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COUNTY OF DAUPHIN, PENNSYLVANIA

RESOLUTION NO. 21-2017

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.

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"); and

WHEREAS, Elizabethtown College, a Pennsylvania nonprofit corporation (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, acquisition, construction, and equipping of a new approximately 78,000 square foot Bowers Center for Well-being which will house wellness programming, intramural and club sports as well as intercollegiate athletics; and (ii) paying all or a portion of the costs of issuing the Bonds (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 two (2) 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 2017 (Elizabethtown College Project), in the maximum principal amount of \$4,000,000 (the "2017 Bond") and a Revenue Bond, Series of 2018 (Elizabethtown College Project), in the maximum principal amount of \$10,000,000 (the "2018 Bond", and together with the 2017 Bond, the "Bonds") and the lending of the proceeds of the Bonds 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 Bonds 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 Bonds 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 Bonds are 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 has conducted a public hearing (the “TEFRA Hearing”) on behalf of itself, as the issuer of the Bonds, 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, the TEFRA Hearing, after due and proper advertisement thereof being duly given according to law, was held on September 20, 2017 (the “TEFRA Hearing”); and

WHEREAS, minutes of the TEFRA Hearing will be taken and a transcript thereof will be provided to the Board and incorporated in the records of the County;

WHEREAS, the Board desires to authorize and direct any member of its Board to act on its behalf as such “applicable elected representative.”

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


1. The Project and the issuance of the Bonds 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 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 Bonds.
4. 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.

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

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 All resolutions or parts of resolutions inconsistent herewith are hereby rescinded, canceled and annulled.

ADOPTED this 20th day of September, 2017, 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

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.

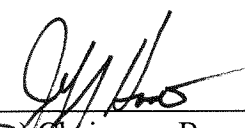
Project Description: Proceeds of the debt will be used on behalf of the Applicant to finance among other things: (a) the design, acquisition, construction, and equipping of a new approximately 78,000 square foot Bowers Center for Well-being which will house wellness programming, intramural and club sports as well as intercollegiate athletics; on the campus of Applicant; and (b) the costs of issuing the debt to be issued.

Project Owner and User: Elizabethtown College

Date and Location of Public Hearing: The public hearing was held on Wednesday, September 20, 2017, at 8:00 a.m. on behalf of the Board of County Commissioners by the Dauphin County General Authority at its offices located at 530 South Harrisburg Street, Harrisburg, Pennsylvania.

COUNTY OF DAUPHIN

Dated: September 20, 2017

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