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**COUNTY OF DAUPHIN  
Pennsylvania**

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**RESOLUTION NO. 25-2013**

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WHEREAS, Tel Hai Retirement Community (the "Borrower"), is a corporation not-for-profit organized and existing under laws of the Commonwealth of Pennsylvania (the "Commonwealth"), and owns and operates personal care and nursing care facilities and residential facilities for the elderly in Honey Brook, Chester County, Pennsylvania (the "Facilities"); and

WHEREAS, Dauphin County General Authority (the "Authority") is a municipality authority incorporated pursuant to appropriate action of this County, and is existing under the Pennsylvania Municipality Authorities Act of 1945, as amended and supplemented, now 53 Pa. C.S. Chapter 56 (the "Authorities Act"), of the Commonwealth; and

WHEREAS, the Authority proposes to act as a conduit issuer and to issue tax-exempt obligations in the maximum principal amount of \$50,000,000 (the "Obligations"), the proceeds of which will be used to finance (1) costs of planning, designing, acquiring, constructing, equipping and furnishing a new independent living apartment and commons area building to be known as "Stonecroft" and related improvements upon land now owned by the Borrower; and (2) all or a portion of the costs and expenses of financing, all of which undertakings herein are referred to as the "Project"; and

WHEREAS, the financing of the Project by the Authority will constitute the financing of a "health center" for a "nonprofit corporation health center," all within the meaning of the Authorities Act; and

WHEREAS, under the Authorities Act, the Authority may undertake to finance a health center to be leased, or financed with a loan or loans, to a nonprofit corporation health center serving the public only if this County, as the municipality that organized the Authority, declares by resolution or ordinance that it is desirable for the health, safety and welfare of the people in the area served by such health center facilities to have such facilities provided or financed by the Authority; and

WHEREAS, the Authority has requested that this County, by resolution or ordinance, declare that it is desirable for the health, safety and welfare of the people in the area served by such health center facilities to have such facilities provided or financed by the Authority; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), provides that tax-exempt obligations may not be issued for the benefit of persons other than state and local governments unless the issue is approved by the "applicable elected representative" of the governmental unit which will issue the tax-exempt obligations or, if such governmental unit has no elected officials, then by an "applicable elected representative" of the next higher governmental unit (with an "applicable elected representative"), in each case following a public hearing of which reasonable public notice is given; and

WHEREAS, the Authority has no elected representative, and this County, as the incorporating municipality of the Authority, is the next higher governmental unit with an elected representative, within the meaning of the Code; and

WHEREAS, notice of a public hearing with respect to the Project and the proposed issuance of the Obligations by the Authority as tax-exempt obligations has been published in The

Patriot News of Mechanicsburg, Pennsylvania, and in the Daily Local News of West Chester, Pennsylvania, a newspaper of general circulation in the area to be served by the Project; and

WHEREAS, the Authority has asked this County to approve the use of tax-exempt financing for the Project; and

WHEREAS, the Authority, by its representative, has submitted to this County a brief report, summary, or synopsis of the public hearing; and

WHEREAS, upon review of the summary of said public hearing and other pertinent information regarding the Project and its financing, the Board of County Commissioners of the County desires to approve the use of tax-exempt financing for the Project.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF THIS COUNTY AS FOLLOWS:

1. The Board of County Commissioners of this County does hereby find and declare that it is desirable for the health, safety and welfare of the people in the area served by the health center facilities to be acquired or constructed as part of the Project to have such facilities provided by or financed by the Authority.

2. The advertisement and conduct of a public hearing on behalf of this County regarding the Project and the issuance of the Obligations as tax-exempt obligations, as required by Section 147(f) of the Code, is hereby authorized, approved and ratified.

3. The Board of County Commissioners of this County hereby authorizes and directs its Chairman or Vice Chairman to execute and deliver on behalf of the Board of County Commissioners of this County a Certificate of Approval with respect to the Obligations, such Certificate of Approval to be substantially in the form attached hereto as Exhibit A, with appropriate insertions.

4. The approval granted hereby shall not, in any way, pledge or obligate the credit or taxing power of this County, nor shall this County be liable for the payment of the principal of, or interest on, any obligations issued by the Authority for the Project, including the Obligations.

5. Nothing in this Resolution is intended to be, nor shall it be construed as, an approval of the Project or the Obligations by this County for any purpose other than (1) the exception for health center projects set forth in Section 5607(b)(2)(iv) of the Authorities Act, and (2) the public approval requirement of Section 147(f) of the Code.

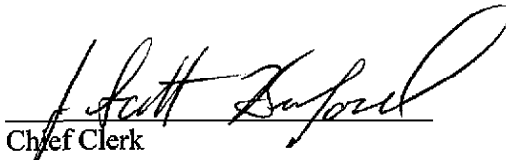
6. All prior actions of this County and of the Authority taken in conformity with the intent and purposes of this Resolution are ratified, confirmed and approved.

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

DULY ADOPTED this 20th day of November, 2013, by the Board of County Commissioners of the County of Dauphin, Pennsylvania, in lawful session duly assembled.

ATTEST:

COUNTY OF DAUPHIN  
BOARD OF COMMISSIONERS

*Deputy*   
\_\_\_\_\_  
Deputy Chief Clerk

  
\_\_\_\_\_  
Jeff Haste, Chairman

  
\_\_\_\_\_  
Mike Pries, Vice Chairman

\_\_\_\_\_  
George P. Hartwick, III, Secretary

(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, Pennsylvania (the "County"), a political subdivision (a county) of the Commonwealth of Pennsylvania, does hereby approve the use of tax-exempt financing in the maximum amount set forth below for a project of Tel Hai Retirement Community (the "Borrower"), that includes financing (1) costs of planning, designing, acquiring, constructing, equipping and furnishing a new independent living apartment and commons area building to be known as "Stonecroft" and related improvements upon land now owned by the Borrower; and (2) all or a portion of the costs and expenses of financing, all of which undertakings herein are referred to as the "Project." Such financing shall be evidenced by a tax-exempt obligation or obligations to be issued by the DAUPHIN COUNTY GENERAL AUTHORITY (the "Authority"). This Approval is being given after due consideration of the minutes of a public hearing on the matter held on the date and at the time and place set forth below following reasonable public notice:

**Applicant:** Tel Hai Retirement Community

**Operator or Manager of Facility:** Tel Hai Retirement Community

**Maximum Aggregate Face Amount of Tax-Exempt Obligations to be Issued With Respect to the Facility:** \$50,000,000

**Functional Description of the Type and Use of Facilities Being Financed:** Personal care and nursing care facilities and residential facilities for the elderly

**Location of Facilities being Financed:** Along Beaver Dam Road in the Township of Honey Brook, Chester County, Pennsylvania

**Time, Date and Place of Public Hearing:** 11:30 a.m., prevailing local time, November 14, 2013, at the Tel Hai Chapel Auditorium, 1200 Tel Hai Circle, Honey Brook, Pennsylvania

**Notice of Public Hearing:** Notice of Hearing published October 31, 2013, in *The Patriot News*, Mechanicsburg, Pennsylvania, and

October 31, 2013, in the *Daily Local News* of West Chester, Pennsylvania.

**Synopsis of Hearing:** A Synopsis of the Hearing was prepared and submitted by the Authority or its delegate and is on file with the Chief Clerk of the Board of County Commissioners 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, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended. The obligation(s) to be issued by the Authority 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 obligation(s) 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 \_\_\_\_ day of November, 2013.

[Form only; no signature required]

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

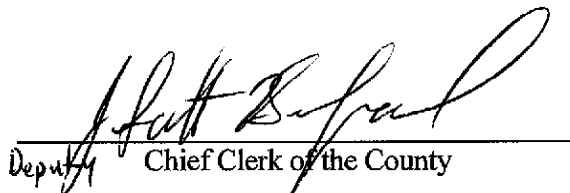
CERTIFICATE

I, the undersigned <sup>Deputy</sup> Chief Clerk of the Board of County Commissioners (the "Board") 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 at a meeting duly convened and held according to law on November 20, 2013, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Board; 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 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 principal office 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 20th day of November, 2013.

(SEAL)

  
Deputy Chief Clerk of the County