

LM min. 12/15/04

**COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA**

RESOLUTION NO. 44-2004

A RESOLUTION BY THE BOARD OF COUNTY COMMISSIONERS OF DAUPHIN COUNTY, PENNSYLVANIA, GENERALLY RELATING TO AN ISSUANCE OF NOTES BY THE DAUPHIN COUNTY HOSPITAL AUTHORITY AND A LOAN OF THE PROCEEDS THEREFROM TO THE JEWISH HOME OF GREATER HARRISBURG, A PENNSYLVANIA NONPROFIT CORPORATION (THE "CORPORATION"), TO REFINANCE CERTAIN EXISTING NOTES OF THE AUTHORITY, THE PROCEEDS OF WHICH WERE LOANED TO THE CORPORATION TO FINANCE A PROJECT, INCLUDING (I) FINANCING CERTAIN CAPITAL PROJECTS AT THE CORPORATION'S FACILITY, AND (II) THE REFINANCING OF THE CORPORATION'S OUTSTANDING DEBT RELATING TO ITS FACILITY, LOCATED IN THE TOWNSHIP OF LOWER ALLEN, DAUPHIN COUNTY, PENNSYLVANIA, AND SPECIFICALLY: (1) MAKING A DETERMINATION THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE CITIZENS OF THE COMMONWEALTH OF PENNSYLVANIA AND THE RESIDENTS OF DAUPHIN COUNTY TO HAVE THE PROJECT FINANCED THROUGH THE DAUPHIN COUNTY HOSPITAL AUTHORITY; (2) RATIFYING THE HOLDING OF A PUBLIC HEARING REQUIRED UNDER SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; (3) RATIFYING THE PUBLICATION OF A LEGAL ADVERTISEMENT PROVIDING PUBLIC NOTICE OF THE PUBLIC HEARING IN COMPLIANCE WITH SAID SECTION 147(f); (4) AUTHORIZING THE EXECUTION OF AN APPROVAL CERTIFICATE WITH RESPECT TO THE PROJECT; AND (5) PROVIDING FOR AN EFFECTIVE DATE, A GENERAL REPEALER AND AN AMENDMENT.

WHEREAS, the Dauphin County Hospital Authority (the "Authority") was duly incorporated under the provisions of the Municipality Authorities Act, as amended (the "Act"), having been duly organized by the County of Dauphin, Pennsylvania (the "County"); and

WHEREAS, the Act specifies, inter alia, that the purpose of the Authority shall be for "acquiring, holding, constructing, improving, maintaining and operating, owning, leasing either in the capacity of lessor or lessee ... hospitals, health center;..."; and

WHEREAS, the Jewish Home of Greater Harrisburg (the "Corporation") is a Pennsylvania nonprofit corporation which has been designated as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from federal income tax under Section 501(a) of the Code; and

WHEREAS, the Corporation undertook a project (the "Project") consisting of (i) financing certain capital additions and improvements to the Corporation's existing 140 bed health center facility (the "Existing Facility") located at 4000 Linglestown Road in Lower Paxton Township, Dauphin County, Pennsylvania (the "Premises"), including, among other things, the acquisition, construction and equipping of a special care unit for dementia residents, the

construction of a new laundry, renovations to the existing nurses' stations and the reconfiguration of existing support spaces, (ii) financing the acquisition and construction of a new approximately 64,000 square foot, fifty-five unit assisted living facility (the "Assisted Living Facility", and together with the Existing Facility, collectively, the "Facilities") located on the Premises, and (iii) refinancing the Corporation's outstanding tax-exempt indebtedness evidenced by The Harrisburg Authority's Revenue Note of 1993 (Jewish Home of Greater Harrisburg Project); and

WHEREAS, the Authority assisted the Corporation in undertaking the Project by providing to the Corporation loans in the amount of \$16,900,000 pursuant to a Loan Agreement and Supplemental Loan Agreement (the "2000-2001 Loan Agreement") between the Authority and the Corporation; and

WHEREAS, to provide funds to loan to the Corporation for the Project, the Authority issued its tax-exempt revenue notes consisting of its \$8,000,000 Mortgage Revenue Note, Series A of 2000 (Jewish Home of Greater Harrisburg Project) (the "2000A Authority Note"), its \$1,700,000 Mortgage Revenue Refunding Note, Series B of 2000 (Jewish Home of Greater Harrisburg Project) (the "2000B Authority Note") and its \$7,200,000 Mortgage Revenue Note, Series of 2001 (Jewish Home of Greater Harrisburg Project) (the "2001 Authority Note") (collectively, the "2000-2001 Notes"); and

WHEREAS, Fulton Bank, with offices in Harrisburg, Pennsylvania (the "Bank") purchased the 2000-2001 Notes upon issuance by the Authority; and

WHEREAS, the Corporation desires to refinance 2000-2001 Notes (the "Refinancing Project") and has requested the Authority and the Bank's assistance in such endeavor; and

WHEREAS, the Authority desires to assist the Corporation in undertaking the Refinancing Project by providing to the Corporation loans in an aggregate amount not to exceed \$13,000,000, pursuant to a Loan Agreement (the "Loan Agreement"), between the Authority and the Corporation; and

WHEREAS, in order to provide funds to make the loans to the Corporation for the Refinancing Project, the Authority intends to issue its tax-exempt revenue notes designated as Dauphin County Hospital Authority, Mortgage Revenue Note, Series of 2004 (Jewish Home of Greater Harrisburg Project) (the "2004 Note") and Dauphin County Hospital Authority, Mortgage Revenue Note, Series of 2005 (Jewish Home of Greater Harrisburg Project) (the "2005 Note" and together with the 2004 Note, the "Notes") in the aggregate principal amount not to exceed \$13,000,000; provided, however, neither the 2004 Note nor the 2005 Note shall be issued unless and until the Bank and the Corporation execute and deliver to the Authority independent Note Purchase Commitments for each such Note; and

WHEREAS, the Bank has offered, by its commitment letter dated December ___, 2004 (the "Purchase Proposal"), to purchase the Notes upon authorization pursuant to each Note Purchase Commitment and issuance by the Authority; and

WHEREAS, said tax-exempt obligations shall not be secured by any pledge of assets, moneys, revenues or taxing power of the County of Dauphin, the Commonwealth of Pennsylvania or any political subdivision thereof; and

WHEREAS, Section 4A(b)(2)(iv) of the Act provides that none of the powers granted thereby shall be exercised in the construction, financing, improvement, maintenance, extension or operation of any hospital project or projects or health centers to be leased to, or financed with loans to, public hospitals, nonprofit corporation health centers or nonprofit hospital corporations serving the public unless the municipality organizing an authority for such project shall declare by resolution or ordinance that it is desirable for the health, safety and welfare of the people in the area served by such facilities to have such facilities provided by, or financed through, an authority; and

WHEREAS, in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), a public hearing (the "Public Hearing") following notice duly given must be conducted by the governmental unit or its designee (the "Governmental Unit") having jurisdiction over the area in which any facility, with respect to which financing is to be provided from the proceeds of the Authority's tax-exempt obligations, is located; and

WHEREAS, the Board of County Commissioners of the County of Dauphin, as such Governmental Unit, conducted the Public Hearing required by Section 147(f) of the Code; and

WHEREAS, the Board of County Commissioners has caused, in compliance with Section 147(f) of the Code, the publication of a legal notice advertising the intention of the Board of County Commissioners to conduct the Public Hearing.

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

1. It is hereby determined and declared that, within the meaning of the Act, it is desirable for the health, safety and welfare of the citizens of the Commonwealth of Pennsylvania and the residents of the County that the Authority finance the Project.

2. The conducting of the Public Hearing required under Section 147(1) of the Code by the Board of County Commissioners is hereby approved and ratified.

3. The publication by the Board of County Commissioners of a legal notice advertising the Public Hearing is hereby ratified.

4. The proper officer or officers of the Board of County Commissioners are hereby authorized to execute a Certificate of Approval indicating the Board of County Commissioners' approval of the Project for purposes of Section 147(f) of the Code.

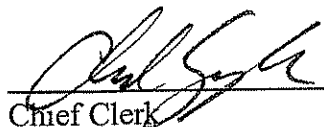
5. This Resolution shall become effective immediately upon its adoption. Any ordinances or resolutions to the extent inconsistent herewith are hereby repealed. This Resolution

may be amended from time to time by appropriate action of the Board of Commissioners of the County.

DULY RESOLVED AND ADOPTED this 15th day of December, 2004 at a regular meeting of the Board of County Commissioners of Dauphin County, Pennsylvania, in lawful session duly assembled.

ATTEST:

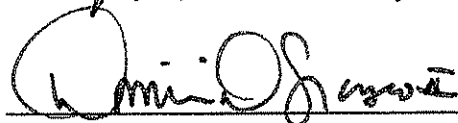
**BOARD OF COUNTY COMMISSIONERS OF
DAUPHIN COUNTY, PENNSYLVANIA**



Chief Clerk

By: 

Chairman, Board of County Commissioner



Commissioner



Commissioner

CERTIFICATE

I, the undersigned, Chief Clerk of the County of Dauphin, Pennsylvania (the "County"), hereby certify that: (a) attached to this Certificate is a true, correct and complete copy of a Resolution (the "Resolution") which was duly adopted at a meeting of the Board of County Commissioners of the County on December 15, 2004, at which a quorum was present and acting throughout, and which was at all times open to the public; (b) the County met the advance notice requirements of Act No. 1998-93 by advertising the date of the meeting and posting a notice of the meeting at the public meeting place of the Board of County Commissioners; (c) said Resolution was adopted by an aye or nay vote; (d) said Resolution and the vote thereon showing how each member voted have been recorded in the minutes of said Board of County Commissioners; and (e) said Resolution remains in effect, unaltered and unamended as of the date of this Certificate.

WITNESS my hand and the seal of the County on December 15, 2004.

By: _____

Chief Clerk

[SEAL]

COUNTY OF DAUPHIN COMMONWEALTH OF PENNSYLVANIA

Board of Commissioners of Dauphin County

CERTIFICATE OF APPROVAL

Re: Dauphin County Hospital Authority

Corporation: Jewish Home of Greater Harrisburg

Project: Issuance of tax-exempt obligations by the Dauphin County Hospital Authority (the "Authority") in an amount not to exceed \$13,000,000, and a loan of the proceeds therefrom to the Jewish Home of Greater Harrisburg, a Pennsylvania nonprofit corporation (The "Corporation") for a project (the "Project"), which includes the refinancing of certain existing notes of the Authority, the proceeds of which were loaned to the Corporation to (i) finance certain capital additions and improvements to the Corporation's existing 140 bed health center facility, located at 4000 Linglestown Road in Lower Paxton Township, Dauphin County, Pennsylvania (the "Premises"), including, among other things, the acquisition, construction and equipping of a special care unit for dementia residents, the construction of a new laundry, renovations to the existing nurses' stations and the reconfiguration of existing support spaces, (ii) finance the acquisition and construction of a new approximately 64,000 square foot, fifty-nine unit assisted living facility located on the Premises, (iii) refinance the Corporation's existing debt evidenced by The Harrisburg Authority's Revenue Note of 1993 (Jewish Home of Greater Harrisburg Project), and (iv) pay costs of issuance of the Authority's tax-exempt obligations.

Proposed Project Financing: Dauphin County Hospital Authority, Mortgage Revenue Note, Series of 2004 (Jewish Home of Greater Harrisburg Project) and Dauphin County Hospital Authority, Mortgage Revenue Note, Series of 2005 (Jewish Home of Greater Harrisburg Project), together in the maximum aggregate principal amount not to exceed \$13,000,000.

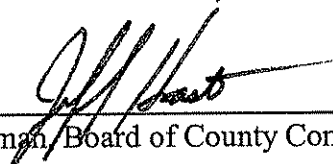
After a duly-advertised public hearing conducted on behalf of the Board of Commissioners of the County of Dauphin, Pennsylvania, by and on behalf of the Dauphin County Hospital Authority, on December 17, 2004 at 10:00 a.m. at the offices of Wolf, Block, Schorr & Solis-Cohen LLP, the Authority's legal counsel, at The Locust Court Building, Suite 300, 212 Locust Street, Harrisburg, Pennsylvania 17101, pursuant to provisions of the Internal Revenue Code of 1986, as amended (the "Code"), the above-described Project is hereby approved for purposes of Section 147(f) of the Code. Furthermore, the Authority is hereby authorized to proceed with the financing of said Project by issuance of the Authority's tax-

exempt obligations in an aggregate principal amount not to exceed \$13,000,000, which tax-exempt obligations, proposed to be issued by the Authority to finance the Project, will not constitute a debt of or a pledge of the full faith and credit of the County of Dauphin, Lower Paxton Township, the Commonwealth of Pennsylvania, or any political subdivision thereof.

The undersigned, as the authorized member of the Board of County Commissioners, executes this Certificate of Approval on behalf of the County of Dauphin with respect to the Project. The approval is granted only for the purpose of complying with the requirements of Section 147(f) of the Code for issuance of the Authority's tax-exempt obligations and does not constitute approval for any permit, license or zoning by the County of Dauphin for the construction and occupancy of the Project.

IN WITNESS WHEREOF, the undersigned has affixed his signature this 15th day of December, 2004.

**BOARD OF COUNTY COMMISSIONERS OF
DAUPHIN COUNTY, PENNSYLVANIA**



Chairman, Board of County Commissioner