

Comm mtg. 11/08/06/jz

THE COUNTY OF DAUPHIN, PENNSYLVANIA

RESOLUTION #27-2006

A RESOLUTION AUTHORIZING THE SALE OF SPRING CREEK REHABILITATION AND HEALTH CARE CENTER TO CONTINUUM CARE HOLDINGS, INC. AND RELATED AGREEMENTS

WHEREAS, the County of Dauphin, Pennsylvania, owns and operates Spring Creek Rehabilitation and Health Care Center (hereinafter "Spring Creek"), a long term care facility; and

WHEREAS, the Commissioners of the County of Dauphin (hereinafter the "Commissioners"), have determined that the County's continued ownership and operation of Spring Creek is no longer economically feasible, nor in the best interests of the County as a whole; and

WHEREAS, the Commissioners made it publicly known that Spring Creek was available for purchase at its fair market value; and

WHEREAS, the Commissioners received an offer to purchase Spring Creek from Continuum Care Holding, Inc. (hereinafter "Continuum"); and

WHEREAS, the Commissioners determined that Continuum's offer to purchase Spring Creek was in compliance with the mandates of the County Code as it relates to the sale of real property and institutions for the care of dependents.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The County affirms its action of June 28, 2006, to approve the Purchase Agreement, Operations Transfer Agreement, and June 28, 2006 Letter Agreement regarding the

sale of Spring Creek to Continuum, and its action of October 4, 2006, to approve the Amendment to the Purchase Agreement and the Tax Settlement Agreement. Approved and certified copies of the minutes reflecting such action are attached hereto.

2. Any actions taken by the County or its representatives or agents regarding the sale of Spring Creek to Continuum prior to the passage of this resolution are confirmed, ratified and approved.

3. By adoption of this Resolution, the following agreements and documents, presented herewith, are approved by the Commissioners, and the Commissioners, as well as the representatives or agents of the County, are hereby authorized and directed to execute and deliver the following and to take any and all actions deemed necessary and appropriate in connection with the same:

- a. the Declaration of Restrictive Covenants;
- b. the Right of First Offer Agreement;
- c. the Dauphin County Inmate Services Agreement;
- d. the Shared Services Agreement;
- e. the Deed for conveyance of real property;
- f. the Seller's Affidavit regarding title; and
- g. the Amended and Restated Declaration of Reciprocal Easements and Rights of Way

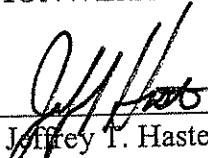
4. The Commissioners, and the representatives and agents of the County, in connection with the sale of Spring Creek or any of the transactions described or contemplated by the foregoing resolutions or otherwise by the Purchase Agreement and Operations Transfer Agreement, are hereby authorized to take any and all actions, to execute and deliver any and all further documents, and to take any and all such other actions as any of the Commissioners, or

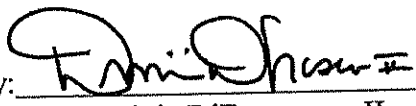
such representatives or agents, deem necessary or appropriate in order to effectuate the purposes or carry out the intent of the foregoing resolutions. Further, the execution and delivery or filing of any such documents or the taking of any such action by the Commissioners, or the representatives or agents of the County, conclusively shall evidence the due authorization and approval thereof by the County.

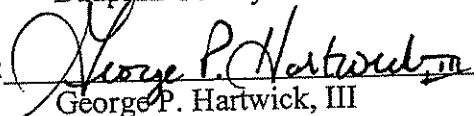
5. In the event any provision, section, sentence, clause or part of this resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this resolution, it being the intent of the County that such remainder shall be and shall remain in full force and effect.

DULY ADOPTED, by the Commissioners of the County of Dauphin, Pennsylvania, in lawful session duly assembled, this 8th day of November, 2006.

**COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA**

By: 
Jeffrey T. Haste
Chairman
Dauphin County Commissioner

By: 
Dominic DiFrancesco, II
Vice Chairman
Dauphin County Commissioner


By: 
George P. Hartwick, III
Secretary
Dauphin County Commissioner

CERTIFICATE

I, the undersigned, Chief Clerk of the County of Dauphin, Pennsylvania (the "County"), certify: that the foregoing is a true and correct copy of a Resolution which duly was adopted by affirmative vote of a majority of all members of the Commissioners of the County of Dauphin at a meeting duly held on the 8th day of November, 2006, at which meeting a quorum was present; and 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 Commissioners of the County met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. Ch. 7 of the Commonwealth of Pennsylvania, by advertising the time and place of said meeting, by posting prominently a notice of said meeting at the principal offices of the County or at the public building in which said meeting was held, and by providing a reasonable opportunity for public comment at said meeting, all in accordance with such Act.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the County, this 8th day of November, 2006.



Chad Saylor
Chief Clerk
County of Dauphin

(SEAL)