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COUNTY OF DAUPHIN,
COMMONWEALTH OF PENNSYLVANIA

RESOLUTION #8-2011

A RESOLUTION

BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF DAUPHIN, COMMONWEALTH OF PENNSYLVANIA (THE "COUNTY"), PURSUANT TO THE PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, GENERALLY APPROVING THE ISSUANCE OF TAX EXEMPT OBLIGATIONS BY DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") TO FINANCE A PROJECT LOCATED IN THE COUNTY; AUTHORIZING THE EXECUTION OF AN APPROVAL CERTIFICATE WITH RESPECT TO THE PROJECT; PROVIDING FOR AN EFFECTIVE DATE AND A GENERAL REPEALER.

WHEREAS, Dauphin County Industrial Development Authority (the "Authority") is a public instrumentality and a body politic and corporate organized and existing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth"), having been duly organized by the County of Dauphin, Pennsylvania (the "County"), pursuant to the provisions of the Act of August 23, 1967, P.L. 251, of the Commonwealth, as amended and supplemented, known as the Economic Development Financing Law (the "Act"); and

WHEREAS, the Authority is empowered to finance facilities or activities which promote any of the public purposes set forth in sections 2 or 2.1 of the Act; and

WHEREAS, among the public purposes set forth in the Act are (i) to provide additional or alternative means of financing ... facilities conducive to economic activity within this Commonwealth and (ii) to promote and encourage ... wholesale establishments, whether by the promotion of such establishments themselves or through auxiliary activities such as the promotion of ... other activities deemed appropriate to ... improve an area for industrial, commercial and other economic activity; and

WHEREAS, the Authority, in furtherance of the public purposes of the Act, desires to undertake the issuance of its tax exempt revenue obligation (the "Proposed Obligation") in an amount not to exceed \$670,000 and to make a loan of the proceeds therefrom under the "first-time farmer" program administered by the Pennsylvania Department of Agriculture, to Robert Enders, an individual, to fund a portion of the costs of a project which consists of the acquisition of an approximately 218 acre farm and related equipment and improvements located at 1196A Tourist Park Road, in the Township of Halifax, Dauphin County, Pennsylvania, and certain costs related to the issuance of the Proposed Obligation, pursuant to a financing agreement (the "Financing Agreement"); and

WHEREAS, the total cost of the Project is estimated to be approximately \$895,000; 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(a) of the Internal Revenue Code of 1986, as amended (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; and

WHEREAS, the County is a "governmental unit," as such term is defined in the Code, with respect to approving issuance by the Authority of the Proposed Obligation; and

WHEREAS, Section 147 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 (the "Public Hearing") following reasonable public notice, the "applicable elected representative" being the elected legislative body of such unit; and

WHEREAS, in compliance with Section 147(f) of the Code, the Authority, on behalf of the County, has heretofore caused the publication of a legal notice advertising the Public Hearing; and

WHEREAS, on January 13, 2011, the Authority, as the designee of this County, conducted a duly-advertised Public Hearing in compliance with Section 147(f) of the Code; and

WHEREAS, the Board of Commissioners of the County of Dauphin (the "Board") is, the "applicable elected representative" within the meaning of the Code; and

WHEREAS, the Board wishes to designate the Chairman of the Board, or in his absence, any other Member of the Board, to execute and deliver a Certificate of Approval indicating the Board's approval of the Project for purposes of Section 147(f) of the Code.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the COUNTY OF DAUPHIN, COMMONWEALTH OF Pennsylvania, that:

1. The publication of the legal notice advertising the Public Hearing is hereby ratified and the conduct by the Authority of the Public Hearing as designee of this County under Section 147(f) of the Code hereby is ratified.
2. The undertaking of the Project by the Authority hereby is approved by the County for purposes of Section 147(f) of the Code.
3. The Chairman of this Board of Commissioners, or, in his absence, any other Member of the Board of Commissioners is hereby designated as the applicable elected representative and directed to execute a Certificate of Approval indicating this Board of Commissioners' approval of the Project for purposes of Section 147(f) of the Code.
4. This Resolution shall become effective immediately upon its adoption. Any ordinances or resolutions to the extent inconsistent herewith are hereby repealed.

DULY RESOLVED AND ADOPTED this 16 day of February, 2011, at a regular meeting of the Board of Commissioners of the County of Dauphin, Commonwealth of Pennsylvania, in lawful session duly assembled.

COUNTY OF DAUPHIN,
Commonwealth of Pennsylvania



Chairman, Board of Commissioners




Member, Board of Commissioners



Member, Board of Commissioners

ATTEST:



Acting Chief Clerk

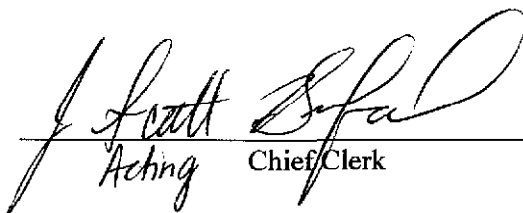
(SEAL)

CERTIFICATE

I, the undersigned officer of the County of Dauphin, Commonwealth of Pennsylvania (the "County"), certify that: the foregoing is a true and correct copy of an Resolution that duly was adopted by affirmative vote of a majority of all members of the Board of Commissioners of the County at a meeting duly held on the February 16, 2011; said Resolution duly has been recorded in the minute book of the Board of Commissioners of the County; and said Resolution has not been amended, altered, modified or repealed as of the date of this Certificate.

I further certify that the Board of Commissioners of the County met the advance notice requirements of the Sunshine Act, 65 Pa. C.S. §701 *et seq.*, as amended, by advertising the time and place of said meeting and 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.

WITNESS my hand and the seal of the County this 16 day of February, 2011.



Acting Chief Clerk

(SEAL)

CERTIFICATE OF APPROVAL

TO: Dauphin County Industrial Development Authority
RE: Tax-exempt Financing / Robert Enders *et ux*

The undersigned, Chairman of the Board of Commissioners of County of Dauphin, Commonwealth of Pennsylvania (the "County"), as the applicable elected representative pursuant to designation by said Board of Commissioners of the County, does hereby approve the plan of Financing and issuance by Dauphin County Industrial Development Authority (the "Authority") of its tax-exempt obligations, not to exceed the principal amount as set forth in the Resolution of the Board of Commissioners of the County, to finance the Project as described below, and for which a public hearing following reasonable public notice was held at the office of the Authority, 112 Market Street, Harrisburg, Pennsylvania, at the time and date, also given below:

Project Owner and User: Robert Enders *et ux*

Amount of Tax-exempt Obligations: Not to exceed \$670,000.

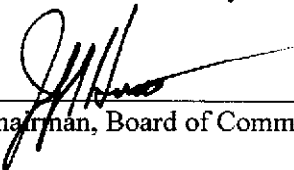
Location of Facility: 1196A Tourist Park Road, Township of Halifax.

Project Description: The project includes financing, on behalf of Robert Enders, to fund a portion of the costs to acquire approximately 150 acres to be used for farming purposes.

Date and Time of Public Hearing: January 13, 2011, 10:00 a.m.

IN WITNESS WHEREOF, the undersigned has affixed his signature this 16 day of February, 2011.

COUNTY OF DAUPHIN,
Commonwealth of Pennsylvania



Chairman, Board of Commissioners

DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

RESOLUTION NO. _____

A RESOLUTION BY THE BOARD OF DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY APPROVING THE APPLICATION OF ROBERT ENDERS *ET UX* WITH RESPECT TO A PROJECT CONSISTING OF ACQUISITION OF A FARM TO BE FINANCED BY AND THROUGH THE AUTHORITY; AUTHORIZING THE ISSUANCE OF A REVENUE NOTE IN A MAXIMUM PRINCIPAL AMOUNT NOT TO EXCEED \$480,000; AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATING TO THE ISSUANCE OF SAID REVENUE NOTE AND THE DISPOSITION OF THE PROCEEDS THEREOF; AND AUTHORIZING AND DIRECTING CERTAIN OFFICERS OF THE AUTHORITY TO DO AND PERFORM SPECIFIED, REQUIRED OR APPROPRIATE ACTS AND THINGS TO CARRY OUT THIS RESOLUTION AND THE FINANCING CONTEMPLATED HEREBY.

WHEREAS, the Authority is a public instrumentality of the Commonwealth of Pennsylvania (the "**Commonwealth**") and a body public, corporate and politic created by action of the Board of County Commissioners of the County of Dauphin (the "**County**") under the Pennsylvania Economic Development Financing Law, Act of August 23, 1967, P.L. 251, as amended and supplemented (the "**Act**"); and

WHEREAS, among the public purposes set forth in the Act are (i) to provide additional or alternative means of financing ... facilities conducive to economic activity within this Commonwealth and (ii) to promote and encourage ... wholesale establishments, whether by the promotion of such establishments themselves or through auxiliary activities such as the promotion of ... other activities deemed appropriate to ... improve an area for industrial, commercial and other economic activity; and

WHEREAS, Robert Enders *et ux* (the "**Applicant**"), by application presented at this meeting (the "**Application**"), has requested the Authority to participate in the financing of a portion of the costs to acquire an approximately 150 acre farm (the "**Premises**") situated in the Township of Halifax, Dauphin County and known generally as 1196A Tourist Park Road (the "**Project**"); and

WHEREAS, the financing of the Project will involve the issuance by the Authority of a tax-exempt obligation, and in furtherance of the public purposes of the Act, the Authority desires to undertake the issuance of its tax-exempt obligation in a maximum principal amount not to exceed \$480,000 (the "**Obligation**"); and

WHEREAS, The Gratz National Bank, with offices in Dauphin County, Pennsylvania (the "**Bank**"), has offered, by its commitment letter (the "**Purchase Proposal**"), to purchase the Obligation upon issuance thereof by the Authority; and

WHEREAS, the Authority desires to issue its Obligation and to make the proceeds available to the Applicant pursuant to a Loan Agreement, dated as of the date of issuance of the Obligation (the "**Loan Agreement**"), between the Authority and the Applicant; and

WHEREAS, pursuant to the Loan Agreement, the Applicant will be obligated to make payments to the Authority in amounts sufficient to pay debt service on the Obligation, and will grant to the bank a mortgage and security interest in the Premises in order to secure the Applicant's obligations under the Loan Agreement; and

WHEREAS, the Authority will assign the Applicant's payments under the Loan Agreement to the Bank as security for the Obligation pursuant to an assignment (the "**Assignment**"); and

WHEREAS, the Authority, as an inducement to the Applicant to proceed with the Project, desires to approve the Application and to take all necessary action authorizing the issuance of the Obligation and the negotiation, execution and delivery of the Loan Agreement, the Assignment, the Purchase Proposal and other required documents, certificates and instruments in connection with the undertaking of the Project and the authorization, issuance and sale of the Obligation.

NOW, THEREFORE, BE AND IT HEREBY IS RESOLVED AS FOLLOWS:

1. The Authority hereby approves the undertaking of the Project and hereby agrees to issue the Obligation subject to the following conditions:

(a) the Board of Commissioners of the County or its authorized representatives shall approve the Project and the financing thereof by the Authority;

(b) the Pennsylvania Department of Community and Economic Development shall approve, in accordance with the Act, issuance of the Obligation to finance the Project; and

(c) all certificates, instruments and documents shall be in a form and substance acceptable to the Authority and the solicitor to the Authority.

2. The Application hereby is approved substantially in the form presented to this meeting, together with such changes as shall be deemed necessary and appropriate by the Executive Director and/or Deputy Executive Director and the solicitor to the Authority.

3. The Authority hereby accepts the Purchase Proposal of the Bank, which Purchase Proposal heretofore was accepted, executed and delivered by the Applicant, and approves the issuance of its Obligation, in a maximum principal amount not to exceed \$480,000 and the disbursement of the proceeds thereof to the Applicant.

4. The Authority shall issue, shall sell and shall deliver the Obligation, said Obligation to contain provisions with respect to interest rates, interest payment dates and maturity dates as are in accordance with the terms of the Purchase Proposal and/or as otherwise agreed upon.

The Obligation shall be a limited obligation of the Authority payable solely and exclusively from the moneys payable under the Loan Agreement, together with such other collateral as shall be pledged, or other security as shall be delivered, or caused to be delivered, by the Applicant to secure the repayment of the indebtedness evidenced by the Obligation.

5. The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority hereby are authorized and directed, as applicable, to negotiate the terms and conditions of the Loan Agreement and the Assignment and to execute, to attest and to deliver the Loan Agreement and the Assignment in the name of and on behalf of the Authority.

6. The Chairman or Vice Chairman of the Authority is hereby authorized to execute the Obligation on behalf of the Authority and the Secretary or Assistant Secretary is hereby authorized and directed to affix the Authority's seal thereon, to attest the same and to deliver to the Bank the Obligation upon the conditions satisfactory to the Solicitor to the Authority and Obligation Counsel.

7. Proper officers of the Authority are authorized and directed to execute and deliver such other documents and to do such other things as may be necessary to carry out the Loan Agreement, the Purchase Proposal, the issuance of the Obligation and the financing contemplated by this Resolution, including such acts and documents as may be necessary to comply with the requirements of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and with regulations implementing said Section 148, and the intent and purpose of this Resolution.

8. Proper officers and staff members of the Authority are authorized and directed to do any and all necessary and appropriate acts to ensure the tax-exempt status of the Obligation.

9. All documents in connection with this transaction shall be subject to the approval of the Chairman or Vice Chairman of the Authority, the Solicitor to the Authority and bond counsel.

10. The Authority approves, ratifies and confirms all action heretofore taken by officers and other persons on behalf of the Authority in connection with the undertaking herein contemplated.

11. No recourse under or upon any obligation, covenant or agreement contained in any instrument or document with respect to the Project or the Obligation or because of any indebtedness incurred thereby, shall be had against any past, present or future member, officer or employee of the Authority or any successor of the Authority under any rule of law, statute or constitutional provision, or by enforcement of any assessment, or by any legal or equitable proceeding or otherwise, it expressly being agreed and understood that such obligation is solely a corporate obligation of the Authority and that no personal liability whatsoever shall attach to or shall be incurred by such members, officers or employees of the Authority or any successor of the Authority or any of them, because of incurring of indebtedness authorized hereby, or under or by reason of any obligation, covenant or agreement contained herein or implied therefrom.

12. The Authority hereby proposes that the Board of Commissioners of the County or its authorized representatives give favorable consideration and approval for the participation of the Authority in the proposed financing, and the Secretary or Assistant Secretary of the Authority hereby is authorized and directed to certify copies of this Resolution and to submit such certified copies of this Resolution to the Board of County Commissioners of the County signifying the desire of the Authority to participate in the financing, as aforesaid.

13. 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 Authority that such remainder shall be and shall remain in force and effect.

14. All resolutions or parts of resolutions inconsistent herewith are expressly repealed.

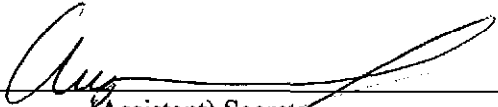
15. The Executive Director and the Deputy Executive Director of the Authority, together with the solicitor to the Authority, hereby are authorized and directed to take such action as is necessary and desirable to carry out the purposes of this Resolution.

16. This Resolution shall become effective immediately.

DULY ADOPTED this 20th day of January, 2011, by the Board of Dauphin County Industrial Development Authority, in lawful session duly assembled.

ATTEST:

**DAUPHIN COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY**



(Assistant) Secretary

By: 

(Vice) Chairman

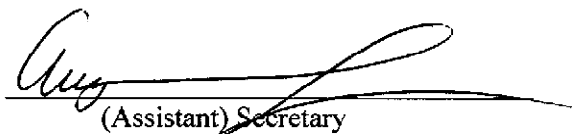
[SEAL]

CERTIFICATE

I, the undersigned (Assistant) Secretary of the Dauphin County Industrial Development Authority (the "Authority"), certify that the foregoing Resolution was adopted by majority vote of the entire Board of the Authority at a meeting duly convened according to law and held on January 20, 2011, at which meeting a quorum was present; said Resolution was adopted by an aye or nay vote; said Resolution and the vote thereon showing how each member voted have been recorded in the minutes of said Board; and said Resolution remains in effect, unaltered and unamended as of the date of this Certificate.

I further certify that the Authority met the public notice requirements of the Sunshine Act, 65 Pa.C.S. §701 *et seq.*, by advertising the place, date and time of said meeting in a newspaper of general circulation and by posting a notice of the place, date and time of said meeting at the meeting place of the Board of the Authority, and by giving notice to parties upon request as required under Section 709 of the Sunshine Act.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the Authority, this ____ day of January, 2011.


(Assistant) Secretary

(SEAL)

MINUTES OF PUBLIC HEARING HELD BY AND THROUGH THE
DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

Wednesday, January 13, 2011 at 10:00 a.m.

PRESENT:

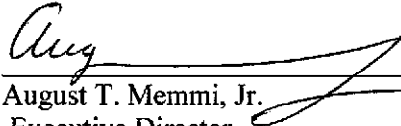
August T. Memmi, Jr., Deputy Executive Director
C. Peter Carlucci, Jr., Esquire, Eckert Seamans Cherin & Mellott, LLC, Solicitor

August T. Memmi, Jr., Deputy Executive Director of the Authority, called the public hearing to order at 10:00 a.m. Mr. Memmi made a presentation concerning the proposed project and financing, the subject of the hearing.

Mr. Memmi presented the proposed project as described in the notice for the public hearing published in *The Patriot-News* on December 27, 2010. The project consists of a financing on behalf of Robert Enders, an individual (the "Applicant"), by issuance of the Authority's tax-exempt obligations, in an amount not to exceed \$480,000, to fund a portion of the costs of a project which consists of the acquisition of an approximately 150 acre farm and related equipment and improvements located at 1196A Tourist Park Road, in the Township of Halifax, Dauphin County, Pennsylvania, and the certain costs related to the issuance of the tax-exempt obligation (the "Project").

Mr. Carlucci stated that the public hearing was being conducted pursuant to the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and that minutes of the hearing would be forwarded to the Dauphin County Commissioners. He described the necessity for an Elected Official's approval under Section 147(f) of the Code, which approval would be indicated by a County Commissioner's Resolution. He further noted that the County Resolution was strictly for purposes of Section 147(f) of the Code and not for any other approval purposes such as local building permits and zoning.

It is hereby noted that no comments regarding the Project were made at the public hearing and that no one from the public was present. There being no further comments, the public hearing was adjourned by Mr. Memmi at 10:10 a.m.


August T. Memmi, Jr.
Executive Director