

*Lm 6/20/12
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**A RESOLUTION OF THE COUNTY OF DAUPHIN, PENNSYLVANIA
APPROVING THE ISSUANCE BY THE PUBLIC FINANCE AUTHORITY
OF BONDS ON BEHALF OF AERO HARRISBURG, LLC**

WHEREAS, Aero Harrisburg, LLC (the "Borrower"), has requested that the Public Finance Authority (the "Authority") issue bonds (the "Bonds") in an amount not to exceed \$5,500,000 to refinance certain outstanding indebtedness of the Borrower, which was previously incurred for the purpose of financing the cost of facilities for air cargo/freight operations (the "Facility") located at Harrisburg International Airport (the "Project"); and

WHEREAS, the Bonds or a portion thereof will be "private activity bonds" for purposes of the Internal Revenue Code of 1986 (the "Code"); and

WHEREAS, pursuant to Section 147(f) of the Code, prior to their issuance, private activity bonds are required to be approved by the "applicable elected representative" of a governmental unit having jurisdiction over the entire area in which any facility financed by such bonds is to be located, after a public hearing held following reasonable public notice; and

WHEREAS, the Project is located in the County; and

WHEREAS, the Bonds shall not be secured by any pledge of assets, moneys, revenues or taxing power of the County; and

WHEREAS, the members of the Board of Commissioners (the "Governing Body") of the County of Dauphin, Commonwealth of Pennsylvania (the "County") are the applicable elected representatives of the County; and

WHEREAS, the Borrower has requested that the Governing Body approve the refinancing of the Project and the issuance of the Bonds in order to satisfy the public approval requirement of Section 147(f) of the Code; and

WHEREAS, pursuant to Section 147(f) of the Code, the Susquehanna Area Regional Airport Authority (the "SARAA"), acting on behalf of the County, has, following notice duly given in the form attached hereto as Exhibit A (the "TEFRA Notice"), held a public hearing regarding the financing and refinancing of the Project and the issuance of the Bonds; and

WHEREAS, the Governing Body now desires to approve the financing and refinancing and the issuance of the Bonds; and

NOW, THEREFORE, BE IT RESOLVED BY THE ABOVE-NAMED GOVERNING BODY AS FOLLOWS:

Section 1. The above recitals are true and correct.

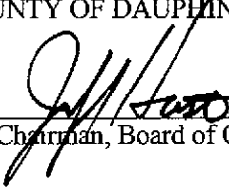
Section 2. The form and publication of the TEFRA Notice advertising the public hearing is hereby ratified and confirmed and the conduct by SARAA, as the designee of the County, of the public hearing under Section 147(f) of the Code hereby is ratified and confirmed.

Section 3. The Governing Body hereby approves the issuance of the Bonds by the Authority for financing the Project. It is the purpose and intent of the Governing Body that this resolution constitute approval of the issuance of the Bonds by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Facility is located, in accordance with Section 147(f) of the Code.

Section 4. The officers of the Governing Body are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing approved hereby.

RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY this 20th day of June, 2012.

COUNTY OF DAUPHIN

By: 
Chairman, Board of Commissioners

(SEAL)

ATTEST:

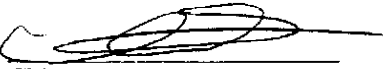

Chief Clerk

EXHIBIT A
TEFRA Notice

The Patriot-News Co.
2020 Technology Pkwy
Suite 300
Mechanicsburg, PA 17050
Inquiries - 717-255-8213

The Patriot-News
Now you know

GREENBERG TRAUIG,LLP
2700 TWO COMMERCE SQUARE
2001 MARKET ST.

PHILADELPHIA PA 19103

**THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS**

Proof of Publication

Under Act No. 587, Approved May 16, 1929
Commonwealth of Pennsylvania, County of Dauphin} ss

Holly Blain, being duly sworn according to law, deposes and says:

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Community Weekly editions which appeared on the date(s) indicated below. That neither she nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That she has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

This ad # 0002212268 ran on the dates shown below:

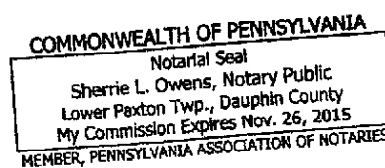
May 29, 2012

Holly Blain

Sworn to and subscribed before me this 31 day of May, 2012 A.D.

Sherrie L. Owens

Notary Public



The Patriot-News Co.
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Suite 300
Mechanicsburg, PA 17050
Inquiries - 717-255-8213

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This ad # 0002212268 ran on the dates shown below:

May 29, 2012

Holly Blain

Sworn to and subscribed before me this 31 day of May, 2012 A.D.

Sherrie L. Owens

Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sherrie L. Owens, Notary Public
Lower Paxton Twp., Dauphin County
My Commission Expires Nov. 26, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

**MINUTES OF PUBLIC HEARING HELD BY AND THROUGH THE
SUSQUEHANNA AREA REGIONAL AIRPORT AUTHORITY**

Tuesday, June 12, 2012 at 9:00 a.m.

PRESENT:

Tom Peiffer
Deputy Director of Finance & Administration
of Susquehanna Area Regional Airport Authority

Scott R. Mehok, Esquire
of Eckert Seamans Cherin & Mellott, LLC

Tom Peiffer, Deputy Director of Finance & Administration, of the Susquehanna Area Regional Airport Authority (the "Authority"), called the public hearing to order at 9:00 a.m. . Mr. Peiffer made a presentation concerning the proposed project and financing, the subject of the hearing.

Mr. Peiffer presented the proposed project as described in the notice for the public hearing published in *The Patriot-News* on May 29, 2012. The project consists of the issuance by the Public Finance Authority of its Senior Airport Facilities Revenue and Refunding Bonds, Series 2012A (Tax-Exempt), in one or more series (the "Bonds") in the maximum principal amount not to exceed \$5,500,000. A portion of the proceeds from the sale of the Bonds will be loaned to Aero Harrisburg, LLC ("Aero") and used to refund certain outstanding indebtedness previously incurred by the Authority on behalf of Aero in connection with Aero's facilities located at Harrisburg International Airport ("HIA"). Aero has a long-term leasehold interest in a tract of land containing an approximately 75,750 square foot air cargo complex and ramp/parking area at HIA.

Scott R. Mehok, Esquire, of the law firm of Eckert Seamans Cherin & Mellott, LLC, 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 Officials' approval under Section 147(f) of the Code, which approvals would be indicated by a Resolution adopted by the Dauphin County Commissioners. 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 other than as referenced above and that no one from the public attended the hearing other than Mr. Peiffer and Mr. Mehok. There being no further comments, the public hearing was adjourned by Mr. Peiffer at 9:10 a.m.



Tom Peiffer
Deputy Director of Finance & Administration