



COUNCIL RESOLUTION NO. 2010-10

**A RESOLUTION AUTHORIZING THE SALE OF UP TO
\$12,000,000 ELECTRIC REVENUE REFUNDING BONDS
OF THE CITY OF DOVER**

WHEREAS, pursuant to Chapter 158, Volume 36, Laws of Delaware, as amended (the “City Charter”) and Chapter 111, Volume 52, Laws of Delaware, as amended (collectively, the “Enabling Acts”), the City of Dover (the “City”) is authorized to issue revenue bonds for the purpose of financing and refinancing improvements to its electric system;

WHEREAS, pursuant to the Enabling Acts, the City adopted a Resolution on December 23, 1985, as subsequently supplemented (the “Original Bond Resolution”) in order to issue various series of electric revenue bonds;

WHEREAS, the Original Bond Resolution was amended and restated by a Resolution adopted on August 23, 2004 (the “Bond Resolution”) pursuant to which the City issued The City of Dover, Delaware \$22,535,000 Electric Revenue Refunding Bonds (Taxable Series 2004) (the “2004 Bonds”);

WHEREAS, the City desires to issue additional revenue bonds pursuant to the Bond Resolution in order to refund the 2004 Bonds; and

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Dover, Delaware (the “Council”) as follows (at least three fourths of all members thereof concurring therein):

1. The Council authorizes the sale of the City’s electric revenue refunding bonds pursuant to the Bond Resolution in the aggregate principal amount of up to \$12,000,000 (the “2010 Bonds”) for a project (the “Project”) consisting of: (a) the refunding of the 2004 Bonds; and (b) the payment of the costs of issuing the 2010 Bonds.

2. The 2010 Bonds shall be sold in a competitive sale in such manner, subject to such terms and at such price as the Mayor and Controller/Treasurer shall determine shall be in the best interest of the City.

3. The Mayor and the Controller/Treasurer are each authorized to accept a bid received in connection with a competitive sale so long as the bid provides for at least a 3% savings for the City.

4. The City declares its official intent within the meaning of Income Tax Regulation §1.150-2 to issue up to \$12,000,000 aggregate principal amount of its 2010 Bonds to finance the Project.

5. The 2010 Bonds shall be issued in one or more series, shall bear interest at such rates, shall be payable and shall mature at such times, shall contain such provisions for optional and mandatory redemption, shall be in such form, certificated or book entry, and shall contain such other terms and conditions as the Mayor and Controller/Treasurer shall determine shall be in the best interest of the City.

6. The Mayor and Controller/Treasurer are authorized to prepare and distribute a Preliminary Official Statement in connection with the offering and sale of the 2010 Bonds and to deem such Preliminary Official Statement final for the purposes of Rule 15c2-12 of the Securities and Exchange Commission and to finalize and distribute an Official Statement.

7. The Mayor and Controller/Treasurer are each authorized to enter into a contract with one or more purchasers of the 2010 Bonds providing for the City to issue and sell said bonds in accordance with the terms of said contract and this Resolution.

8. Upon entering into a contract to issue and sell the 2010 Bonds, the Mayor shall promptly inform the Council of the terms thereof whereupon the Council shall adopt a Resolution confirming the terms thereof.

9. The City hereby covenants for the benefit of holders of the 2010 Bonds that, so long as any 2010 Bonds are outstanding, it will file, or cause to be filed, all financial information, operating data and notices of material events in order to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission with respect to the 2010 Bonds.

10. The City Clerk shall forth with cause to be published once in a newspaper published in the City a notice in substantially the following form:

“NOTICE

“NOTICE IS HEREBY GIVEN that the City Council of the City of Dover, Delaware on August 23, 2010 pursuant to Chapter 111, Volume 52, Delaware Laws, as amended, adopted a resolution entitled as follows:

‘A RESOLUTION AUTHORIZING THE SALE OF UP TO \$12,000,000 ELECTRIC REVENUE REFUNDING BONDS OF THE CITY OF DOVER’

“The purpose of the issuance of said bonds is to provide funds to finance or refinance certain improvements to the City’s electric system.”

“Any action or proceeding to contest the validity of said resolution or any of its provisions must be commenced within thirty (30) days after the publication of this notice. After the expiration of such period of limitation, no right of action or defense founded upon the invalidity of said resolution or any of its provisions shall be asserted, nor shall the validity of such resolution or any of its provisions be open to question in any court upon any ground whatever, except in an action or proceeding commenced within such period.”

By order of the City Council of the City of Dover, Delaware.

City Clerk

11. The Mayor, Controller/Treasurer and Clerk of Council are hereby authorized and directed to take all action deemed by them as necessary and appropriate to carry out the intent of this resolution.

12. This resolution shall take effect immediately upon its passage and approval by the Mayor.

Attest:

Clerk, Dover City Council

President, Dover City Council

APPROVED by the Mayor of the City of Dover on the 23rd day of August, 2010.

Mayor