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RESOLUTION NO. 28-2006

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF COUNTY OF DAUPHIN, PENNSYLVANIA, APPROVING THE FINANCING BY THE CUMBERLAND COUNTY MUNICIPAL AUTHORITY OF A PROJECT FOR THE BENEFIT OF DIAKON LUTHERAN SOCIAL MINISTRIES, THE LUTHERAN HOME AT TOPTON, PENNSYLVANIA, LUTHERAN SERVICES NORTHEAST, THE LUTHERAN WELFARE SERVICES OF NORTHEAST PENNSYLVANIA, INC., TRESSLER LUTHERAN SERVICES AND HOSPICE SAINT JOHN (COLLECTIVELY THE "OBLIGATED GROUP"), WHICH PROJECT CONSISTS, GENERALLY, OF THE FUNDING OF VARIOUS CAPITAL IMPROVEMENTS AT THE FACILITIES OF THE OBLIGATED GROUP, DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE IN THE AREAS SERVED BY THE OBLIGATED GROUP FOR THE AUTHORITY TO PARTICIPATE IN THE FINANCING OF THE PROJECT; AUTHORIZING THE APPROVAL OF THE PROJECT FOR FEDERAL INTERNAL REVENUE CODE PURPOSES; 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 is governed by provisions of the Pennsylvania Municipality Authorities Act of May 2, 1945, P. L. 382 (the "1945 Act"), which 1945 Act is codified and continued by Act No. 22, approved on June 19, 2001, 53 Pa.C.S.A. §5601 *et seq.*, as amended and supplemented (the "Act"); and

WHEREAS, Diakon Lutheran Social Ministries ("Diakon"), The Lutheran Home at Topton, Pennsylvania ("LHT"), Lutheran Services Northeast ("LSN"), The Lutheran Welfare Services of Northeast Pennsylvania, Inc. ("LWS"), Tressler Lutheran Services ("TLS"), and Hospice Saint John ("HSJ" and together with Diakon, LHT, LSN, LWS AND TLS, the "Obligated Group"), are each a not-for-profit corporation organized and existing under laws of the Commonwealth of Pennsylvania; and

WHEREAS, the Obligated Group has requested the Authority to assist in the financing of a project (the "Project") for the benefit of the Obligated Group, which Project consists of, among other things, the issuance and sale by the Authority of one or more series of tax-exempt revenue bonds (the "Bonds"), and the use of the proceeds thereof to finance, among other things, (a) the acquisition, construction, renovation, improvement and equipping of existing skilled nursing, assisted living and independent living facilities known as (i) Cumberland Crossings located in Cumberland County; (ii) Pocono Lutheran Village located in Lehigh County; (iii) Buffalo Valley located in Union County; (iv) Fry Village located in Dauphin County; (v) Luther Crest located in Lehigh County; (vi) Manatawny Manor located in Chester County; (vii) Ohesson Manor located in Mifflin County; (viii) Twining located in Bucks County; (ix) Buehrle Center located in Berks County; (x) Henry Health Center located in Berks County; (xi) Topton Luther Haven located in Berks County; and (xii) Tower Court II Apartments located in Berks County; and (b) the payment of a portion of the costs and expenses of issuing the Bonds; and

WHEREAS, the Authority has, pursuant to the provisions of the Act, heretofore adopted resolutions approving the financing of the Project, subject to the approval of the Board of Commissioners (the "Board") of the County of Dauphin (the "County"), as required by the Act; and

WHEREAS, this Board has determined that the financing of the Project for the benefit of the Obligated Group is desirable for the health, safety and welfare of the people of the County and, specifically, of the area served by the Obligated Group; and

WHEREAS, the approval by this Board, as evidenced by this Resolution, will permit the Authority to finance the Project with no risk or liability to this County or its citizens and taxpayers.

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


1. In connection with the financing of the Project, this Board hereby approves the Project and declares the Project to be desirable for the health, safety and welfare of the people of the County and, specifically, of the area served by the Obligated Group, for the Authority to participate in the financing of the Project by the issuance of its Bonds as set forth in the resolutions of the Authority.

2. 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, premium, if any, or interest on the Bonds to be issued by the Authority to finance the Project.

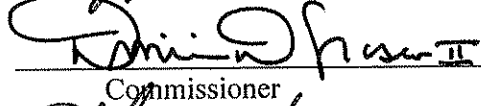
3. The Chair or any other Commissioner of the Board is hereby authorized to execute the "Approval of Applicable Elected Official" with respect to the Authority's financing of the Project through the issuance of the Bonds in order to comply with the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended.

ADOPTED THIS 20th DAY OF November, 2006.

COUNTY OF DAUPHIN, PENNSYLVANIA



Chair



Commissioner



Commissioner

Attest: 

Chief Clerk

APPLICABLE ELECTED REPRESENTATIVE APPROVAL

I, the undersigned a member of the Board of County Commissioners of the County of Dauphin, Pennsylvania (the "County"), having been designated and empowered to approve the issuance of bonds to finance the costs of projects within the County, hereby approve the following project to be financed through the issuance of bonds by the Cumberland County Municipal Authority for the benefit of Lutheran Services Northeast ("LSN"), Tressler Lutheran Services ("TLS"), The Lutheran Welfare Service of Northeastern Pennsylvania, Inc. ("LWS"), The Lutheran Home at Topton, Pennsylvania ("LHT"), Hospice Saint John ("HSJ") and Diakon Lutheran Social Ministries ("Diakon") (collectively, the "Obligated Group"):

INITIAL OWNERS/OPERATORS	NAME OF PROJECT	ADDRESS OF PROJECT
<u>Tressler Lutheran Services</u>	Frey Village	1020 N. Union Street Middletown (Dauphin County), PA 17057-2199

Description and Amount of Bond Issuance, Date and Time of Hearing:

TOTAL AMOUNT OF
BOND ISSUE:

Not to Exceed \$85,000,000

DESCRIPTION OF
PROJECTS TO BE
FINANCED:

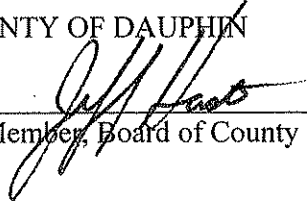
The acquisition, construction, renovation, improvement and equipping of existing skilled nursing, assisted living and independent living facilities known as (i) Cumberland Crossings located in Cumberland County; (ii) Pocono Lutheran Village located in Lehigh County; (iii) Buffalo Valley located in Union County; (iv) Fry Village located in Dauphin County; (v) Luther Crest located in Lehigh County; (vi) Manatawny Manor located in Chester County; (vii) Ohesson Manor located in Mifflin County; (viii) Twining located in Bucks County; (ix) Buehrle Center located in Berks County; (x) Henry Health Center located in Berks County; (xi) Topton Luther Haven located in Berks County; and (xii) Tower Court II Apartments located in Berks County.

DATE AND TIME OF
HEARING

November 10, 2006 at 10:00 a.m.

The approval hereby granted is limited in operation and effect to the Internal Revenue Code of 1986, as amended, and the regulations promulgated with respect thereto, and shall not create any liability or obligation on the part of the County of Dauphin.

COUNTY OF DAUPHIN

By  _____
Member, Board of County Commissioners

Dated: November 15, 2006

TRANSCRIPT OF PUBLIC HEARING

TRANSCRIPT OF PUBLIC HEARING OF DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY CONDUCTED ON BEHALF OF THE COUNTY OF DAUPHIN, ON NOVEMBER 10, 2006 AT 10:00 A.M. AT THE DAUPHIN COUNTY ADMINISTRATION BUILDING, 2 SOUTH SECOND STREET, HARRISBURG, PENNSYLVANIA, PURSUANT TO A NOTICE DULY PUBLISHED IN THE PATRIOT NEWS ON OCTOBER 27, 2006.

Present at the hearing on behalf of the Authority was August Memmi, Jr., Deputy Executive Director, and C. Peter Carlucci, solicitor, respectively, of the Authority.

The Public Hearing was convened for the purpose of obtaining public comments concerning the proposed issuance by Cumberland County Municipal Authority of its tax-exempt bonds in the aggregate principal amount of not to exceed \$85,000,000 (the "Bonds"). The Bonds will provide funds to finance all or a portion of the costs of several projects located in eight (8) counties, including Dauphin County, consisting of (i) the acquisition, construction, renovation, improvement and/or equipping of a existing skilled nursing, assisted living and independent living facilities, including in Dauphin County the facility generally known as Frey Village; and (ii) payment of a portion of the costs and expenses of issuing the tax-exempt bonds.

A description of the proposed financing, as it appeared in the public notice, was read; copy of proof of publication is attached.

THERE BEING NO MEMBERS OF THE GENERAL PUBLIC IN ATTENDANCE AND THEREFORE NO QUESTIONS OR COMMENTS, THE HEARING WAS ADJOURNED.

DAUPHIN COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

By: /s/ August Memmi, Jr.
August Memmi, Jr.

Dated: November 13, 2006

**THE PATRIOT NEWS
THE SUNDAY PATRIOT NEWS**

Proof of Publication

Under Act No. 587, Approved May 16, 1929
Commonwealth of Pennsylvania, County of Dauphin} ss

Joseph A. Dennison, being duly sworn according to law, deposes and says:

That he is the Assistant Controller of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 812 to 818 Market Street, in the City of Harrisburg, County of Dauphin, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 812 to 818 Market Street, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular daily and/or Sunday/ Metro editions which appeared in the 27th day(s) of October 2006. That neither he nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true; and

That he has personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot-News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the stockholders and board of directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in and for said County of Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

**PUBLICATION
COPY**

**NOTICE OF PUBLIC HEARING
DAUPHIN COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY
PURSUANT TO
INTERNAL REVENUE CODE
SECTION 147(f)**

**NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN of a Pub-
lic Hearing to be held by Dauphin Coun-
ty Industrial Development Authority
with respect to the issuance of tax-
exempt obligations by Cumberland
County Municipal Authority to finance
the Project described below. The Hear-
ing will be held at 10:00 a.m., prevailing
eastern time, on November 10, 2006, at
the office of Dauphin County Industrial
Development Authority located at 2
South Second Street, 2nd Floor, Harris-
burg, PA 17101, at which time testimony
and other comments from the public will
be heard. Pertinent project information
to be considered is as follows:**

Project Owner and User: Tressler Lu-
theran Services, a Pennsylvania non-
profit corporation

Amount of Tax-exempt Obligations: A
portion of one or more series of tax-
exempt bonds or notes not to exceed in
the aggregate the sum of \$84,000,000

Location of Project: 1029 N. Union
Street, Middletown

Project Description: The Project in-
cludes: The acquisition, construction,
renovation, improvement and equipping
of existing skilled nursing, assisted liv-
ing and independent living facilities
known as (1) acquisition, construction,
renovation, improvement and equipping
of existing skilled nursing, assisted liv-

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Sworn to and subscribed before me this 30th day of October 2006 A.D.

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Terry L. Russell, Notary Public
City of Harrisburg, Dauphin County
My Commission Expires June 6, 2010

Member, Pennsylvania Association of Notaries

Terry L. Russell
NOTARY PUBLIC

ECKERT, SEAMANS, CHERIN & MELLOTT
ATTN: C. PETER CARLUCCI, JR., ESQUIRE
213 MARKET STREET, 8TH FLOOR
HARRISBURG, PA. 17108-1248