

**COUNTY OF CENTRE
COMMONWEALTH OF PENNSYLVANIA**

RESOLUTION NO. 6 OF 2011

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF CENTRE COUNTY, PENNSYLVANIA (THE "COUNTY") APPROVING, PURSUANT TO THE PROVISIONS OF THE ECONOMIC DEVELOPMENT FINANCING LAW OF 1967, AS AMENDED, OF THE COMMONWEALTH OF PENNSYLVANIA THE FINANCING BY THE HUNTINGDON COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF A PROJECT FOR THE BENEFIT OF SKILLS OF CENTRAL PENNSYLVANIA, INC. (THE "CORPORATION"), A PENNSYLVANIA NONPROFIT CORPORATION, WHICH PROJECT CONSISTS OF REFINANCING OUTSTANDING DEBT AND FINANCING THE COSTS, INCLUDING THE REIMBURSEMENT OF CERTAIN COSTS INCURRED AND PAID BY THE CORPORATION, RELATING TO ACQUIRING AND IMPROVING CERTAIN OF THE CORPORATION'S RESIDENTIAL LIVING FACILITIES IN CENTRAL PENNSYLVANIA FOR PERSONS WHO ARE DEVELOPMENTALLY DISABLED AND DELAYED, REFINANCING AND FINANCING THE ACQUISITION OF MOTOR VEHICLES AND EQUIPMENT FOR PROVIDING TRANSPORTATION OF SUCH PERSONS, AND PAYING THE COSTS OF ISSUING THE AUTHORITY'S TAX-EXEMPT OBLIGATIONS, AND SPECIFICALLY: (1) RATIFYING THE HOLDING BY THE AUTHORITY OF A PUBLIC HEARING ON BEHALF OF THE COUNTY AS REQUIRED UNDER SECTION 147(F) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; (2) RATIFYING THE PUBLICATION BY THE AUTHORITY OF A LEGAL ADVERTISEMENT PROVIDING PUBLIC NOTICE OF THE PUBLIC HEARING IN COMPLIANCE WITH SAID SECTION 147(F); (3) AUTHORIZING THE EXECUTION OF AN APPROVAL CERTIFICATE WITH RESPECT TO THE PROJECT; AND (4) PROVIDING FOR AN EFFECTIVE DATE AND A GENERAL REPEALER.

WHEREAS, Huntingdon County Industrial Development Authority (the "Authority") was duly created by action of the County of Huntingdon, Pennsylvania (the "County") and is an industrial development authority incorporated, organized and duly existing under the Act of August 23, 1967, P.L. 251, of the Commonwealth of Pennsylvania, as amended and supplemented, known as the Economic Development Financing Law (the "Act"); and

WHEREAS, the Act specifies, *inter alia*, that the purpose of the Authority shall be for "acquiring, holding, constructing, improving, maintaining, owning, financing and leasing, either in the capacity of lessor or lessee, projects," which include facilities for persons requiring special care; and

WHEREAS, the Authority desires to undertake the issuance of its tax-exempt mortgage revenue note in an amount not to exceed \$3,600,000, and its tax-exempt revenue note in an amount not to exceed \$900,000 and to make a loan of the proceeds therefrom to Skills of Central Pennsylvania, Inc. (the "Corporation"), a Pennsylvania nonprofit corporation, pursuant to a Master Loan Agreement, dated as of May 19, 2006, as supplemented (the "Loan Agreement") between the Authority, as lender, and the Corporation, as borrower; and

WHEREAS, the Corporation will utilize the amounts loaned pursuant to the Loan Agreement to undertake a project (the "Project") consisting of: (1) refinancing certain outstanding indebtedness, and financing the costs, including the reimbursement of certain costs incurred and paid by the Corporation, relating to acquiring, renovating, improving, equipping and furnishing certain of the Corporation's residential living facilities for the developmentally disabled and delayed (the "Project Facilities") located in the County of Centre, Pennsylvania (the "County"), identified in the hereinafter described Certificate of Approval; (2) financing and refinancing the costs of acquisition of vehicles and equipment by the Corporation for providing transportation of the developmentally disabled and delayed; and (3) paying the costs of issuing the Authority's tax-exempt mortgage revenue and revenue notes; and

WHEREAS, such notes shall not be secured by any pledge or assets, moneys, revenues or taxing power of the County, the Commonwealth of Pennsylvania or any political subdivision thereof; and

WHEREAS, in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), a public hearing (the "Public Hearing") following notice duly given must be conducted by the governmental unit or its designee (the "Governmental Unit") having jurisdiction over the area in which the Project Facilities are located; and

WHEREAS, in compliance with Section 147(f) of the Code, the Authority, on behalf of the County as such Governmental Unit, has heretofore caused the publication of a legal notice advertising said Public Hearing; and

WHEREAS, on June 14, 2011, the Authority, as such Governmental Unit and as the designee of the County, conducted a duly-advertised Public Hearing in compliance with Section 147(f) of the Code.

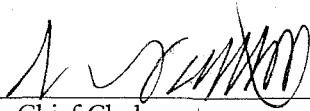
NOW THEREFORE, BE IT RESOLVED AND IT HEREBY IS RESOLVED by the Board of Commissioners of the County of Centre, as follows:

1. The conducting of the Public Hearing required under Section 147(f) of the Code by the Authority on behalf of the County is hereby ratified.
2. The publication by the Authority of a legal notice advertising the Public Hearing is hereby ratified.
3. The proper officer or officers of this Board of Commissioners are hereby authorized to execute a Certificate of Approval indicating this Board of Commissioners' approval of the Project for the purposes of Section 147(f) of the Code.
4. This Resolution shall become effective immediately upon its adoption. Any ordinances or resolutions to the extent inconsistent herewith are hereby repealed.

RESOLVED AND ADOPTED this 21 day of June, 2011, by the Board of Commissioners of Centre County, Pennsylvania, in lawful session duly assembled.

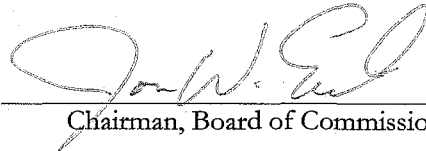
ATTEST:

BOARD OF COMMISSIONERS OF
CENTRE COUNTY, PENNSYLVANIA

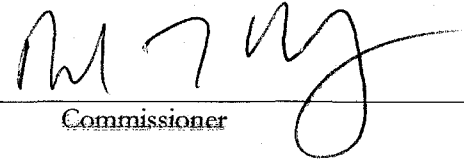


Chief Clerk

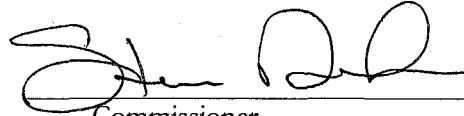
(SEAL)



Chairman, Board of Commissioners



Commissioner



Commissioner

CERTIFICATE OF APPROVAL

June 21, 2011

RE: HUNTINGDON COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

Corporation: Skills of Central Pennsylvania, Inc., a Pennsylvania nonprofit corporation

Project: Issuance of a tax-exempt mortgage revenue note and a tax-exempt revenue note by Huntingdon County Industrial Development Authority (the "Authority") in an aggregate amount not to exceed \$4,500,000 and a loan of the proceeds therefrom to Skills of Central Pennsylvania, Inc. (the "Corporation") for a project (the "Project"), which includes: (1) refinancing certain outstanding indebtedness, and financing the costs, including reimbursement of certain costs incurred and paid by the Corporation, related to acquiring, renovating, improving, equipping and furnishing certain of the Corporation's residential living facilities for the developmentally disabled and delayed, identified in the attached Exhibit "A," which is incorporated herein by reference; (2) financing and refinancing the costs of acquisition of vehicles and equipment by the Corporation for providing transportation of the developmentally disabled and delayed; and (3) paying the costs of issuing the Authority's tax-exempt mortgage revenue and revenue notes.

Proposed Project Financing: Huntingdon County Industrial Development Authority Mortgage Revenue Note (Skills of Central Pennsylvania, Inc.), Series A of 2011 and Revenue Note (Skills of Central Pennsylvania, Inc.), Series B of 2011.

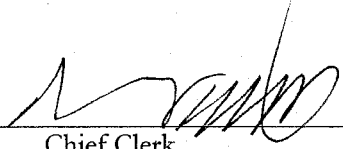
After a duly-advertised public hearing held by the Huntingdon County Industrial Development Authority at 5:00 p.m., local time, on June 14, 2011, in the offices of Gill & McManamon, 200 Penn Street, Huntingdon, Pennsylvania, 16652, pursuant to provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and after review of the minutes of said public hearing regarding the Project, by Resolution duly adopted (the "Resolution"), the above-described Project is hereby approved and execution of this Certificate of Approval is hereby authorized. The issuance by the Authority of its mortgage revenue note in the principal amount not to exceed \$3,600,000 and its revenue note in the principal amount not to exceed \$900,000 to finance the Project, will not constitute a debt of or a pledge of the full faith and credit of the County of Centre or the Commonwealth of Pennsylvania, or any political subdivision thereof.

Pursuant to the Resolution, the undersigned executes this Certificate of Approval on behalf of the County of Centre with respect to the Project. The approval is granted only for the purpose of complying with the requirements of Section 147(f) of the Code for issuance of a mortgage revenue note and a revenue note and does not constitute approval for any permit, license or zoning by the County of Centre for the construction and occupancy of the Project.

IN WITNESS WHEREOF, the undersigned have affixed their signatures this 21 day of June, 2011.

ATTEST:

BOARD OF COMMISSIONERS OF
CENTRE COUNTY, PENNSYLVANIA

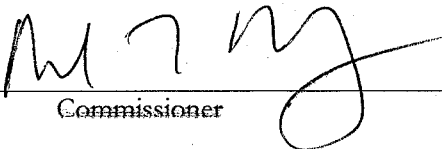


Chief Clerk

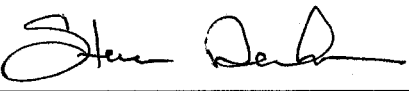
(SEAL)



Chairman, Board of Commissioners



Commissioner



Commissioner

Exhibit "A"

CENTRE COUNTY

<u>Location</u>	<u>Occupancy</u>	<u>Sq. Ft.</u>
105 Fairway Dr. Philipsburg, PA 16866	3	1731