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**COUNTY OF DAUPHIN
Pennsylvania**

RESOLUTION NO. 5-2010

WHEREAS, Home for the Friendless, doing business as Homeland Center (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 Harrisburg, Pennsylvania (the "Existing Facilities"); and

WHEREAS, Upper Dauphin Industrial Development Authority (the "Authority") is 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.* (the "Act"), of the Commonwealth; and

WHEREAS, The Borrower heretofore obtained a loan through the Authority in connection with the refinancing of certain debt and the funding of certain capital improvements to the Borrower's facilities, such loan being evidenced by a note of the Authority designated as its "Tax-Exempt Note", which was issued to Waypoint Bank on May 22, 2003, in the original stated principal amount of \$6,100,000 (the "Outstanding Note"); and

WHEREAS, the Authority proposes to act as a conduit issuer and to issue a tax-exempt obligation in the maximum principal amount of \$6,838,157 (the "Obligation"), the proceeds of which will be used 1) to refund the current principal balance of the Outstanding Note,

2) to pay costs and expenses of a capital project that includes planning, designing, constructing, equipping and furnishing alterations, additions, renovations and improvements to the Borrower's continuing care retirement facilities located at 1901 North Fifth Street, Harrisburg, Pennsylvania, and 3) to pay related costs and expenses, including interest during construction and for a reasonable period thereafter, if necessary or desirable, and costs and expenses of financing (all of the foregoing being referred to herein 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 the "applicable elected representative" of a governmental unit having jurisdiction over the geographic location of the site of the facility to be financed and 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 facilities to be financed as part of the Project are located within the jurisdiction of this County; and

WHEREAS, Notice of a public hearing with respect to the Project and the proposed issuance of the Obligation by the Authority as a tax-exempt obligation has been published in The Patriot News of Harrisburg, 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 advertisement and conduct of a public hearing on behalf of this County regarding the 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 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 Obligation, such Certificate of Approval to be substantially in the form attached hereto as Exhibit A, with appropriate insertions.

3. 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 Obligation.

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

5. 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.

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

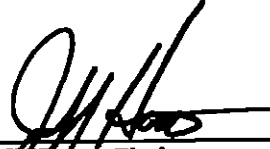
DULY ADOPTED this 3 day of March, 2010, by the Board of County Commissioners of the County of Dauphin, Pennsylvania, in lawful session duly assembled.

ATTEST:


COUNTY OF DAUPHIN
BOARD OF COMMISSIONERS




Chad Saylor
Chief Clerk/Chief of Staff



Jeff Haste, Chairman



Dominic D. DiFrancesco II, 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 Home for the Friendless, doing business as Homeland Center (the "Borrower"), that includes 1) refunding the current principal balance of the tax-exempt note issued by Upper Dauphin Industrial Development Authority for the benefit of the Borrower on May 22, 2003, in the original stated principal amount of \$6,100,000 (the "Outstanding Note"), 2) paying costs and expenses of a capital project that includes planning, designing, constructing, equipping and furnishing alterations, additions, renovations and improvements to the Borrower's continuing care retirement facilities located at 1901 North Fifth Street, Harrisburg, Pennsylvania, and 3) paying related costs and expenses, including interest during construction and for a reasonable period thereafter, if necessary or desirable, and costs and expenses of financing (all of the foregoing being referred to herein as the "Project"). Such financing shall be evidenced by a tax-exempt obligation or obligations 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: Home for the Friendless, doing business as Homeland Center

Operator or Manager of Facility: Home for the Friendless

Maximum Aggregate Face Amount of Tax-Exempt Obligation to be Issued With Respect to the Facility: \$6,838,157

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: 1901 North Fifth Street, Harrisburg, Pennsylvania

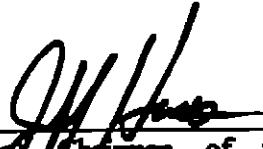
Time, Date and Place of Public Hearing: _____, prevailing local time, _____, 2010, at _____.

Notice of Public Hearing: Notice of Hearing published _____, 2010, in The Patriot News, Harrisburg, 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 a governmental unit with elected representatives having jurisdiction over the geographic location of the facilities to be financed, 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 3 day of March, 2010.



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

CERTIFICATE

I, the undersigned 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 March 3, 2010, 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 3 day of March, 2010.



Chief Clerk of the County

(SEAL)