

TOWNSHIP OF HONEY BROOK
Chester County, Pennsylvania

RESOLUTION NO. 03^A-2013

WHEREAS, Tel Hai Retirement Community (the "Community") is a corporation not-for-profit organized and existing under laws of the Commonwealth of Pennsylvania, and owns and operates health center facilities (a retirement community, including residences, assisted living and nursing care facilities and ancillary facilities) within this Township known as the Tel Hai Retirement Community (the "Facilities"); and

WHEREAS, the Dauphin County General Authority (the "Authority"), a municipality authority organized by the County of Dauphin, Pennsylvania, proposes to issue a tax-exempt obligation or obligations in a principal amount not to exceed \$50,000,000 (the "Obligations") 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 Community; 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, 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 each governmental unit having jurisdiction over the area in which any facility with respect to which financing is to be provided is located"; and

WHEREAS, the Authority has asked this Township to approve the use of tax-exempt financing for the Project.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THIS TOWNSHIP AS FOLLOWS:

1. The Authority is hereby designated, appointed and authorized as the lawful agent of this Township to advertise and hold a public hearing in accordance with Section 147(f) of the Code with respect to the Obligations to be issued by the Authority to finance the Project, and any one or more of the officers or members of the Authority or the Solicitor of the Authority or his delegate may be authorized by the Authority to conduct such hearing, and such hearing shall be held at a location in the Township.

2. Following such public hearing, the Authority shall submit or cause to be submitted to this Township a brief report, summary, or synopsis of the public hearing in order that this Township may take appropriate action upon the request of the Authority for approval to finance the Project by issuing the Obligations as tax-exempt obligations under the Code.

3. The advertisement of such public hearing to be held on behalf of this Township is hereby authorized.

4. The Board of Supervisors of this Township designates its Chairman or Vice Chairman, following such public hearing, to execute, attest, and deliver, as applicable and appropriate, a Certificate of Approval with respect to the Obligations on behalf of the Board of Supervisors of this Township, such Certificate of Approval to be substantially in the form attached hereto as Exhibit A, with appropriate insertions.

5. Nothing in this Resolution is intended to be, nor shall it be construed as, an approval of the Obligations or of the Project for any purposes other than the public approval requirement of Section 147(f) of the Code, and nothing in this Resolution is intended to be, nor shall it be construed as, an acknowledgment or finding with respect to the tax-exempt status of the Community's real property for purposes of local real property taxation; the Community shall be required to obtain all zoning, land development and building permits and approvals required by applicable Township ordinances and otherwise comply with applicable Township ordinances and regulations in connection with the Project, or obtain appropriate waivers and variances.

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

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

DULY ADOPTED this 13th day of November, 2013, by the Board of Supervisors of the Township of Honey Brook, Chester County, Pennsylvania, in lawful session duly assembled.

TOWNSHIP OF HONEY BROOK, Chester
County, Pennsylvania

ATTEST:


Township Administrator

(SEAL)

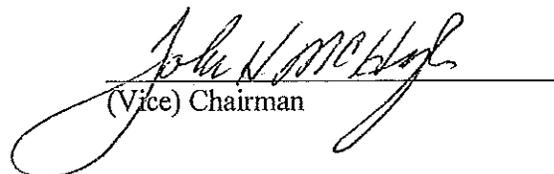

(Vice) Chairman

EXHIBIT A

(FORM OF CERTIFICATE OF APPROVAL)

**TOWNSHIP OF HONEY BROOK
Chester County, Pennsylvania**

CERTIFICATE OF APPROVAL

The undersigned, being the applicable elected representative of the Township of Honey Brook, Chester County, Pennsylvania (the "Township"), a political subdivision (a Township of the Second Class) 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 time, November 14, 2013, at Tel Hai Chapel Auditorium, 1200 Tel Hai Circle, Honey Brook, Pennsylvania

Notice of Public Hearing: Notice of Hearing published October 31, 2013, in the *Daily Local News* of West Chester, Pennsylvania, and October 31, 2013 in the *Patriot News* of Mechanicsburg, Pennsylvania

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 Secretary of the Township.

This Approval is given by the Township as the host community of the Project; *i.e.* as the governmental unit which contains the site of the Project, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended. The obligations to be issued shall not constitute a debt or obligation of the Township, and the Township 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; the Community shall be required to obtain all zoning, land development and building permits and approvals required by applicable Township ordinances and otherwise comply with applicable Township ordinances and regulations in connection with the Project, or obtain appropriate waivers or variances.

IN WITNESS WHEREOF, the undersigned, being duly authorized to act on behalf of the Board of Supervisors of the Township, has executed this Approval this ___ day of November, 2013.

[form only – no signature required]

(Vice) Chairman of the Board of Supervisors of the
Township of Honey Brook, Chester County,
Pennsylvania

CERTIFICATE

I, the undersigned Secretary of the Township of Honey Brook, Chester County, Pennsylvania (the "Township"), 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 Supervisors of the Township at a meeting duly convened and held according to law on November 13, 2013, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Board of Supervisors of the Township; 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 Supervisors of the Township 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 Secretary of the Township 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 Township, this 15th day of November, 2013.



Secretary of the Township

(SEAL)