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COUNTY OF DAUPHIN
Pennsylvania

RESOLUTION 23 2012

WHEREAS, The Bethesda Mission of Harrisburg (the "Borrower"), is a corporation not-for-profit organized and existing under laws of the Commonwealth of Pennsylvania (the "Commonwealth"), and owns and operates facilities which provide a shelter, health clinic, and support services for adult men in the City of Harrisburg, Dauphin County, Pennsylvania (the "Facilities"); and

WHEREAS, Upper Dauphin Industrial Development Authority (the "Authority"), an industrial and commercial development authority incorporated pursuant to appropriate action of the Borough of Millersburg, Dauphin County, Pennsylvania, and is existing under the Economic Development Financing Law, as amended, 73 P.S. §371, *et seq.*, of the Commonwealth, proposes to act as a conduit issuer and to issue a tax-exempt obligation in the maximum principal amount of \$2,300,000 (the "Obligation"), the proceeds of which will be used to: (1) refinance a taxable promissory note of the Borrower issued on August 31, 2007 in the original principal amount of \$2,000,000, in connection with a prior capital project of the Borrower that constructed alterations, additions, and improvements to the Facilities; and (2) paying the costs and expenses of the financing (collectively, the "Refunding Project"); and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), provides that tax-exempt obligations may not be issued for the benefit of persons other than state and local governments unless the issue is approved by the "applicable elected

representative” of a governmental unit having jurisdiction over the geographic location of the site of the facility to be financed, following a public hearing of which reasonable public notice is given; and

WHEREAS, The facilities to be financed as part of the Refunding Project are located within the jurisdiction of this County; and

WHEREAS, Notice of a public hearing with respect to the Refunding Project and the proposed issuance of the Obligation by the Authority as a tax-exempt obligation has been published in the *The Patriot News* of Mechanicsburg, Pennsylvania, a newspaper of general circulation in the area to be served by the Refunding Project; and

WHEREAS, The Authority has asked this County to approve the use of tax-exempt financing for the Refunding Project; and

WHEREAS, The Authority, by its representative, has submitted to this County a brief report, summary, or synopsis of the public hearing; and

WHEREAS, Upon review of the summary of said public hearing and other pertinent information regarding the Refunding Project and its financing, the Board of County Commissioners of the County desires to approve the use of tax-exempt financing for the Refunding Project.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF THIS COUNTY AS FOLLOWS:

1. The advertisement and holding of a public hearing on behalf of this County regarding the Refunding Project and the issuance of the Obligation as a tax-exempt obligation, as required by Section 147(f) of the Code, is hereby authorized, approved and ratified.
2. The Board of County Commissioners of this County hereby authorizes and directs its Chairman or Vice Chairman to execute and deliver on behalf of the Board of County

Commissioners of this County a Certificate of Approval with respect to the Obligation, such Certificate of Approval to be substantially in the form attached hereto as Exhibit A.

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

4. Nothing in this Resolution is intended to be, nor shall it be construed as, an approval of the Refunding Project or the Obligation by this County for any purpose other than the public approval requirement of Section 147(f) of the Code.

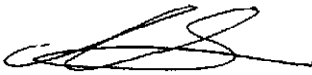
5. All prior actions of this County and of the Authority taken in conformity with the intent and purposes of this Resolution are ratified, confirmed and approved.

6. All prior resolutions or parts of resolutions, insofar as such shall be inconsistent herewith, shall be and the same expressly are repealed.

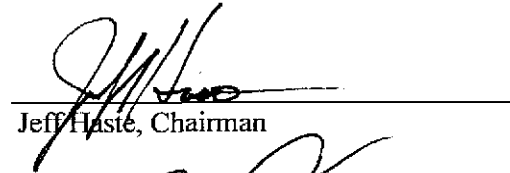

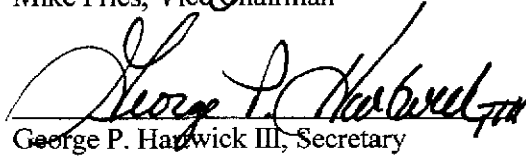
DULY ADOPTED this 17 day of November, 2012, by the Board of
County Commissioners of the County of Dauphin, Pennsylvania, in lawful session duly assembled.

ATTEST:

COUNTY OF DAUPHIN
BOARD OF COMMISSIONERS



Laura E. Evans, Esquire
Chief Clerk


Jeff Hasté, Chairman
Mike Pries, Vice Chairman
George P. Hanwick III, Secretary

(SEAL)

EXHIBIT A

(FORM OF CERTIFICATE OF APPROVAL)

**COUNTY OF DAUPHIN
Pennsylvania**

CERTIFICATE OF APPROVAL

The undersigned, being the applicable elected representative of the County of Dauphin, Pennsylvania (the "County"), a political subdivision (a county) of the Commonwealth of Pennsylvania, does hereby approve the use of tax-exempt financing in the maximum amount set forth below for a refunding project of The Bethesda Mission of Harrisburg (the "Borrower"), that includes: (1) refunding and retiring a taxable promissory note issued by the Borrower on August 31, 2007, in the original principal amount of \$2,000,000 (the "Outstanding Note"), that financed the construction of alterations, additions, and improvements to its facilities located at 611 Reily Street, Harrisburg, Pennsylvania, and (2) paying related costs and expenses. Such financing shall be evidenced by a tax-exempt obligation to be issued by UPPER DAUPHIN INDUSTRIAL DEVELOPMENT AUTHORITY (the "Authority"). This Approval is being given after due consideration of the minutes of a public hearing on the matter held on the date and at the time and place set forth below following reasonable public notice:

Applicant: The Bethesda Mission of Harrisburg

Operator or Manager of Facility: The Bethesda Mission of Harrisburg

Maximum Aggregate Face Amount of Tax-Exempt Obligation to be Issued With Respect to the Facility: \$2,300,000

Functional Description of the Type and Use of Facilities Being Financed: Shelter, health clinic, and support services for adult men

Location of Facilities being Financed: 611 Reily Street, Harrisburg, Pennsylvania


Time, Date and Place of Public Hearing: 10:00 a.m., prevailing local time, October 24, 2012, at the offices of Shaffer & Engle Law Offices, LLC, 512 Market Street, Millersburg, Pennsylvania, 17061.

Notice of Public Hearing: Notice of Hearing published October 8, 2012, in the *The Patriot News*, Mechanicsburg, Pennsylvania.

Synopsis of Hearing: A Synopsis of the Hearing was prepared and submitted by the Authority or its delegate and is on file with the Chief Clerk of the Board of County Commissioners of the County.

This Approval is given by the County as a governmental unit with elected representatives having jurisdiction over the geographic location of the facilities to be financed, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended. The obligation to be issued by the Authority shall not constitute a debt or obligation of the County, and the County hereby assumes no obligation whatsoever with respect to payment of the same. This Certificate of Approval is not intended to be, nor shall it be construed as, an approval of the obligation to be issued by the Authority or of the Project for any purpose other than the public approval requirement of Section 147(f) of the Code.

IN WITNESS WHEREOF, the undersigned, being duly authorized to act on behalf of the Board of County Commissioners of the County, has executed this Approval this 7 day of November, 2012.



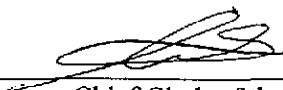
(Vice) Chairman of the Board of County
Commissioners of the County of Dauphin,
Pennsylvania

CERTIFICATE

I, the undersigned Chief Clerk of the Board of County Commissioners (the "Board") of the COUNTY OF DAUPHIN, PENNSYLVANIA (the "County"), certify: that the foregoing is a true and correct copy of a Resolution that duly was adopted by affirmative vote of a majority of all members of the Board at a meeting duly convened and held according to law on November 7, 2012, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Board; and that said Resolution is in full force and effect, without amendment, alteration or repeal, as of the date of this Certificate.

I further certify that the Board met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. §701, *et seq.*, by advertising the time and place 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 such meeting prior to adopting said Resolution, all as required by such Act.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the County, this 7 day of November, 2012.



Chief Clerk of the County

(SEAL)