

Com. 2004. 5/19/04/jr

RESOLUTION NO. 12-2004

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF THE
COUNTY OF DAUPHIN, PENNSYLVANIA, APPROVING THE ISSUANCE OF A TAX
EXEMPT REVENUE NOTE TO BE ISSUED IN CONNECTION WITH THE FIRETREE, LTD
PROJECT

WHEREAS, the Firetree, Ltd., a Pennsylvania nonprofit corporation (the "Corporation") intends to secure tax exempt financing through a Municipal Authority's issuance of a Revenue Note, Series of 2004, in a total approximate principal amount of \$6,000,000 (the "Note"), the proceeds of which shall be used for the following:

(1) To refinance the following loans made to the Corporation: (a) the Conewago Wernersville Building 30 loan by the Manufacturers and Traders Trust Company, which provided for the construction of capital improvements and equipping of the Conewago Wernersville Building 30, located at Sportsman Road, Township of South Heidelberg, County of Berks, Commonwealth of Pennsylvania; (b) the Conewago-Harrisburg loan by Woodlands Bank, which provided for the construction of capital improvements and equipping of the Conewago-Harrisburg Facility, located at 1829 North Front Street, City of Harrisburg, County of Dauphin, Commonwealth of Pennsylvania; (c) the Conewago Place loan by the Manufacturers and Traders Trust Company, which provided for the construction of capital improvements and equipping of the Conewago Place Facility, located at 424 Nyes Road, Borough of Hummelstown, County of Dauphin, Commonwealth of Pennsylvania; (d) the Firetree Corporate Office loan by Woodlands Bank, which provided for the construction of capital improvements and equipping of the Firetree Corporate Office, located at 800 West Fourth Street, City of Williamsport, County of Lycoming, Commonwealth of Pennsylvania; (e) the Capital Pavilion loan by the Manufacturers and Traders Trust Company, which provided for the construction of capital improvements and equipping of the Capital Pavilion Facility, located at 2006-2012 North Fourth Street, City of Harrisburg, County of Dauphin, Commonwealth of Pennsylvania; (f) the Outbound House loan by the Manufacturers and Traders Trust Company, which provided for the construction of capital improvements and equipping of the Outbound House Facility, located at 2901 North Sixth Street, City of Harrisburg, County of Dauphin, Commonwealth of Pennsylvania and (g) the Conewago Wernersville Building 27 loan by the Alcat Mortgage Company, which provided for the construction of capital improvements and equipping of the Conewago Wernersville Building 27, located at Sportsman Road, Township of Upper Bern, County of Berks, Commonwealth of Pennsylvania, (the "Facilities") and (2) paying the costs of financing (the "Project").

WHEREAS, the Facilities are owned or leased and operated by the Corporation.

WHEREAS, the Project is being undertaken by the Authority at the request of the Corporation, a Pennsylvania non-profit corporation and;

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") requires the approval of the Project and the issuance of the Note by the "applicable elected representative" of the governmental unit on behalf of which the Note is to be issued and of the governmental unit having jurisdiction over the area in which the Project is located, such approval is

to be given after public hearing following reasonable public notice; and

WHEREAS, for the purposes of Section 147(f) of the Code, the Board of County Commissioners of the County of Dauphin (the "Commissioners") has designated itself as the "applicable elected representative" to approve the Authority's projects located in the County of Dauphin, and

WHEREAS, a public hearing on the issuance of the Note was held on behalf of the Commissioners at the regularly scheduled Workshop Board meeting which begins at 10:00 am on Wednesday, May 12, 2004 in the Hearing Room at the Dauphin County Administration Building, 4th Floor, located at Market and Second Streets, Harrisburg, PA, following due notice of the same as published in The Patriot News on Friday, April 23, 2004 and

WHEREAS, at the hearing no opposition to the issuance of the Note was raised; and

WHEREAS, the issuance of the Note will enhance the economic environment and employment opportunities in the County of Dauphin and it is desirable for the health, safety and welfare of the people in the area served by the Firetree, Ltd. to have the Project financed through a Municipal Authority, and

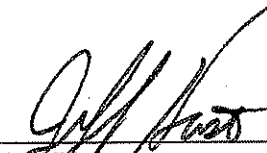
NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Dauphin, AND IT HEREBY IS RESOLVED THAT:

1. Issuance of a Municipal Authority's Note in an approximate amount of \$6,000,000 is approved.
2. It is desirable for the health, safety and welfare and the improvement of employment opportunities of the people in the area served by Firetree, Ltd. to have the Project financed through the Authority.
3. The Note shall be a limited obligation of the Municipal Authority and will not constitute a debt, or pledge the credit of, the Municipal Authority, or the Commonwealth of Pennsylvania or any political subdivision thereof, including the County of Dauphin.
4. Following proper execution, attestation and sealing of this Resolution, the Chief Clerk of the County of Dauphin is hereby directed to deliver certified copies of this Resolution to Wayne D. Gerhold, Note Counsel for the Municipal Authority at U.S. Steel Tower, Suite 4680, 600 Grant Street, Pittsburgh, PA 15219.

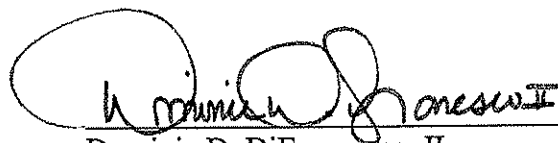
DULY ADOPTED by the Board of County Commissioners of the County of Dauphin, in lawful session assembled, on May 19, 2004.

[SEAL]


COUNTY OF DAUPHIN



Jeff Haste
Chairman,



Dominic D. DiFrancesco, II
Vice Chairman



George P. Hartwick, III
Secretary

Attest:



Chad Saylor
Chief Clerk

CERTIFICATE

I, the undersigned, Chief Clerk of the County of Dauphin, hereby certify that the attached is a true copy of a Resolution which was duly adopted by the affirmative vote of a majority of all the members of the Board of County Commissioners of the County of Dauphin at a meeting held on the date of execution thereof, that due notice was given and the meeting (relevant to the adoption of this Resolution) was at all times open to the public; that the vote upon the Resolution is still in full force and effect as of this date; and that the members of the Board of County Commissioners voted in the following manner:

	Yes	No	Abstain	Absent
Jeff Haste	<u>X</u>	_____	_____	_____
Dominic DiFrancesco	<u>X</u>	_____	_____	_____
George Hartwick	<u>X</u>	_____	_____	_____

WITNESS my hand and seal of the Local Government Unit this 19th day of May, 2004.

COUNTY OF DAUPHIN



Chad Saylor
Chief Clerk

[SEAL]