

WS 4/17/19
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COUNTY OF DAUPHIN, PENNSYLVANIA

RESOLUTION NO. 6-2019

APPROVING IN ACCORDANCE WITH SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, A PLAN OF FINANCING OF THE DAUPHIN COUNTY GENERAL AUTHORITY; DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE IN THE AREA TO BE SERVED BY SUCH FACILITIES TO HAVE SUCH FACILITIES PROVIDED BY, OR FINANCED THROUGH, THE DAUPHIN COUNTY GENERAL AUTHORITY; AND AUTHORIZING OTHER NECESSARY AND APPROPRIATE ACTION.

WHEREAS, the Dauphin County General Authority (the "Authority") is a body corporate and politic organized and existing under the Pennsylvania Municipality Authorities Act, 53 Pa. Cons. Stat. §§ 5601-5622 (2005) (the "Act") by the Board of Commissioners of the County of Dauphin, Pennsylvania (the "County"), for the purpose of undertaking projects of the kind and character authorized and permitted by, and also limited by, provisions of the Act; and; and

WHEREAS, Elizabethtown College (the "College") has represented to the Authority that it is a Pennsylvania not-for-profit corporation and an organization described in Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the College has requested the Authority to assist in the financing of the costs of a project for the College (the "Project"), consisting of (i) the design, planning, acquisition, construction and/or equipping of certain capital projects related to the College, including the renovation of (a) Hackman Hall and Schreiber Hall and (b) campus classrooms for the College's Physician Assistance Program; and (ii) paying all or a portion of the costs of issuing the Bond (hereinafter defined); and

WHEREAS, the College has presented to the Authority a plan of financing for the Project that contemplates the issuance by the Authority of one or more series of tax-exempt bonds, payable solely and exclusively from the income and revenues derived by the Authority from its financing of the Project, consisting of a Revenue Bond, Series of 2019 (Elizabethtown College Project), in the maximum principal amount of \$14,000,000 (the "Bond") and the lending of the proceeds of the Bond by the Authority to the College for use by the College for financing the Project; and

WHEREAS, the project facilities being financed with the proceeds of the Bond are located entirely on the campus of the College, situate partly in the Borough of Elizabethtown and partly in Mount Joy Township, Lancaster County, bounded on the North by College Avenue, on the East by Campus Road and on the West by Mt. Joy Street, and having a mailing address of One Alpha Drive, Elizabethtown, Pennsylvania, 17022-2298; and

WHEREAS, pursuant to the United States Internal Revenue Code of 1986, as amended (the "Code"), the Bond to be issued by the Authority to finance the Project on behalf of the College,

must be approved by the “applicable elected representative” of the governmental unit on whose behalf the Bond is issued after a public hearing following reasonable public notice; and

WHEREAS, pursuant to the Code, the term “applicable elected representative” means, among other things, the elected legislative body of the governmental unit in which the Project is located; and

WHEREAS, the Board of Commissioners of the County (the “Board”) is the “applicable elected representative” of the County within the meaning of the Code; and

WHEREAS, the Authority conducted a public hearing on April 15, 2019 (the “TEFRA Hearing”) on behalf of itself, as the issuer of the Bond, and on behalf of the County (and upon the authorization of the County of Lancaster, Pennsylvania, where the project facilities are located), as the governmental unit on behalf of which the Authority acts, as required by and in accordance with Section 147(f) of the United States Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, minutes of the TEFRA Hearing were taken and a transcript thereof has been provided to the Board and incorporated in the records of the County in order for the County to issue its approval of the Bond as required by the Code.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF DAUPHIN, PENNSYLVANIA, as follows:

1. The Authority’s undertaking of the Project and its issuance of the Bond to finance the costs thereof are hereby approved, it being understood that such approval shall not, directly or indirectly, obligate the taxing power of the County or otherwise obligate the County in any way whatsoever. Such approval is given for the purpose of complying with the provisions of the Act and the Code relating to the undertaking of the Project by the Authority.

2. It is hereby declared desirable for the health, safety and welfare of the people in the area served by the facilities of the College to have the Project financed through the Authority, and the Authority is hereby authorized to undertake the Project.

3. The Board hereby authorizes the approval pursuant to Section 147(f) of the Code the issuance of the Bond proposed by the Authority.

4. The Board hereby acknowledges the undertaking by the Authority of the TEFRA Hearing on behalf of itself as the issuer of the Bond, and on behalf of the County (and upon the authorization of the County of Lancaster, Pennsylvania, where the project facilities are located). The County Commissioners hereby acknowledge and confirm that a transcript of the TEFRA Hearing was provided to this Board for the record.

5. The proper officers and representatives of the County are hereby authorized, directed and empowered on behalf of the County to execute any and all documents, including the Certificate of Approval as it relates to the TEFRA Hearing in the form attached hereto as Exhibit A, and to do or cause to be done any and all acts and things necessary or proper for the carrying

out of the purposes of this Resolution, including, but not limited to, the approval of the issuance of the Bond.

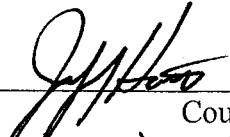
6. The Board intends that this resolution and the subsequent execution and delivery of the Certificate of Approval by any proper officer shall constitute the governmental unit approval required by Section 147(f) of the Code. Such approval shall be limited in effect and operation to the extent, and only to the extent, required by Section 147(f) of the Code.

7. Under this arrangement there exists no liability whatsoever, financially or otherwise, on the part of the County in passing this Resolution.

8. All resolutions or parts of resolutions inconsistent herewith are hereby rescinded, canceled and annulled.

DULY ADOPTED this 17th day of April, 2019, by the Board of Commissioners of Dauphin County, Pennsylvania, in lawful session dully assembled.

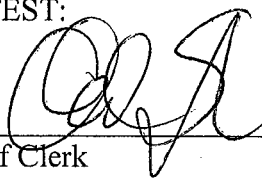
COUNTY OF DAUPHIN, PENNSYLVANIA

By: 
County Commissioner

By: 
County Commissioner

By: 
County Commissioner

ATTEST:


Chief Clerk

(SEAL)

EXHIBIT A

APPROVAL OF APPLICABLE ELECTED REPRESENTATIVE

(attached)

APPROVAL OF APPLICABLE ELECTED REPRESENTATIVE

I, Jeff Haste, (Vice) Chairman of the Board of Commissioners of Dauphin County, Pennsylvania having been designated and empowered to approve the execution of tax-exempt obligations issued by the Dauphin County General Authority to finance the cost of the Project described below, hereby approve the following Project for the applicant as described below.

Elizabethtown College Project

Name of Applicant: Elizabethtown College, a Pennsylvania non-profit corporation.

Project Address: One Alpha Drive, Elizabethtown, Pennsylvania, 17022-2298.

Aggregate Amount of Issue Requested: Not to exceed \$14,000,000.

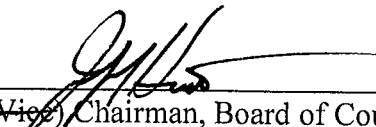
Project Description: The proceeds of the Bond will be loaned to the College and applied to finance a project consisting of: (i) the design, planning, acquisition, construction and/or equipping of certain capital projects related to the College, including the renovation of (a) Hackman Hall and Schreiber Hall and (b) campus classrooms for the College's Physician Assistance Program; and (ii) the costs of issuing the debt to be issued.

Project Owner and User: Elizabethtown College, with a mailing address of One Alpha Drive, Elizabethtown, Pennsylvania, 17022-2298.

Date and Location of Public Hearing: The public hearing was held on Monday, April 15, 2019 at 10:00 a.m. on behalf of the Board of County Commissioners and Dauphin County General Authority at the offices of McNees Wallace & Nurick LLC, located at 100 Pine Street, Harrisburg, Pennsylvania.

COUNTY OF DAUPHIN

Dated: April 17, 2019

By: 
(Vice) Chairman, Board of County
Commissioners of the County of Dauphin