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COUNTY OF DAUPHIN,
COMMONWEALTH OF PENNSYLVANIA

RESOLUTION NO. 21-2012

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 \$488,000 and to make a loan of the proceeds therefrom under the "Next Generation Farmer Loan Program" administered by the Pennsylvania Department of Agriculture, to Gerald L. and Renee N. Gruber, to fund a portion of the costs of a project which consists of the acquisition of an approximately 110 acre farm and related buildings, equipment and improvements located at 4371 Kennedy Lane, Middletown, PA 17057, Township of Londonderry, Dauphin County, Pennsylvania, and certain costs related to the issuance of the Proposed Obligation, pursuant to a financing agreement (the "Project"); and

WHEREAS, the total cost of the Project is estimated to be approximately \$1,170,000; 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 October 10, 2012, 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.

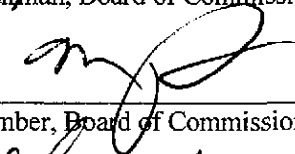
4. This Resolution shall become effective immediately upon its adoption. Any ordinances or resolutions to the extent inconsistent herewith are hereby repealed.

DULY RESOLVED AND ADOPTED this 24th day of October, 2012, 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:



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 October 24, 2012; 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 24 day of October, 2012.



Chief Clerk

(SEAL)

CERTIFICATE OF APPROVAL

TO: Dauphin County Industrial Development Authority
RE: Tax-exempt Financing / Gerald L. and Renee N. Gruber

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: Gerald L. and Renee N. Gruber

Amount of Tax-exempt Obligations: Not to exceed \$488,000.

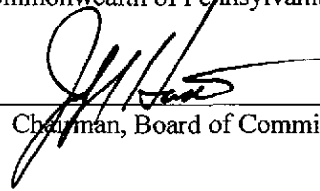
Location of Facility: 4371 Kennedy Lane, Middletown, PA 17057, Township of Londonderry, Dauphin County, Pennsylvania.

Project Description: The project includes financing, on behalf of Gerald L. and Renee N. Gruber, a portion of the costs to acquire approximately 82 acres to be used for farming purposes.

Date and Time of Public Hearing: October 10, 2012, 9:00 a.m.

IN WITNESS WHEREOF, the undersigned has affixed his signature this 24th day of October, 2012.

COUNTY OF DAUPHIN,
Commonwealth of Pennsylvania



Chairman, Board of Commissioners