

## **Resolution No. 2022-12**

### **BOROUGH OF ELIZABETHTOWN LANCASTER COUNTY, PENNSYLVANIA**

**A RESOLUTION OF THE COUNCIL OF THE BOROUGH OF ELIZABETHTOWN, LANCASTER COUNTY, APPROVING THE FINANCING THROUGH THE LANCASTER HIGHER EDUCATION AUTHORITY OF A CERTAIN PROJECT FOR THE BENEFIT OF ELIZABETHTOWN COLLEGE, A PENNSYLVANIA NOT-FOR-PROFIT CORPORATION; DESIGNATING THE PRESIDENT OF COUNCIL OR, IN HIS OR HER ABSENCE, ANY OTHER MEMBER OF COUNCIL AS THE "APPLICABLE ELECTED REPRESENTATIVE" WITHIN THE MEANING OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AUTHORIZING SUCH PRESIDENT OR ANY SUCH MEMBER OF COUNCIL TO TAKE CERTAIN ACTIONS ON BEHALF OF THE COUNCIL AS SUCH "APPLICABLE ELECTED REPRESENTATIVE"; AND AUTHORIZING OTHER NECESSARY AND APPROPRIATE ACTION.**

**WHEREAS**, the Lancaster Higher Education Authority (the "Authority") is a municipality authority incorporated and organized under the Municipality Authorities Act of 1945, approved May 2, 1945, P.L. 382, as amended, of the Commonwealth of Pennsylvania; and

**WHEREAS**, Elizabethtown College. (the "College") has requested that the Authority assist it in a financing project (the "Project"), the proceeds of which will be used for (i) the current refunding of (a) the Revenue Bond, Series B of 2009, as amended by that Allonge to Revenue Bond, Series B of 2009 and by that Second Allonge to Revenue Bond, Series B of 2009 issued by the Elizabethtown Industrial Development Authority; (b) the Revenue Bond, Series of 2016 issued by the Dauphin County General Authority; (c) the Revenue Bond, Series of 2017 issued by DCGA; (d) the Revenue Bond, Series of 2018 (the "2018 Bond") issued by DCGA; and (e) the Revenue Bond, Series of 2019, as amended by that Allonge to Revenue Bond, Series of 2019 (collectively, the "2019 Bond"), issued by DCGA; (ii) the financing of termination payments owed by the College in connection with its termination of certain outstanding interest rate swaps related to the 2018 Bond and the 2019 Bond; (iii) the undertaking of various improvements to the facilities of the College, including building system replacement (HVAC, roofs and other envelope components, fire alarms, and access control) and upgrades to support the College's academic programs; (iv) the funding of a debt service reserve fund or funds; and (v) the payment of all or a portion of costs of issuance for the financing project; and

**WHEREAS**, in order to assist it in financing the Project, the College, a qualified 501(c)(3) corporation, has requested that the Authority issue bonds, the interest on which shall not be included in gross income for lender under the Internal Revenue Code, in an amount not to exceed \$60,000,000 (the "Bonds"); and

**WHEREAS**, pursuant to the Internal Revenue Code of 1986, as amended (the "Code"), all bonds or notes issued by the Authority, such as the Bonds to be issued to finance the Project for the benefit of the College, must be approved by the "applicable elected representative" of the

governmental unit having jurisdiction over the area in which the Project is located after a public hearing following reasonable public notice; and

**WHEREAS**, pursuant to the Code, the term "applicable elected representative" means, among other things, the elected legislative body of the governmental unit having jurisdiction over the area in which the Project is located; and

**WHEREAS**, the Council of the Borough of Elizabethtown (the "Council") is the "applicable elected representative" of the Borough within the meaning of the Code; and

**WHEREAS**, the Council desires to authorize and direct its President, or in his or her absence, any other member of it Council to act on its behalf as such "applicable elected representative."

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL, AS FOLLOWS:

1. The Council hereby empowers, authorizes and directs its President, or in his or her absence, any of its other members, to execute and deliver an "approval of applicable representative" in the form attached hereto; provided, that, such approval shall be delivered only following a public hearing conducted by the Authority, which has followed reasonable public notice, with respect to the Project. The Council intends that this resolution and the subsequent execution and delivery of the approval of "applicable elected representative" by any member of the Council of the Borough shall constitute the "approval by a government unit" required by Section 147(f) of the Code.

2. This approval is given by the Council as one of the host communities of the Project, i.e. as one of the governmental units which contain the site of the Project, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended. This approval has been given solely for that purpose and does not constitute approval of any requests which may arise with respect to zoning, subdivision or land development, construction or any other matters, and this approval does not limit the ability of the Borough to impose conditions upon any approval or to collect any fees, costs, taxes, or payments in lieu of taxes. The obligations to be issued shall not constitute a debt or obligation of the Borough, and the Borough hereby assumes no obligation whatsoever with respect to payment of the same.

DULY ADOPTED this **17th** day of **March, 2022** by the Borough Council of Elizabethtown Borough, Lancaster County, Pennsylvania, in lawful session duly assembled.

BOROUGH OF ELIZABETHTOWN  
Lancaster County, Pennsylvania

ATTEST:   
Secretary

By:   
President  
Borough Council

(BOROUGH SEAL)

**ELIZABETHTOWN BOROUGH**  
**Lancaster County, Pennsylvania**

**CERTIFICATE OF APPROVAL**

The undersigned, being the applicable elected representative of Elizabethtown Borough, Lancaster County, Pennsylvania (the "Borough"), a political subdivision of the Commonwealth of Pennsylvania, does hereby approve the issuance by the LANCASTER HIGHER EDUCATION AUTHORITY (the "Authority") of bonds (the "Bonds") to finance a project as more fully described below. This approval is being given after due consideration of the summary of a public hearing on the matter held at the offices of the Authority's Solicitor, Blakinger Thomas, PC, 28 Penn Square, Lancaster, Pennsylvania, at the time and date set forth below following reasonable public notice:

**Initial Owner and User:** Elizabethtown College, a Pennsylvania not-for-profit corporation (the "College")

**Amount of Proposed Issuance:** Not to exceed \$60,000,000

**Description of the Project to be Financed or Refinanced:** The proceeds of the Bonds will be loaned to the College and applied to a project consisting of (i) the current refunding of (a) the Revenue Bond, Series B of 2009, as amended by that Allonge to Revenue Bond, Series B of 2009 and by that Second Allonge to Revenue Bond, Series B of 2009 issued by the Elizabethtown Industrial Development Authority; (b) the Revenue Bond, Series of 2016 issued by the Dauphin County General Authority; (c) the Revenue Bond, Series of 2017 issued by DCGA; (d) the Revenue Bond, Series of 2018 (the "2018 Bond") issued by DCGA; and (e) the Revenue Bond, Series of 2019, as amended by that Allonge to Revenue Bond, Series of 2019 (collectively, the "2019 Bond"), issued by DCGA; (ii) the financing of termination payments owed by the College in connection with its termination of certain outstanding interest rate swaps related to the 2018 Bond and the 2019 Bond; (iii) the undertaking of various improvements to the facilities of the College, including building system replacement (HVAC, roofs and other envelope components, fire alarms, and access control) and upgrades to support the College's academic programs; and (iv) the funding of a debt service reserve fund or funds. The College may also use proceeds of the Bonds to pay all or a portion of the costs of issuance of the Bonds (the "Project").

**Location of Facilities being Financed or Refinance:** Located entirely on the campus of the College, situate partially in the Borough of Elizabethtown, Lancaster County, Pennsylvania, and partially in the Township of Mount Joy, Lancaster County, Pennsylvania and having a mailing address of One Alpha Drive, Elizabethtown, Pennsylvania 17022-2298.

**Time and Date of Public Hearing:** 4:00 p.m. on Monday, February 21, 2022

**Notice of Public Hearing:** Notice of Hearing published Thursday, February 10, 2022 in LNP.

**Synopsis of Hearing:** A copy of the summary of the public hearing has been received.

This approval is given by the Borough 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. This approval has been given solely for that purpose and does not constitute approval of any requests which may arise with respect to zoning, subdivision or

land development, construction or any other matters, and this approval does not limit the ability of the Borough to impose conditions upon any approval or to collect any fees, costs, taxes, or payments in lieu of taxes. The obligations to be issued shall not constitute a debt or obligation of the Borough, and the Borough hereby assumes no obligation whatsoever with respect to payment of the same.

IN WITNESS WHEREOF, the undersigned, being duly authorized to act on behalf of the Borough Council of Elizabethtown Borough, has executed this approval this 17 day of March, 2022.

  
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(Vice) President