

LM 12/12/18
RAM

RESOLUTION NO. 16 OF 2018

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF DAUPHIN, APPROVING THE FINANCING BY THE CUMBERLAND COUNTY MUNICIPAL AUTHORITY OF A PROJECT FOR THE BENEFIT OF DIAKON LUTHERAN SOCIAL MINISTRIES WHICH PROJECT CONSISTS OF, AMONG OTHER THINGS, THE REFUNDING OF CERTAIN OUTSTANDING DEBT OF THE AUTHORITY ISSUED FOR THE BENEFIT OF DIAKON LUTHERAN SOCIAL MINISTRIES; DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE IN DAUPHIN COUNTY SERVED BY DIAKON LUTHERAN SOCIAL MINISTRIES, TO HAVE THE PROJECT LOCATED IN DAUPHIN COUNTY PROVIDED BY AND FINANCED THROUGH THE AUTHORITY; DESIGNATING THE CHAIRMAN OF THE BOARD OF COMMISSIONERS OR, IN HIS ABSENCE, ANY OTHER MEMBER OF THE BOARD OF COMMISSIONERS AS THE PERSON TO ACT ON BEHALF OF THE BOARD OF COMMISSIONERS AS THE "APPLICABLE ELECTED REPRESENTATIVE" WITHIN THE MEANING OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AUTHORIZING SUCH CHAIRMAN OR ANY SUCH MEMBER OF THE BOARD OF COMMISSIONERS TO TAKE CERTAIN ACTIONS ON BEHALF OF THE BOARD OF COMMISSIONERS AS SUCH "APPLICABLE REPRESENTATIVE;" AND AUTHORIZING OTHER NECESSARY AND APPROPRIATE ACTION.

WHEREAS, The Cumberland County Municipal Authority (the "Authority") is a municipal authority incorporated pursuant to a resolution of the Board of Commissioners of the County of Cumberland, Pennsylvania, and is existing under and governed by the provisions of the Pennsylvania Municipality Authorities Act, 53 Pa. C.S.A. §5601 *et seq.*, as amended and supplemented (the "Authorities Act"); and

WHEREAS, The Authorities Act permits the Authority to assist in the financing of buildings and facilities for health centers; and

WHEREAS, Diakon Lutheran Social Ministries, a Pennsylvania nonprofit corporation ("DLSM") has requested that the Authority finance a project (the "Project") which consists of, among other things: (1) the current refunding of the Authority's Revenue Note, Series A of 2014 (Diakon Lutheran Social Ministries Project) (the "2014 Note"); and (2) the payment of the costs and expenses incident to the issuance of the 2019 Bonds; and

WHEREAS, DLSM has represented to the Authority that (i) it owns the facilities comprising the Project, (ii) proceeds of the 2014 Note were used to finance or refinance the acquisition, construction, renovation, improvement and equipping of certain skilled nursing, personal care and independent living facilities owned and operated by DLSM; and (iii) such facilities comprise a "health center" in that they constitute integrated facilities which provide

substantial health care services on a nonsectarian basis and reasonably related services and which are operated by a nonprofit corporation existing under the laws of the Commonwealth of Pennsylvania (the “Commonwealth”); and

WHEREAS, In order to finance the Project, DLSSM has requested that the Authority issue its Revenue Bonds or Notes (Diakon Lutheran Social Ministries Project) Series A of 2019 (the “2019 Bonds”); and

WHEREAS, The County of Dauphin (the “County”) approves the financing of the Project located in the County (the “Frey Village Project”) for the benefit of DLSSM, and has determined that it is in the best interests of the people in the County, and is desirable for the health, safety and welfare of the people in County to have the Frey Village Project (as part of the Project) provided, and undertaken, by the Authority; and

WHEREAS, Pursuant to the Internal Revenue Code of 1986, as amended (the “Code”), all bonds or notes to be executed by the Authority, such as the 2019 Bonds to be issued to finance the Project for the benefit of DLSSM, must be approved by the “applicable elected representative” of the governmental units in which the Project is located after a public hearing following reasonable public notice; and

WHEREAS, Pursuant to the Code, the term “applicable elected representative” means, among other things, the elected legislative body of the governmental unit in which the Project is located; and

WHEREAS, A portion of the Project, comprising the Frey Village project, is located in the County; and

WHEREAS, The Board of Commissioners of the County (the “Board”) is the “applicable elected representative” of the County within the meaning of the Code; and

WHEREAS, The Board desires to authorize and direct any member of its Board to act on its behalf as such “applicable elected representative.”

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD, AS FOLLOWS:


1. In connection with the financing of the Project by the Authority, this Board of Commissioners hereby declares it to be desirable for the health, safety and welfare of the people in Dauphin County, to have the Frey Village Project (as part of the Project) provided by, and financed through, the Authority.
2. The Board hereby empowers, authorizes and directs the Chairman of the Board or, in his absence, any other member of the Board, to execute and deliver an “approval of applicable representative” in the form attached hereto; provided that, such approval shall be delivered only following a public hearing, held on behalf of the County, which has followed reasonable public notice, with respect to the Project (described on such approval). The Board intends that this resolution and the subsequent execution and delivery of the approval of “applicable elected representative” by any

Commissioner of this County shall constitute the "approval by a government unit" required by Section 147 (f) of the Code.

3. 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.
4. The County acknowledges that the Authority is entitled to rely upon, and will rely upon, the findings and determinations of this County as set forth in Paragraph 1 above.

ADOPTED this 12th day of December, 2018 by the Board of Commissioners of the County of Dauphin, in lawful session duly assembled.

BOARD OF COMMISSIONERS OF
DAUPHIN COUNTY, PENNSYLVANIA

By: 
Jeff Haste, Chairman

By: 
Mike Pries, Vice Chairman

By: 
George P. Hartwick, III, Secretary

I, Chad Saylor, Chief Clerk to the County of Dauphin, Pennsylvania, do hereby affirm that the above resolution was passed unanimously by the Dauphin County Board of Commissioners on the 12th day of December, 2018.

ATTEST:



CHIEF CLERK
COUNTY OF DAUPHIN, PENNSYLVANIA

Date: December 12, 2018