

TOWNSHIP OF HONEY BROOK
Chester County, Pennsylvania

RESOLUTION NO. 5 - 2011

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 North Lebanon Township Municipal Authority (the "Authority"), a municipal authority organized by the Township of North Lebanon, Lebanon County, Pennsylvania, proposes to issue a tax-exempt obligation or obligations in a principal amount not to exceed \$10,000,000 (the "Obligations") to finance (1) costs of planning, designing, acquiring, constructing and installing new roadways, utilities and other infrastructure for an expansion of the Facilities upon land owned by the Community; (2) costs of planning, designing, acquiring, and constructing a second entrance roadway to the Facilities, (3) costs of planning, designing, acquiring, constructing, equipping and furnishing alterations, additions, renovations and other improvements to the Garrett Community Building and/or other existing buildings and facilities owned by the Community; and (4) 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.

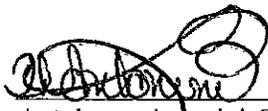
6. All actions of the Township and of the Authority taken in conformity with the intent and purposes of this Resolution are ratified, confirmed and approved in all respects.

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 8th day of June, 2011, 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:



Antoinette Antonini, Township Administrator



Chairman

(SEAL)

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 the Tel Hai Retirement Community (the "Community") that is briefly described below (the "Project"). Such financing shall be evidenced by a tax-exempt obligation or obligations to be issued by NORTH LEBANON TOWNSHIP MUNICIPAL 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: \$10,000,000

Functional Description of the Type and Use of Facilities Being Financed: (1) New roadways, utilities and other infrastructure for an expansion of the health center facilities (retirement community, including residences, assisted living and nursing care facilities and ancillary facilities) (the "Facilities") upon land owned by the Community; (2) a second entrance roadway to the Facilities; (3) alterations, additions, renovations and other improvements to the Garrett Community Building and/or other existing buildings and facilities owned by the Community; and (4) all or a portion of the costs and expenses of financing

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

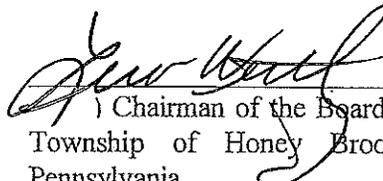
Time, Date and Place of Public Hearing: _____ (a.m.) (p.m.),
prevailing time, _____, 2011, at _____.

Notice of Public Hearing: Notice of Hearing published _____, 2011, in
the _____ and _____, 2011, in the Lebanon Daily 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 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 8th day of
June, 2011.



) 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 June 8th, 2011, 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 8th day of June, 2011.



Secretary of the Township

(SEAL)