

WS 7/28/10
RAM

COUNTY OF DAUPHIN, PENNSYLVANIA

RESOLUTION 24-2010

WHEREAS, The Board of County Commissioners of Dauphin County, Pennsylvania, by appropriate action, heretofore duly incorporated an industrial and commercial development authority under the Economic Development Financing Law, 73 P.S. §371, *et seq.* (the “Act”), of the Commonwealth of Pennsylvania (the “Commonwealth”), known as the “Dauphin County Industrial Development Authority” (the “Authority”); and

WHEREAS, The Authority issues obligations to finance projects pursuant to provisions of the Act and, from time to time, intends that such obligations be qualified for exemption from federal income taxation under provisions of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, Bartlett, Traynor & London, LLC (the “Owner/Operator”), a Pennsylvania limited liability company, has requested the Authority to assist in the financing of a project for qualified economic development purposes, consisting of (a) planning, designing, substantially renovating, improving and equipping an existing building located at 1110 North 3rd Street to be used as a multipurpose arts and entertainment facility; (b) reimbursing or refinancing costs and expenses previously incurred by the Borrower related to prior improvements to said facilities; (c) funding a debt service reserve fund and capitalized interest account; and (d) the payment of costs and expenses of financing (all of such undertakings being referred to herein collectively as the “Project”); and

WHEREAS, This Authority has requested this Board to approve the Project for financing in accordance with requirements of the Code; and

WHEREAS, The Authority held a public hearing on July 22, 2010, with respect to certain obligations to be issued by the Authority in connection with the Project in accordance with the requirements of Section 147 of the Code, and has presented a report to the Board of Commissioners of this County with respect to any public comment on such Project or the issuance of such obligations.

NOW THEREFORE, be it resolved by the Board of County Commissioners of the County of Dauphin, Pennsylvania, as follows:

SECTION 1. There being no public objection stated to the Project, this Board grants its approval for this issuance of tax-exempt obligations for the benefit of the Owner/Operator's facilities to be situate in this County as a part of the Project.

SECTION 2. This Board designates the Chairman or Vice Chairman of the Board of County Commissioners of this County to execute and deliver a Certificate of Approval with respect to such obligations and Project on behalf of this Board.

SECTION 3. All actions of this Board and of the Authority taken in conformity with the intents and purposes of this Resolution are ratified, confirmed and approved in all respects.

SECTION 4. All resolutions or parts of resolutions, insofar as such shall be inconsistent herewith, shall be and the same expressly are repealed.

DULY ADOPTED, by the Board of County Commissioners of the County of Dauphin, Commonwealth of Pennsylvania, in lawful session duly assembled, this 28th day of July, 2010.

COUNTY OF DAUPHIN,
Pennsylvania



Commissioner



Commissioner



Commissioner

Attest: 

Chief Clerk

(SEAL)

EXHIBIT A

(FORM OF CERTIFICATE OF APPROVAL)

**COUNTY OF DAUPHIN,
Pennsylvania**

CERTIFICATE OF APPROVAL

The undersigned, being the applicable elected representative of the County of Dauphin (the "County"), a political subdivision of the Commonwealth of Pennsylvania, does hereby approve the use of tax-exempt financing in the maximum amount set forth below for a project to be owned and operated by Bartlett, Traynor & London, LLC (the "Borrower"), consisting of (a) planning, designing, substantially renovating, improving and equipping an existing building located at 1110 North 3rd Street to be used as a multipurpose arts and entertainment facility (the "Facilities") by the Borrower; (b) reimbursing or refinancing costs and expenses previously incurred by the Borrower related to improvements made to the Facilities; (c) funding a debt service reserve fund and capitalized interest account; and (d) costs and expenses of financing (collectively, the "Project"). Such financing shall be evidenced in part by a tax-exempt obligation or obligations to be issued by the Dauphin County Industrial Development Authority (the "Authority"). This Approval is being given after due consideration of the comments received during a public hearing on the matter held on the date and at the time and place set forth below following reasonable public notice:

Applicant: Dauphin County Industrial Development Authority;

Operator or Manager of Facility: Bartlett, Traynor & London, LLC, a Pennsylvania limited liability company;

Maximum Aggregate Face Amount of Tax-Exempt Obligations to be Issued With Respect to the Facility: \$3,257,000;

Functional Description of the Type and Use of Facilities Being Financed: an approximately 28,000 square feet multipurpose arts and entertainment facility;

Location of Facilities being Financed: 1110 North 3rd Street, Harrisburg, Pennsylvania 17102;

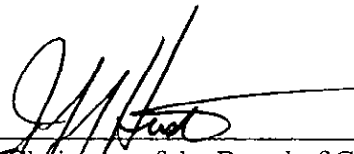
Time, Date and Place of Public Hearing: 9:00 a.m., prevailing local time, July 22, 2010, in the offices of the Dauphin County Industrial Development Authority, 112 Market Street, 7th Floor, Harrisburg, PA 17101; and

Notice of Public Hearing: Notice of Hearing published July 8, 2010, in the Patriot News.

Synopsis of Hearing: A Synopsis of the Hearing was prepared and submitted by the Solicitor to the Authority or his delegate and is on file with the Chief Clerk of the County.

This Approval is given by the County as the next higher governmental unit with elected representatives from which the Authority derives its authority to finance the Project, and as a governmental unit with elected representatives having jurisdiction over the site of the Project, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"). The obligations to be issued shall not constitute a debt or obligation of the County, and the County hereby assumes no obligation whatsoever with respect to payment of the same. This Certificate of Approval is not intended to be, nor shall it be construed as, an approval of the obligations to be issued by the Authority or of the Project for any purpose other than the public approval requirement of Section 147(f) of the Code.

IN WITNESS WHEREOF, the undersigned, being duly authorized to act on behalf of the Board of County Commissioners of the County, has executed this Approval this 28th day of July, 2010.



(Vice) Chairman of the Board of County
Commissioners of the County of Dauphin,
Pennsylvania

CERTIFICATE

I, the undersigned Chief Clerk of the County of Dauphin, Pennsylvania (the "County"), certify: that the foregoing is a true and correct copy of a Resolution that duly was adopted by affirmative vote of a majority of all members of the Board of County Commissioners of the County at a meeting duly convened and held according to law on July 22, 2010, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Board of County Commissioners of the County; and that said Resolution is in full force and effect, without amendment, alteration or repeal, as of the date of this Certificate.

I further certify that the Board of County Commissioners of the County met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. §701, *et seq.*, by advertising the time and place of said meeting, by posting prominently a notice of said meeting at the office of the Chief Clerk of the County or at the public building in which said meeting was held, and by providing a reasonable opportunity for public comment at such meeting prior to adopting said Resolution, all as required by such Act.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the County,
this 28th day of July, 2010.



Chief Clerk of the County

(SEAL)