

**COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA**

RESOLUTION NO. *26-2010*

A RESOLUTION BY THE BOARD OF COMMISSIONERS OF DAUPHIN COUNTY, PENNSYLVANIA, GENERALLY RELATING TO AN ISSUANCE OF TAX-EXEMPT OBLIGATIONS BY THE DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "**AUTHORITY**") AND A LOAN OF THE PROCEEDS THEREFROM TO THE CENTRAL PENNSYLVANIA BLOOD BANK, A PENNSYLVANIA NONPROFIT CORPORATION (THE "**CORPORATION**"), TO REFINANCE EXISTING TAX-EXEMPT OBLIGATIONS PREVIOUSLY ISSUED BY THE AUTHORITY FOR THE BENEFIT OF THE CORPORATION; RATIFYING THE HOLDING THROUGH THE AUTHORITY, AS THE DESIGNEE OF THE COUNTY, OF A PUBLIC HEARING ON BEHALF OF THE COUNTY AS REQUIRED UNDER SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; RATIFYING THE PUBLICATION OF A LEGAL ADVERTISEMENT PROVIDING PUBLIC NOTICE OF THE PUBLIC HEARING IN COMPLIANCE WITH SAID SECTION 147(f); AUTHORIZING THE EXECUTION OF AN APPROVAL CERTIFICATE BY "APPLICABLE ELECTED REPRESENTATIVE" WITH RESPECT TO THE AUTHORITY'S ISSUANCE OF SAID TAX-EXEMPT OBLIGATIONS, ALL AS REQUIRED UNDER SECTION 147(f); AND PROVIDING FOR AN EFFECTIVE DATE AND A GENERAL REPEALER

WHEREAS, the County of Dauphin, Pennsylvania (the "**County**"), pursuant to the provisions of the Economic Development Financing Law, Act of August 23, 1967, P.L. 251, as amended and supplemented (the "**Act**"), heretofore organized the Dauphin County Industrial Development Authority (the "**Authority**"); and

WHEREAS, the Authority exists and operates as a public instrumentality of the Commonwealth of Pennsylvania (the "**Commonwealth**") for, among other things, the public purposes of alleviating unemployment, maintaining employment at a high level, eliminating and preventing blight, eliminating or reducing air and water pollution, and creating and developing business opportunities by the construction, improvement, rehabilitation, revitalization and financing of industrial, commercial and manufacturing enterprises; and

WHEREAS, the Central Pennsylvania Blood Bank (the "**Corporation**"), a nonprofit corporation, organized and existing under the laws of the Commonwealth and a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), heretofore requested the assistance of the of the Authority in connection with the financing of a project (the "**Project**") consisting of (i) the acquisition of certain real property located at 8167 Adams Drive, Hummelstown, PA 17036, in the Township of Swatara, Dauphin County, Pennsylvania, in the development known as Summit View Commerce Park and the construction thereon of an approximately 13,600 square-foot building and related appurtenances and improvements to be used by the Corporation as its headquarters and a laboratory facility together with required storage capacity, and (ii) paying the costs of issuance; and

WHEREAS, the Authority, at the request of the Corporation and pursuant to the Act, heretofore participated in the financing of the Project by issuance of its Mortgage Revenue Note of 2000 (Central Pennsylvania Blood Bank Project), dated September 20, 2000, in the original principal amount of \$1,500,000 (the “**2000 Note**”), which 2000 Note was subsequently modified and amended and restated on October 29, 2003 (the “**Modified Note**”); and

WHEREAS, the Authority, at the request of the Corporation, desires to assist the Borrower in undertaking a project (the “**Refunding Project**”), consisting of (1) the current refunding and retirement of the Modified Note, and (2) paying certain expenses incurred in connection with the financing; and

WHEREAS, the Authority, upon request of the Corporation, desires to undertake the issuance of a tax-exempt obligation, in an amount not to exceed \$1,000,000, which obligation is intended to constitute an issue of “qualified 501(c)(3) bonds”, as such term is defined in the Code, the interest on which will be exempt from federal income tax under Section 103(b) of the Code (the “**Proposed Obligation**”); and

WHEREAS, proceeds of the Proposed Obligation will be loaned by the Authority to the Corporation and applied for and toward costs and expenses of a the Refunding Project; and

WHEREAS, the Proposed Obligation shall not be secured by any pledge of assets, moneys, revenues or taxing power of the County, the Commonwealth or any political subdivision thereof; and

WHEREAS, in order for interest on an issue of private activity bonds, such as the Proposed Obligation, to qualify for the exemption from federal income tax under Section 103(b) of the Code, Section 147(f) of the Code requires the approval of such issue by (i) the “governmental unit”, as such term is defined in Section 147 of the Code, on behalf of which such private activity bonds are issued and (ii) each “governmental unit” having jurisdiction over the area in which any facility, with respect to which financing is to be provided from the proceeds of such private activity bonds, is located (except that if more than one governmental unit has jurisdiction over the area in which such facility is located, only one such unit need approve); and

WHEREAS, Section 147(f) of the Code provides, further, that an issue shall be treated as having been approved by any governmental unit if such issue is approved by the “applicable elected representative” of such governmental unit after a public hearing following reasonable public notice, the “applicable elected representative” being the elected legislative body of such unit; and

WHEREAS, the County is the “governmental unit” and the Board of Commissioners of the County is the “applicable elected representative,” as such terms are defined in the Code, with respect to approving issuance by the Authority of the Proposed Obligation; and

WHEREAS, the Authority, in order to provide for compliance with Section 147(f) of the Code, on behalf of itself and the County, has heretofore caused the publication of a legal notice advertising a public hearing as aforesaid with respect to issuance of the Proposed Obligation to finance the Refunding Project (the “**Public Hearing**”); and

WHEREAS, on June 23, 2010, a duly-advertised Public Hearing in compliance with Section 147(f) of the Code was conducted through the Authority, as the designee of the County.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the County of Dauphin, that:

1. The publication by the Authority of a legal notice advertising the Public Hearing hereby is ratified and the Public Hearing conducted through the Authority on behalf of the County hereby is ratified.

2. The undertaking of the Refunding Project by the Authority as a public project is hereby approved by the County for purposes of Section 147(f) of the Code. The Chairman of this Board of County Commissioners is hereby designated as the “applicable elected representative” and directed to execute a Certificate of Approval indicating this Board of County Commissioners’ approval of the Refunding Project for purposes of Section 147(f) of the Code. The Board of Commissioners intends that delivery of a certified counterpart or copy of a certified counterpart of this Resolution together with delivery by its Chairman of said approval of the “applicable elected representative” shall constitute the “approval by a government unit” required by Section 147(f) of the Code.

3. The Proposed Obligation if and when issued by the Authority shall not be secured, or construed to be secured, by any pledge of assets, moneys, revenues or taxing power of the County.

4. This Resolution shall become effective immediately upon its adoption. Any ordinances or other resolutions to the extent inconsistent herewith hereby are repealed. This Resolution may be amended from time to time by appropriate action of the Board of Commissioners of the County

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DULY RESOLVED AND ADOPTED this 28th day of July, 2010 at a regular meeting of the Board of Commissioners of Dauphin County, Pennsylvania, in lawful session duly assembled.

ATTEST:

BOARD OF COMMISSIONERS OF
DAUPHIN COUNTY, PENNSYLVANIA




Chief Clerk

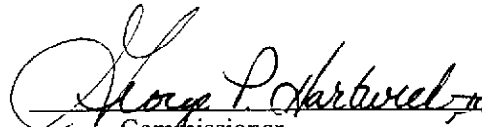


Chairman, Board of Commissioners

(SEAL)



Commissioner



Commissioner

CERTIFICATE

I, the undersigned, Chief Clerk of the County of Dauphin, Pennsylvania (the "**County**"), hereby certify that: (a) attached to this Certificate is a true, correct and complete copy of a Resolution (the "**Resolution**") which was duly adopted at a meeting of the Board of Commissioners of the County on July 28, 2010, at which a quorum was present and acting throughout, and which was at all times open to the public; (b) 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 the meeting at the public meeting place of the Board of Commissioners; (c) said Resolution was adopted by an aye or nay vote; (d) said Resolution and the vote thereon showing how each member voted have been recorded in the minutes of said Board of Commissioners; and (e) said Resolution remains in effect, unaltered and unamended as of the date of this Certificate.

WITNESS my hand and the seal of the County on July 28, 2010.

By:  _____
Chief Clerk

[SEAL]

EXHIBIT D

TEFRA
CERTIFICATE OF APPROVAL

CERTIFICATE OF APPROVAL

Re: Dauphin County Industrial Development Authority

Borrower: Central Pennsylvania Blood Bank, a Pennsylvania nonprofit corporation

Project: Issuance of tax-exempt obligations by the Dauphin County Industrial Development Authority (the "Authority") in an amount not to exceed \$1,000,000, for a project (the "Project"), which includes providing funds for (1) financing the refunding of a tax-exempt note previously issued by the Authority for the benefit of the Borrower, the proceeds of which were applied to finance or refinance the acquisition of a parcel of property situated in the development known generally as Summit View Commerce Park and the construction thereon of an approximately 13,600 square-foot building and related appurtenances and improvements to be used by the Borrower as its headquarters and a laboratory facility together with required storage capacity, and (2) paying certain expenses incurred in connection with the authorization and issuance of the tax-exempt obligations.

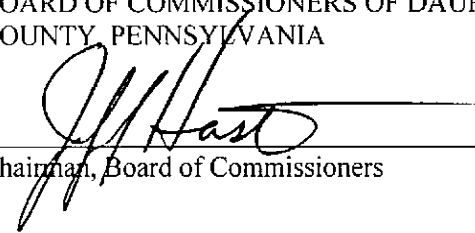
Proposed Project Financing: Dauphin County Industrial Development Authority, Mortgage Revenue Note, Series of 2010 (Central Pennsylvania Blood Bank Project).

After a duly-advertised public hearing held on behalf of the Board of County Commissioners through the Authority at 10:00 a.m., local time, on July 9, 2010, at the offices of the Authority, 112 Market Street, 7th Floor, Harrisburg, Pennsylvania 17101, pursuant to provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and after review of the minutes of said public hearing regarding the Project, the above-described Project is hereby approved for purposes of Section 147(f) of the Code. The Mortgage Revenue Note, Series of 2010 (Central Pennsylvania Blood Bank Project), in a principal amount not to exceed \$1,000,000, proposed to be issued by the Authority to finance the Project will not constitute a debt of or a pledge of the full faith and credit of the County of Dauphin or the Commonwealth of Pennsylvania, or any political subdivision thereof.

The undersigned, as the authorized member of the Board of County Commissioners, executes this Certificate of Approval on behalf of the County of Dauphin, Pennsylvania with respect to the Project. The approval is granted only for the purpose of complying with the requirements of Section 147(f) of the Code for issuance of the Mortgage Revenue Note, Series of 2010 (Central Pennsylvania Blood Bank Project) and does not constitute approval for any permit, license or zoning by the County of Dauphin for the occupancy of the Project.

IN WITNESS WHEREOF, the undersigned has affixed his signature this 28th day of July, 2010.

BOARD OF COMMISSIONERS OF DAUPHIN
COUNTY, PENNSYLVANIA



Chairman, Board of Commissioners