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RESOLUTION NO. 26-2009

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF DAUPHIN, PENNSYLVANIA, APPROVING THE FINANCING BY THE CUMBERLAND COUNTY MUNICIPAL AUTHORITY OF A PROJECT FOR THE BENEFIT OF DIAKON LUTHERAN SOCIAL MINISTRIES ("DLSM"), WHICH PROJECT CONSISTS, GENERALLY, OF THE FUNDING OF VARIOUS CAPITAL IMPROVEMENTS AT DLSM'S FACILITIES AND THE REFUNDING OF CERTAIN OUTSTANDING DEBT OF THE AUTHORITY ISSUED ON BEHALF OF DLSM, DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE IN THE AREAS SERVED BY DLSM 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 ("DLSM") is a not-for-profit corporation organized and existing under laws of the Commonwealth of Pennsylvania; and

WHEREAS, DLSM has requested the Authority to assist in the financing of a project (the "Project") for the benefit of DLSM, 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, (1) the current refunding of the Authority's Revenue Bonds (LSN/TLS Obligated Group Project) Series D of 2003 (the "2003 Bonds"); (2) the current refunding of the Authority's Variable Rate Revenue Bonds, Series B of 2007 (Diakon Lutheran Social Ministries Project) (the "2007 Bonds"); (3) the acquisition, construction, renovation, improvement and equipping of administrative, skilled nursing, assisted living and independent living facilities known as (i) Cumberland Crossings Retirement Community located in Cumberland County; (ii) Pocono Lutheran Village located in Monroe County; (iii) Buffalo Valley Lutheran Village located in Union County; (iv) Frey Village located in Dauphin County; (v) Luther Crest located in Lehigh County; (vi) Manatawny Manor located in Chester County; (vii) Ohesson located in Mifflin County; (viii) Twining Village located in Bucks County; and (ix) The Lutheran Home at Topton located in Berks County; (4) the funding of a debt service reserve fund for the Bonds; (5) the payment of one or more termination payments with respect to certain outstanding interest rate management agreements of DLSM; and (6) the payment of the costs and expenses incident to the issuance of 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, Pennsylvania (the "County"), as required by the Act; and

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

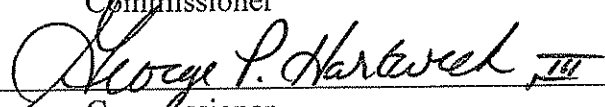
3. The Chair or any other Commissioner of the Board is hereby authorized to execute the "Approval of Applicable Elected Official" with respect to the Authority's financing of the Project through the issuance of the Bonds in order to comply with the provisions of Section 147(f) of the Internal Revenue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

ADOPTED THIS 4TH DAY OF NOVEMBER, 2009.

COUNTY OF DAUPHIN,
PENNSYLVANIA



Chair


Commissioner


Commissioner

Attest: 

Chief Clerk

APPLICABLE ELECTED REPRESENTATIVE APPROVAL

I, the undersigned Chair 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 projects to be financed through the issuance of bonds by the Cumberland County Municipal Authority for the benefit of Diakon Lutheran Social Ministries ("DLSM"):

| INITIAL OWNERS/OPERATORS | NAME OF PROJECT | ADDRESS OF PROJECT |
|-----------------------------------|---|--|
| Diakon Lutheran Social Ministries | The Lutheran Home at Topton | One South Home Avenue Topton (Berks County), PA 19562 |
| | Luther Crest | 800 Hausman Road Allentown (Lehigh County), PA 18104 |
| | Manatawny Manor | Rt. 724 at Old Schuylkill Road, Pottstown (Chester County), PA 19465 |
| | Pocono Lutheran Village | 329 East Brown Street East Stroudsburg (Monroe County), PA 18301 |
| | Buffalo Valley Lutheran Village | 889 Fairground Road Lewisburg (Union County), PA 17837 |
| | Ohesson | 276 Green Avenue Lewistown (Mifflin County), PA 17044-1699 |
| | Frey Village | 1020 N. Union Street Middletown (Dauphin County), PA 17057-2199 |
| | Twining Village | 280 Middle Holland Road Holland (Bucks County), PA 18966 |
| | Cumberland Crossings Retirement Community | 1 Longsdorf Way Carlisle (Cumberland County), PA 17013 |

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

TOTAL AMOUNT OF
BOND ISSUE:

Not to Exceed \$135,000,000

DESCRIPTION OF
PROJECTS TO BE
FINANCED:

Proceeds of the Bonds will be used to finance (1) the current refunding of the Authority's Revenue Bonds (LSN/TLS Obligated Group Project) Series D of 2003 (the "2003 Bonds"); (2) the current refunding of the Authority's Variable Rate Revenue Bonds, Series B of 2007 (Diakon Lutheran Social Ministries Project) (the "2007 Bonds" and together with the 2003 Bonds, the "Refunded Bonds"); (3) the acquisition, construction, renovation, improvement and equipping of administrative, skilled nursing, assisted living and independent living facilities known as (i) Cumberland Crossings Retirement Community located in Cumberland County; (ii) Pocono Lutheran Village located in Monroe County; (iii) Buffalo Valley Lutheran Village located in Union County; (iv) Frey Village located in Dauphin County; (v) Luther Crest located in Lehigh County; (vi) Manatawny Manor located in Chester County; (vii) Ohesson located in Mifflin County; (viii) Twining Village located in Bucks County; and (ix) The Lutheran Home at Tipton located in Berks County; (4) the funding of a debt service reserve fund for the Bonds; (5) the payment of one or more termination payments with respect to certain outstanding interest rate management agreements of DLSM, and (6) the payment of the costs and expenses incident to the issuance of the Bonds.

Proceeds of the 2003 Bonds and the 2007 Bonds were used to finance or refinance the acquisition, construction, renovation, improvement and equipping of the skilled nursing, assisted living and independent living facilities identified above.

DATE AND TIME OF
HEARING

November 4, 2009 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


Chair

Dated: November 4, 2009