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COUNTY OF DAUPHIN,  
COMMONWEALTH OF PENNSYLVANIA

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RESOLUTION NO. 29-2010

Adopted: ~~July~~ 4, 2010  
*August*

DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE IN THE AREA SERVED BY THE FACILITIES OF UNITED CHURCH OF CHRIST HOMES, INC. TO HAVE SUCH FACILITIES FINANCED BY THE DAUPHIN COUNTY GENERAL AUTHORITY; AUTHORIZING INCIDENTAL ACTION; AND RESCINDING INCONSISTENT RESOLUTIONS.

WHEREAS, the Dauphin County General Authority (the "Authority") is a body corporate and politic organized and existing under the Pennsylvania Municipality Authorities Act, 53 Pa. Cons. Stat. §§ 5601-5622 (2005) (the "Act") by the County of Dauphin, Pennsylvania (the "County"); and

WHEREAS, United Church of Christ Homes, Inc. (the "Corporation") has requested the Authority to assist in the financing of the costs of a project for the Corporation (the "2010 Project"), without recourse for payment of the same against the Authority or any officer, board member, employee, or agent, past, present or future, or against any other moneys, accounts, rights or other assets of the Authority, consisting of (i) the current refunding of the outstanding \$9,600,000 original principal amount Lebanon County Health Facilities Authority Health Center Revenue Bonds, Series of 1997 (United Church of Christ Homes, Inc. Project) previously issued by the Lebanon County Health Facilities Authority for the benefit of the Corporation; (ii) the current refunding of the outstanding \$24,870,000 original principal amount Lebanon County Health Facilities Authority Variable Rate Demand Health Center Revenue Bonds, Series of 1999 (United Church of Christ Homes, Inc. Project) previously issued by the Lebanon County Health Facilities Authority for the benefit of the Corporation; (iii) the current refunding of the outstanding \$10,000,000 original principal amount Upper Dauphin Industrial Development Authority Variable Rate Demand Bonds, Series of 2001 (United Church of Christ Homes, Inc. Project) previously issued by the Upper Dauphin Industrial Development Authority for the benefit of the Corporation; and (iv) the payment of the costs of issuing the tax-exempt bond for the foregoing purposes; and

WHEREAS, the Corporation has presented to the Authority a plan of financing for the 2010 Project that contemplates the issuance by the Authority of a tax-exempt bond or bonds, in the maximum principal amount of \$30,000,000 (the "2010 Bond") under a certain Bond and Loan Agreement (the "Bond Agreement") among the Authority, PNC Bank, National Association (the "Bank"), and the Corporation, pursuant to which the Bank will purchase from the Authority,

and the Authority will issue and sell to the Bank, its 2010 Bond and the Authority will, in turn, loan the proceeds of the 2010 Bond to the Corporation to pay the costs of the 2010 Project; and

WHEREAS, pursuant to the Bond Agreement, the Corporation will make periodic loan payments to the Authority in amounts sufficient to pay, *inter alia*, the debt service on the 2010 Bond; and

WHEREAS, the Act provides that none of the powers granted thereby shall be exercised in the construction, financing, improvement, maintenance, extension or operation of any project or projects which in whole or in part shall duplicate or compete with existing enterprises serving substantially the same purposes; and

WHEREAS, the Act further provides, in relevant part, that the foregoing limitation shall not apply to hospital projects or health centers to be financed with loans to public hospitals, nonprofit corporation health centers or nonprofit hospital corporations serving the public, provided that each municipality organizing an authority for such a project shall declare by resolution or ordinance that it is desirable for the health, safety and welfare of the people of the area served by such facilities to have such facilities provided by or financed through the Authority; and

WHEREAS, in connection with the foregoing, certain action is required to be taken by the County as a prerequisite to the issuance of the 2010 Bond by the Authority.

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

Section 1. It is hereby declared that it is desirable for the health, safety and welfare of the people in the area served by the Corporation to have the 2010 Project financed through the Authority.

Section 2. The approval granted hereby shall not, in any way, pledge or obligate the credit or taxing power of the County, nor shall the County be liable for the payment of the principal of, or interest on, any obligations issued by the Authority.

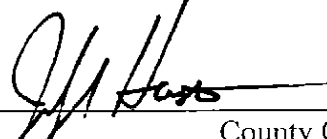
Section 3. The proper officers of the County are hereby authorized, empowered and directed on behalf of the County to execute any and all papers and documents, and to do or cause to be done any and all acts and things necessary or proper for the execution or carrying out of the purposes of these Resolutions.


Section 4. This Resolution shall become effective immediately.

Section 5. All prior resolutions or parts thereof inconsistent herewith are hereby rescinded, canceled and annulled.

ADOPTED, by the Board of Commissioners of the County of Dauphin, Pennsylvania, in lawful session duly assembled, this 4 th day of ~~July~~ <sup>August</sup>, 2010.

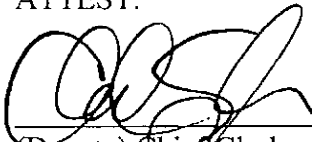
COUNTY OF DAUPHIN, PENNSYLVANIA

By:   
County Commissioner

By:   
County Commissioner

By:   
County Commissioner

ATTEST:

  
(Deputy) Chief Clerk

(SEAL)

I, the undersigned, (Deputy) Chief Clerk, certify that: the foregoing is a true and correct copy of a resolution of the Board of Commissioners of the County of Dauphin, Pennsylvania which was duly adopted by affirmative vote of a majority of the members of the Board of Commissioners of the County present at a meeting duly held on the \_\_\_th day of July, 2010, and such resolution remains in effect, unaltered and unamended, as of the date hereof.

I further certify that the Board of Commissioners of the County met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. §701 et seq., by advertising the date of said meeting, by posting prominently a notice of said meeting at the principal office of the County or at the public building in which said meeting was held, and by providing a reasonable opportunity for public comment at said meeting prior to adopting such resolution.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the County this 4th day of ~~July~~  
*August*, 2010.

[COUNTY SEAL]

  
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(Deputy) Chief Clerk