herewith, are repeated hereby.

Duly adopted this 31st day of July, 2019, by the Board of Commissioners of the County of Adams, Commonwealth of Pennsylvania, in lawful session duly assembled.

COUNTY OF ADAMS  
Commonwealth of Pennsylvania

ATTEST:

\_\_\_\_\_  
/s/  
Chairman, Board of Commissioners

\_\_\_\_\_  
/s/  
Chief Clerk

\_\_\_\_\_  
/s/  
Vice Chairman, Board of Commissioners

(SEAL)

\_\_\_\_\_  
/s/  
Member, Board of Commissioners

CERTIFICATE

I, the undersigned officer of the County of Adams, Commonwealth of Pennsylvania (the "County"), hereby certify that: (a) attached to this Certificate is a true, correct and complete copy of the Swap Resolution (the "Resolution") which was duly adopted at a meeting of the Board of Commissioners of the County on July 31, 2019, and that at such meeting a quorum was present and acting throughout, and which was at all times open to the public; (b) that the Resolution was duly recorded in the County's Minutes Book; (c) the County met the advance notice requirements of the Sunshine Act, 65 Pa.C.S. §701 *et seq.* by advertising the date of the meeting and posting a notice of said meeting at the public meeting place of the Board of Commissioners; (d) the total number of members of the Board of Commissioners of the County is three; and (e) the vote upon said Resolution was called and duly recorded upon the minutes of the Board and that the members of the Board voted to approve the Resolution.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the County, this 31<sup>st</sup> day of July, 2019.

\_\_\_\_\_  
/s/  
Chief Clerk

(SEAL)

Motion carried.

**Personnel Report:**

Mr. Martin moved, seconded by Mr. Qually, to approve the Personnel Report as presented:

Clerk of Courts:

Note the end of the Internship for Andrew Phillippi, effective August 2, 2019.

Department of Emergency Services:

- Approve the employment of Keya Castillo, 911 Telecommunicator, effective August 12, 2019.
- Rescind the offer of employment for Ashley Ippolito, 911 Telecommunicator, effective August 1, 2019

Children & Youth Services:

Note the end of the General Leave of Absence for Melissa Calderon, effective July 30, 2019.

Motion carried.

**Expenditures:**

Mr. Qually moved, seconded by Mr. Martin, to approve the following expenditures for the period July 15, 2019 through July 26, 2019:

General Fund Total	\$ 1,498,574.64
General Fund	\$ 594,089.19
Payroll Week #30	\$ 904,485.45
Children & Youth Services	\$ 310,002.67
Liquid Fuels	\$ 4,102.64
HazMat Fund	\$ 749.72
CDBG	\$ 69,096.35
Law Enforcement	\$ 1,040.97
Commissary Fund	\$ 8,119.80
Records Management	\$ 3,155.00

Human Services	\$ 53,967.63
Parks, Recs & Green Space Program	\$ 139,389.54
Capital Projects - Reserve	\$ 68,677.75
Capital Projects – Courthouse Renovation Project-099	\$ 15,431.62
911 Fund	\$ 41,718.37
Internal Service Fund	\$ 367,746.67

Motion carried.

**Other Business:**

No Other Business was brought to the Board at this time.

**Adjournment:**

Mr. Martin moved, seconded by Mr. Qually, to adjourn the Commissioner’s Meeting at 9:34 a.m. this date.

Motion carried.

Respectfully submitted,

Paula V. Neiman  
Chief Clerk