

LM 9/25/19  
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DAUPHIN COUNTY

RESOLUTION NO. 17-2019

APPROVING, IN ACCORDANCE WITH SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AN ISSUANCE OF BONDS BY THE CUMBERLAND COUNTY MUNICIPAL AUTHORITY AND DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE OF DAUPHIN COUNTY FOR THE CUMBERLAND COUNTY MUNICIPAL AUTHORITY TO UNDERTAKE AN ISSUANCE FOR THE BENEFIT OF PENN STATE HEALTH

**WHEREAS**, the Cumberland County Municipal Authority (the "Authority") is a body corporate and politic existing under the laws of the Commonwealth of Pennsylvania pursuant to the Municipality Authorities Act, 53 Pa.C.S.A. Section 5601 *et seq*, as amended (the "Act"), for the purposes of financing working capital and acquiring, holding, constructing, financing, improving, maintaining and operating, owning or leasing, either in the capacity of lessor or lessee, projects of the kind and character described in the Act, including hospitals and health centers; and

**WHEREAS**, Penn State Health, a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania and an organization described under Section 501(c)(3) of the Internal Revenue Code (the "Corporation"), has requested the assistance of the Authority in the financing of, including reimbursing for, certain costs (including funding costs of issuance and capitalized interest to the extent permitted under state and federal tax law) of the (i) acquisition, construction and equipping of a hospital located in Cumberland County, Pennsylvania, to be owned by Hampden Medical Center, LLC, a sole member limited liability company with the Corporation as its sole member (the "Cumberland Project") and (ii) acquisition of an administrative building located in Dauphin County, Pennsylvania, to be owned by the Corporation (the "Dauphin Project" and, together with the Cumberland Project, the "Project"); and

**WHEREAS**, in order to finance all or a portion of the Project, the Corporation has requested the Authority to issue its revenue bonds in an aggregate principal amount not to exceed \$375 million and loan the proceeds thereof to the Corporation, with Bond proceeds in an amount not to exceed \$30 million allocable to the Dauphin Project (the "Bonds"); and

**WHEREAS**, pursuant to the Act, the Corporation is a nonprofit hospital corporation serving the public, the Cumberland Project is a hospital project and the Dauphin Project is a health center project; and

**WHEREAS**, the Dauphin Project will be located within Dauphin County and serve the people of Dauphin County; and

**WHEREAS**, in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), a public hearing was held by Cumberland County on behalf of Cumberland County and Dauphin County, following reasonable public notice at least 7 days in advance of such public hearing ("Notice of Public Hearing"), on September 23, 2019, at the Cumberland County Commissioners Hearing Room, 1 Courthouse Square, Carlisle, Pennsylvania, in connection with the financing of the Project through the issuance of the Bonds by the Authority; and

**WHEREAS**, Section 147(f) of the Code requires that the applicable elected representative of the governmental unit on behalf of which the Bonds are being issued and of each governmental

unit having jurisdiction over the area in which any portion of the Project is located, approve the issuance of the Bonds after a public hearing; and

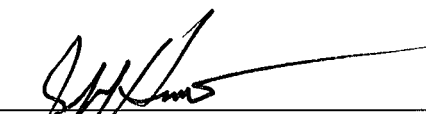
**WHEREAS**, the Board of Commissioners of Dauphin County is the applicable elected representative under the Code of the governmental unit having jurisdiction over the area in Dauphin County in which the Dauphin Project will be located.

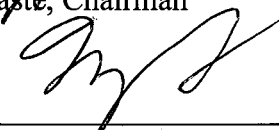
**NOW, THEREFORE**, be it resolved:

- Section 1: The Dauphin Project, the issuance of the Bonds in the aggregate principal not to exceed \$375 million for the purposes and at the locations described in the Notice of Public Hearing, and the undertaking and completion by the Authority of all other matters necessary or convenient for the issuance of the Bonds and the financing of the Dauphin Project described hereinabove in so far as it relates to Dauphin County are hereby approved for all purposes under the Act and Section 147(f) of the Code, provided that the Bonds shall not constitute a debt or obligation of Dauphin County and the issuance of the Bonds does not obligate the taxing power of Dauphin County in any way.
- Section 2. It is hereby declared that it is desirable for the health, safety and welfare of the people in the area served by the Dauphin Project located in Dauphin County that the Dauphin Project be financed by the Authority.
- Section 3: All prior resolutions or portions thereof which are inconsistent herewith are hereby repealed. This resolution shall take effect immediately.

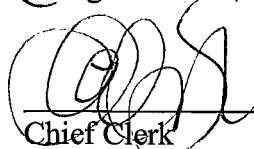
Duly adopted this 25th day of September, 2019.

BY THE BOARD OF COUNTY COMMISSIONERS OF  
DAUPHIN COUNTY, PENNSYLVANIA

  
\_\_\_\_\_  
Jeff Haste, Chairman

  
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Mike Pries, Vice Chairman

  
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George P. Hartwick, III, Secretary

  
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Chief Clerk