

BOROUGH OF MILLERSBURG
Dauphin County, Pennsylvania

RESOLUTION No. 12-17

WHEREAS, The Bethesda Mission of Harrisburg (the "Borrower"), is a corporation not-for-profit organized and existing under laws of the Commonwealth of Pennsylvania (the "Commonwealth"), and owns and operates facilities which provide a shelter, health clinic, and support services for adult men in the City of Harrisburg, Dauphin County, Pennsylvania (the "Facilities"); and

WHEREAS, Upper Dauphin Industrial Development Authority (the "Authority"), an industrial and commercial development authority incorporated pursuant to appropriate action of the Borough of Millersburg, Dauphin County, Pennsylvania, and is existing under the Economic Development Financing Law, as amended, 73 P.S. §371, *et seq.*, of the Commonwealth, proposes to act as a conduit issuer and to issue a tax-exempt obligation in the maximum principal amount of \$2,300,000 (the "Obligation"), the proceeds of which will be used to: (1) refinance a taxable promissory note of the Borrower issued on August 31, 2007 in the original principal amount of \$2,000,000, in connection with a prior capital project of the Borrower that constructed alterations, additions, and improvements to the Facilities; and (2) paying the costs and expenses of the financing (collectively, the "Refunding Project"); 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”), following a public hearing of which reasonable public notice is given; and

WHEREAS, The Authority has no elected representative, and this Borough, 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 Refunding Project and the proposed issuance of the Obligation by the Authority as a tax-exempt obligation has been published in the *The Patriot News* of Mechanicsburg, Pennsylvania, a newspaper of general circulation in the area to be served by the Refunding Project; and

WHEREAS, The Authority, by its representative, has submitted to this Borough 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 Refunding Project and its financing, the Council of the Borough desires to approve the use of tax-exempt financing for the Refunding Project.

NOW THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THIS BOROUGH AS FOLLOWS:

1. The advertisement and holding of a public hearing on behalf of this Borough regarding the Refunding Project and the issuance of the Obligation as a tax-exempt obligation, as required by Section 147(f) of the Code, is hereby authorized, approved and ratified.

2. The Council of this Borough hereby authorizes and directs its President or Vice President to execute and deliver on behalf of the Council of this Borough a Certificate of

Approval with respect to the Obligation following the public hearing, such Certificate of Approval to be substantially in the form attached hereto as Exhibit A.

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

4. Nothing in this Resolution is intended to be, nor shall it be construed as, an approval of the Refunding Project or the Obligation by this Borough for any purpose other than the public approval requirement of Section 147(f) of the Code.


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

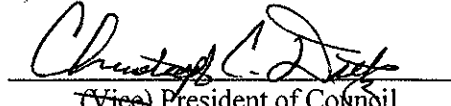
6. All prior resolutions or parts of resolutions, insofar as such shall be inconsistent herewith, shall be and the same expressly are repealed.

DULY ADOPTED this 24th day of October, 2012, by the Council of the Borough of Millersburg, Dauphin County, Pennsylvania, in lawful session duly assembled.

BOROUGH OF MILLERSBURG, Dauphin
County, Pennsylvania

ATTEST:


(Assistant) Secretary
(SEAL)


(Vice) President of Council

**BOROUGH OF MILLERSBURG
Dauphin County, Pennsylvania**

CERTIFICATE OF APPROVAL

The undersigned, being the applicable elected representative of the Borough of Millersburg, Dauphin County, Pennsylvania (the "Borough"), 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 of The Bethesda Mission of Harrisburg (the "Borrower"), that includes: (1) refunding and retiring a taxable promissory note issued by the Borrower on August 31, 2007, in the original principal amount of \$2,000,000 (the "Outstanding Note"), that financed the construction of alterations, additions, and improvements to its facilities located at 611 Reily Street, Harrisburg, Pennsylvania, and (2) paying related costs and expenses (collectively, the "Refunding Project"). Such financing shall be evidenced by a tax-exempt obligation to be issued by UPPER DAUPHIN INDUSTRIAL DEVELOPMENT 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: The Bethesda Mission of Harrisburg

Operator or Manager of Facility: The Bethesda Mission of Harrisburg

Maximum Aggregate Face Amount of Tax-Exempt Obligation to be Issued With Respect to the Facility: \$2,300,000

Functional Description of the Type and Use of Facilities Being Financed: Shelter, health clinic, and support services for adult men

Location of Facilities being Financed: 611 Reily Street, Harrisburg, Pennsylvania

Time, Date and Place of Public Hearing: 10:00 a.m., prevailing local time, October 24, 2012, at the offices of Shaffer & Engle Law Offices, LLC, 512 Market Street, Millersburg, Pennsylvania, 17061.

Notice of Public Hearing: Notice of Hearing published October 8, 2012, in the *The Patriot News*, Mechanicsburg, 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 Secretary of the Council of the Borough.

This Approval is given by the Borough as the next higher governmental unit with elected representatives from which the Authority derives its authority to finance the Project, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended. The obligation to be issued by the Authority shall not constitute a debt or obligation of the Borough, and the Borough 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 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 Council of the Borough, has executed this Approval this 24th day of October, 2012.



~~(Vice)~~ President of the Council