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COUNTY OF DAUPHIN, PENNSYLVANIA

RESOLUTION NO. 2016- 15

WHEREAS, Harrisburg Area YMCA, a Pennsylvania nonprofit corporation (the "Owner"), has requested the Cumberland County Industrial Development Authority (the "Authority") to assist in the financing of a project consisting of paying or reimbursing costs of: (1) refinancing the Authority's Project Note, Series of 2004 (Harrisburg Area YMCA Project), proceeds of which financed or refinanced construction of alterations, additions, and improvements to the West Shore YMCA facilities at 410 Fallowfield Road, Camp Hill (Hampden Township), Pennsylvania, and East Shore YMCA facilities at 701 North Front Street, Harrisburg, Pennsylvania; (2) financing the cost of acquisition of an improved lot located at 3805 Trindle Road, Camp Hill (Hampden Township), Pennsylvania, and an improved lot located at 805 North Front Street, Harrisburg, Pennsylvania; and (3) financing renovations, alterations, and improvements to all of such facilities, and payment of related costs and expenses, including costs of financing (collectively, the "Project"), all of which are owned and operated by the Owner and used to provide educational, health and wellness, childcare, temporary housing, and summer camp programs serving the public; and

WHEREAS, The Authority held a public hearing on May 9, 2016, with respect to a tax-exempt obligation to be issued by the Authority in connection with the Project in accordance with the requirements of Section 147 of the Internal Revenue Code of 1986, as amended (the "Code"), and has presented a report to this Board with respect to any public comment on such Project or the issuance of a tax exempt obligation to finance the Project; and

WHEREAS, The Authority has requested this Board to approve the Project for financing in accordance with requirements of the Code.

NOW THEREFORE, be it resolved by the Board of County Commissioners of the County of Dauphin, Pennsylvania, as follows:

SECTION 1. There being no public objection stated to the Project or the issuance of a tax-exempt obligation to finance costs of the Project, this Board grants its approval for the issuance of a tax-exempt obligation to finance costs of the Project.

SECTION 2. This Board designates the Chairman or Vice Chairman of this Board to execute and deliver a Certificate of Approval with respect to such obligations and Project on behalf of this Board.

SECTION 3. The obligations to be issued by the Authority for the Project shall not constitute a debt or obligation of the County, the County hereby assumes no obligation whatsoever with respect to payment of the same and the County does not pledge its full faith and

credit or taxing power to secure repayment of the loan. This Resolution is not intended to be, nor shall it be construed as, an approval of the obligation to be issued by the Authority for the Project for any purpose other than the public approval requirement of Section 147(f) of the Code.

SECTION 4. All actions of this Board and of the Authority taken in conformity with the intents and purposes of this Resolution are ratified, confirmed and approved in all respects.

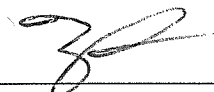
SECTION 5. All resolutions or parts of resolutions, insofar as such shall be inconsistent herewith, shall be and the same expressly are repealed.

DULY ADOPTED, by the Board of County Commissioners of the County of Dauphin, Commonwealth of Pennsylvania, in lawful session duly assembled, this 11 day of May, 2016.

COUNTY OF DAUPHIN,
Pennsylvania



Commissioner



Commissioner



Commissioner

Attest:



Chief Clerk

(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 (the "County"), 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 to be owned and operated by Harrisburg Area YMCA (the "Owner") in order to pay costs (or to reimburse prepaid costs) of (1) refinancing the Cumberland County Industrial Development Authority's Project Note, Series of 2004 (Harrisburg Area YMCA Project), proceeds of which financed or refinanced construction of alterations, additions, and improvements to the West Shore YMCA facilities at 410 Fallowfield Road, Camp Hill (Hampden Township), Pennsylvania, and East Shore YMCA facilities at 701 North Front Street, Harrisburg, Pennsylvania; (2) financing the cost of acquisition of an improved lot located at 3805 Trindle Road, Camp Hill (Hampden Township), Pennsylvania, and an improved lot located at 805 North Front Street, Harrisburg, Pennsylvania; and (3) financing renovations, alterations, and improvements to all of such facilities and to pay costs and expenses of financing (collectively, the "Project"). Such financing shall be evidenced by a tax-exempt obligation to be issued by Cumberland County Industrial Development Authority (the "Authority"). This Approval is being given after due consideration of the comments received during a public hearing on the matter held on the date and at the time and place set forth below following reasonable public notice:

Applicant and Operator of Facility: Harrisburg Area YMCA, a Pennsylvania nonprofit corporation

Maximum Aggregate Face Amount of Tax-Exempt Obligations to be Issued With Respect to the Facility: \$6,686,625

Functional Description of the Type and Use of Facilities Being Financed: educational, health and wellness, childcare, temporary housing, and summer camp programs serving the public

Location of Facilities being Financed: 410 Fallowfield Road, Camp Hill (Hampden Township), Cumberland County, Pennsylvania; 3805 Trindle Road, Camp Hill (Hampden Township)

Cumberland County, Pennsylvania; and 701 and 805 North Front Street, Harrisburg, Dauphin County, Pennsylvania.

Time, Date, and Place of Public Hearing: 3:00 p.m., prevailing local time, May 9, 2016, in the offices of the Cumberland Area Economic Development Corporation, 53 West South Street #1, Carlisle, Pennsylvania

Notice of Public Hearing: Notice of Hearing published April 21, 2016, in *The Patriot News*, East Pennsboro Township (Cumberland County), Pennsylvania

Synopsis of Hearing: A Synopsis of the Hearing was prepared and submitted by the Authority and is on file with the Chief Clerk of the County.

This Approval is given by the County as the governmental unit with elected representatives having jurisdiction over the site of the Project, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"). The obligation to be issued 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 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.

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 May, 2016.

[EXHIBIT COPY – DO NOT SIGN]

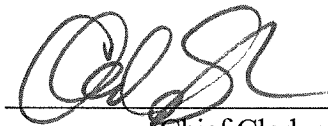
(Vice) Chairman of the Board of County
Commissioners of the County of Dauphin,
Pennsylvania

CERTIFICATE

I, the undersigned Chief Clerk 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 of County Commissioners of the County at a meeting duly convened and held according to law on May 11, 2016, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Board of County Commissioners of the County; 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 County Commissioners of the County 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 Chief Clerk 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 11 day of May, 2016.



Chief Clerk of the County

(SEAL)

COUNTY OF DAUPHIN
Pennsylvania

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