

**BOROUGH OF MILLERSBURG**  
**Dauphin County, Pennsylvania**

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***RESOLUTION NO. 22-09***

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WHEREAS, Pennsylvania STEAM Academy Charter School (the “Borrower”), is a public charter school duly organized and validly existing under the Pennsylvania Charter School Law (24 P.S. §17-1701-A, et seq.), and a Pennsylvania nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and exempt from federal taxation under Section 501(a) of the Code that operates the educational facility constituting the project facility located at 1500 North Third Street, Harrisburg, Pennsylvania 17102 (the “Facility”); and

WHEREAS, Upper Dauphin Industrial Development Authority (the “Authority”), 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.*, of the Commonwealth of Pennsylvania, proposes to act as a conduit issuer and to issue one more series of tax-exempt or taxable revenue bonds in the maximum aggregate principal amount of \$12,000,000 (the “Bonds”), the proceeds of which will be used for: (i) acquiring a portion of the Facility and other real property constituting the Borrower’s campus, including educational and parking facilities; (ii) acquiring furniture, fixtures and equipment, including certain capital improvements to the Facility; (iii) refinancing or repayment of outstanding lines of credit, if deemed necessary or desirable by the Borrower; (iv) funding a debt service reserve fund for the Bonds and capitalized interest thereon, if necessary; (v) paying certain costs of issuance relating to the Bonds; and (vi) other lawful and permissible purposes (collectively, the “Project”); and

WHEREAS, Section 147(f) of 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 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”), following a public hearing of which reasonable public notice is given; and

WHEREAS, the Authority has no elected representative, and this Borough, as the incorporating municipality of the Authority, is the next higher governmental unit with an elected representative, within the meaning of the Code; and

WHEREAS, notice of a public hearing with respect to the Project and the proposed issuance of the Bonds by the Authority as tax-exempt obligations has been published in the *The Patriot News* of Mechanicsburg, Pennsylvania, a newspaper of general circulation in the area to be served by the Project; and

WHEREAS, the Authority, by its representative, has submitted to this Borough 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 Council of the Borough desires to approve the use of tax-exempt financing for the Project.

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

1. The advertisement and holding of a public hearing on behalf of this Borough regarding the Project and the issuance of the Bonds as tax-exempt obligations, as required by Section 147(f) of the Code, is hereby authorized, approved and ratified.

2. The Council of this Borough hereby authorizes and directs its President or Vice President to execute and deliver on behalf of the Council of this Borough a Certificate of Approval with respect to the Bonds following the public hearing, such Certificate of Approval to be substantially in the form attached hereto as Exhibit A.

3. The approval granted hereby shall not, in any way, pledge or obligate the credit or taxing power of this Borough, nor shall this Borough be liable for the payment of the principal of, or interest on, any obligations issued by the Authority for the Project, including the Bonds.

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

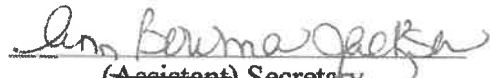
5. All prior actions of this Borough and of the Authority taken in conformity with the intent and purposes of this Resolution are ratified, confirmed and approved.

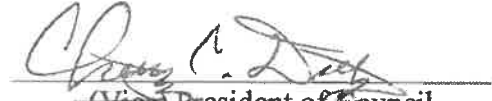
6. All prior resolutions or parts of resolutions, insofar as such shall be inconsistent herewith, shall be and the same expressly are repealed.

DULY ADOPTED this 29th day of June, 2022, by the Council of the Borough of Millersburg, Dauphin County, Pennsylvania, in lawful session duly assembled.

BOROUGH OF MILLERSBURG, Dauphin  
County, Pennsylvania

ATTEST:

  
(Assistant) Secretary  
(SEAL)

  
(Vice) President of Council

**EXHIBIT A**

(FORM OF CERTIFICATE OF APPROVAL)

**BOROUGH OF MILLERSBURG  
Dauphin County, Pennsylvania**

**CERTIFICATE OF APPROVAL**

The undersigned, being the applicable elected representative of the Borough of Millersburg, Dauphin County, Pennsylvania (the "Borough"), 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 of Pennsylvania STEAM Academy Charter School (the "Borrower"), that includes: (i) acquiring a portion of the educational facility located at 1500 North Third Street, Harrisburg, Pennsylvania 17102 (the "Facility") and other real property constituting the Borrower's campus, including educational and parking facilities; (ii) acquiring furniture, fixtures and equipment, including certain capital improvements to the Facility; (iii) refinancing or repayment of outstanding lines of credit, if deemed necessary or desirable by the Borrower; (iv) funding a debt service reserve fund and capitalized interest, if necessary; (v) paying certain costs of issuance; and (vi) other lawful and permissible purposes (collectively, the "Project"). Such financing shall be evidenced by tax-exempt 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:** Pennsylvania STEAM Academy Charter School

**Operator or Manager of Facility:** Pennsylvania STEAM Academy Charter School

**Maximum Aggregate Face Amount of Tax-Exempt Obligation to be Issued With Respect to the Facility:** \$12,000,000

**Functional Description of the Type and Use of Facilities Being Financed:** Public charter school

**Location of Facilities being Financed:** 1500 North Third Street, Harrisburg, Pennsylvania 17102

**Time, Date and Place of Public Hearing:** 10:00 a.m., prevailing local time, June 28, 2022, at the offices of Kerwin & Kerwin LLP, 4245 State Route 209, Elizabethville, Pennsylvania, 17023.

**Notice of Public Hearing:** Notice of Hearing published June 21, 2022, in The Patriot News, Mechanicsburg, 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 Secretary of the Council of the Borough.

This Approval is given by the Borough as the next higher governmental unit with elected representatives from which the Authority derives its authority to finance the Project, and solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended. The obligation to be issued by the Authority 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. This Certificate of Approval is not intended to be, nor shall it be construed as, an approval of the obligation 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 Council of the Borough, has executed this Approval this 29th day of June, 2022.

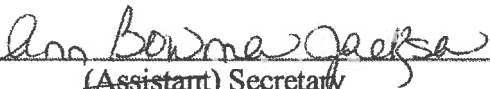
  
\_\_\_\_\_  
(Vice) President of the Council

CERTIFICATE

I, the undersigned (Assistant) Secretary of the Council of the BOROUGH OF MILLERSBURG, DAUPHIN COUNTY, PENNSYLVANIA (the "Borough"), 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 Council at a meeting duly convened and held according to law on June 29, 2022, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Council; 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 Council met requirements of Act No. 1998-93 of the General Assembly of the Commonwealth of Pennsylvania, approved October 15, 1998, as amended by Act 2021-65 of the General Assembly of Pennsylvania, approved June 30, 2021.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the Borough, this 29th day of June, 2022.

  
\_\_\_\_\_  
(Assistant) Secretary

(SEAL)

**BOROUGH OF MILLERSBURG**  
**Dauphin County, Pennsylvania**

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IN WITNESS WHEREOF, the undersigned, being duly authorized to act on behalf of the Council of the Borough, has executed this Approval this 29th day of June, 2022.

  
\_\_\_\_\_  
(Vice) President of the Council