

*Comm Workshop 4/27/05/jk*

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF  
THE COUNTY OF DAUPHIN  
COMMONWEALTH OF PENNSYLVANIA**

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**RESOLUTION NO. 15-2005**

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WHEREAS, Dauphin County Industrial Development Authority (the "Authority") is a public instrumentality of the Commonwealth of Pennsylvania and a public body corporate and politic organized and existing under the Economic Development Financing Law, Act of August 23, 1967, P.L. 251, as amended (the "Act"); and

WHEREAS, WITF, Inc., a Pennsylvania corporation not-for-profit (the "Company"), has requested the assistance of the Authority in connection with the financing of a project (the "Project") consisting of (i) the acquisition, construction, furnishing, and equipping of a new public media center facility located in the Township of Swatara, Dauphin County, Pennsylvania; and (ii) the payment of the costs of issuance of the Bonds (hereinafter defined); and

WHEREAS, in order to finance the Project, the Company has requested the Authority to issue its Variable Rate Demand/Fixed Rate Revenue Bonds (WITF, Inc. Project) Series of 2005 (the "Bonds"); and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), the issuance of the debt must be approved after a public hearing following reasonable public notice by the "applicable elected representative" of the governmental unit on behalf of which the Bonds are issued, or if such governmental unit has no elected officials, the "applicable elected representative" of the elected governmental body having jurisdiction over the issuer and the area within which the Project will be located; and

WHEREAS, the Board is the "applicable elected representative" of the County within the meaning of the Code, with jurisdiction over the Authority and the Project; and

WHEREAS, the Authority held a public hearing on April 19, 2005, with respect to certain obligations to be issued by the Authority in connection with the Project in accordance with the requirements of Section 147 of the 1986 Code, and through counsel has reported to the Board of Commissioners of this County that no public comment in opposition to such Project or issuance of such obligations was offered; and

WHEREAS, the Board desires to take action responsive to such request for approval.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the County of Dauphin, as follows:

SECTION 1. There being no public objection stated to the Project, this Board grants its approval for this issuance of tax-exempt obligations for the benefit of the Corporation's facilities to be situate in this County as a part of the Project.

SECTION 2. This Board designates the Chairman or Vice Chairman of the Board of County Commissioners of this County to execute and deliver a Certificate of Approval with respect to such obligations and the Project on behalf of this Board.


SECTION 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.

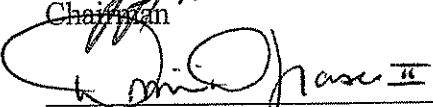
SECTION 4. All action of this Board and of the Authority taken in conformity with the intents and purposes of this Resolution are ratified, confirmed and approved in all respects.


SECTION 5 This Resolution shall become effective immediately.

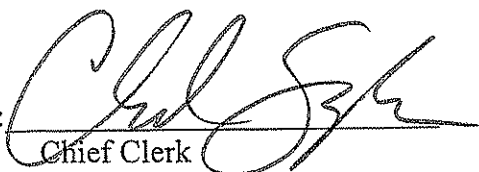
SECTION 6. All resolutions or parts of resolutions, insofar as such shall be inconsistent herewith, shall be and the same expressly are repealed.

ADOPTED this 27<sup>th</sup> day of April, 2005, by the Board of Commissioners of the County of Dauphin, in lawful session duly assembled.

  
\_\_\_\_\_  
Chairman

  
\_\_\_\_\_  
Commissioner

  
\_\_\_\_\_  
Commissioner

Attest:   
\_\_\_\_\_  
Chief Clerk

(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 of the Commonwealth of Pennsylvania, does hereby approve the use of tax-exempt financing in the maximum amount set forth below for a project of the WITF, Inc. (the "Corporation") that includes acquisition, construction, equipping, and furnishing of a public media center to be located in the Township of Swatara, Dauphin County, Pennsylvania, and owned and operated by the Corporation, including the payment of costs and expenses of financing (collectively, the "Project"). Such financing shall be evidenced by a tax-exempt obligation or obligations to be issued by Dauphin County Industrial Development Authority (the "Authority"). This Approval is being given after due consideration of the comments received during a public hearing on the matter held on the date and at the time and place set forth below following reasonable public notice:

**Applicant:** WITF, INC.

**Operator or Manager of Facility:** WITF, INC.

**Maximum Aggregate Face Amount of Tax-Exempt Obligations to be Issued With Respect to the Facility:** \$22,000,000

**Functional Description of the Type and Use of Facilities Being Financed:** 72,000 square feet office and public radio broadcast and production facility.

**Location of Facilities being Financed:** 4760 Highland Street (Township of Swatara) Harrisburg, Dauphin County, Pennsylvania

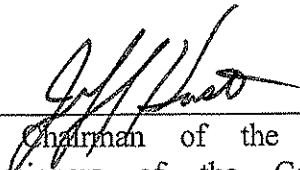
**Time, Date and Place of Public Hearing:** 10:00 a.m., prevailing local time, April 19, 2005, at the board meeting room of the Office of Community and Economic Development of the County of Dauphin in the Dauphin County Administration Building, Two South Second Street, Harrisburg, Pennsylvania.

**Notice of Public Hearing:** Notice of Hearing published March 26, 2005, in the Patriot News, Harrisburg, Pennsylvania.

**Synopsis of Hearing:** A Synopsis of the Hearing was prepared and submitted by the Solicitor to the Authority or his delegate and is on file with the Secretary of the County.

This Approval is given by the County as the next higher governmental unit with elected representatives from which the Authority derives its authority to finance the Project, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended. The obligations to be issued 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 obligations 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 27<sup>th</sup> day of April, 2005.


  
\_\_\_\_\_  
Chairman of the Board of County  
Commissioners of the County of Dauphin,  
Pennsylvania

CERTIFICATE

I, the undersigned Secretary of the County of Dauphin, Dauphin County, 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 of County Commissioners of the County at a meeting duly convened and held according to law on April 27, 2005, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Board of County Commissioners of the County; 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 of County Commissioners of the County 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 office of the Chief Clerk 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 \_\_\_ day of April, 2005.

  
\_\_\_\_\_  
Chief Clerk of the County

(SEAL)



DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY  
TEFRA HEARING  
Tuesday, April 19, 2005  
2 South Second Street, Harrisburg, PA  
2<sup>nd</sup> Floor Conference Room

MINUTES

**Present:** C. Peter Carlucci, August "Skip" Memmi, David Twaddell, and Lisa Kerr Zieger

**Minutes:** Mr. Memmi opened the hearing at 10:00 a.m. on April 19, 2005. He reported that Notice of the hearing was published in the Patriot News on March 26, 2005. Mr. Memmi opened the floor for public comment on the IDA's proposed issue of tax-exempt bonds in the principal amount not to exceed \$22 million to finance a project for WITF, Inc.

No written comments were received. As no members of the public were present to comment, Mr. Memmi adjourned the meeting at 10:03 a.m.