

BOARD OF COUNTY COMMISSIONERS  
COUNTY OF CENTRE  
COMMONWEALTH OF PENNSYLVANIA

**RESOLUTION 6 OF 2020**

A RESOLUTION BY THE BOARD OF COMMISSIONERS OF CENTRE COUNTY, PENNSYLVANIA, APPROVING THE FINANCING BY CENTRE COUNTY HOSPITAL AUTHORITY (THE “**AUTHORITY**”) OF A PROJECT FOR MOUNT NITTANY MEDICAL CENTER, A PENNSYLVANIA NONPROFIT CORPORATION (THE “**MEDICAL CENTER**”); DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE CITIZENS OF THE COMMONWEALTH OF PENNSYLVANIA, THE RESIDENTS OF CENTRE COUNTY, AND THE CITIZENS OF OTHER AREAS OF THE COMMONWEALTH SERVED BY THE MEDICAL CENTER'S FACILITIES TO HAVE THE PROJECT FINANCED THROUGH THE AUTHORITY; AND PROVIDING FOR AN EFFECTIVE DATE AND A GENERAL REPEALER.

**WHEREAS**, the County of Centre, Pennsylvania (the “County”), pursuant to the provisions of the Municipality Authorities Act, 53 Pa. C.S. § 5601 *et seq.*, as amended (the “Act”), heretofore organized Centre County Hospital Authority (the “Authority”); and

**WHEREAS**, the Act specifies, *inter alia*, that the purpose of the Authority shall be for “acquiring, holding, constructing, financing, improving, maintaining and operating, owning, leasing either in the capacity of lessor or lessee...(14) Hospitals and health centers...”; and

**WHEREAS**, Mount Nittany Medical Center (the “Medical Center”), a Pennsylvania nonprofit corporation serving the public, owns a certain tract of land located at 1800 East Park Avenue, in the Township of College, Centre County, Pennsylvania, on which is situated certain medical center buildings and related facilities; and

**WHEREAS**, the Authority heretofore issued, on behalf of the Medical Center, its \$43,675,000, aggregate principal amount, Hospital Revenue Bonds, Series 2012A (Mount Nittany Medical Center Project), of which \$17,025,000 aggregate principal amount are presently outstanding (the “Series 2012A Bonds”) and \$65,125,000, aggregate principal amount, Hospital Revenue Bonds, Series 2012B (Mount Nittany Medical Center Project), of which \$47,075,000 aggregate principal amount are presently outstanding (the “Series 2012B Bonds”, and together with the Series 2012A Bonds, collectively, the “Series 2012 Bonds”), pursuant to an Indenture of Trust (Bond Indenture), dated as of October 15, 2012 (the “2012 Indenture”), between the Issuer and Wells Fargo Bank, N.A., as trustee (the “2012 Trustee”); and

**WHEREAS**, the Medical Center desires for the Authority to undertake as a project (1) the current refunding of (a) all or a portion of the Series 2012A Bonds that are currently callable in accordance with the 2012 Indenture, which consists of all of the Series 2012A Bonds stated to mature on November 15, 2032, November 15, 2036 and November 15, 2041 and (b) all or a portion of the Series 2012B Bonds that are currently callable in accordance with the 2012 Indenture, which consists of all of the Series 2012B Bonds stated to mature on November 15, 2041 bearing interest at 4.000% per annum (the "Current Refunding Project"), and (2) the advance refunding, on a taxable basis, of all or a portion of the Series 2012B Bonds that are subject to optional redemption on or after November 15, 2022, which consists of all of the Series 2012B Bonds stated to mature on November 15, 2032, November 15, 2036, November 15, 2041 bearing interest at 5.000% per annum, and November 15, 2044 (the "Advance Refunding Project"); and

**WHEREAS**, the Authority desires to assist the Medical Center in undertaking as a project (the "Project"), the financing of (1) the Current Refunding Project, (2) the Advance Refunding Project, and (3) paying certain expenses incurred in connection with the financing; and

**WHEREAS**, the Authority, upon request of the Medical Center, desires to undertake the issuance of its hospital revenue bonds, in the aggregate principal amount not to exceed \$75,000,000, consisting of its (1) Taxable Hospital Revenue Bond, Series 2020A (Mount Nittany Medical Center), in the principal amount not to exceed \$50,000,000 (the "2020A Bonds"), and (2) Hospital Revenue Bond, Series 2020B (Mount Nittany Medical Center), in the principal amount not to exceed \$25,000,000 (the "2020B Bonds", and together with the 2020A Bonds, collectively, the "Proposed Bonds"); and

**WHEREAS**, proceeds of the Proposed Bonds will be loaned by the Authority to the Medical Center and applied for and toward costs and expenses of the Project; and

**WHEREAS**, the Proposed Bonds shall not be secured by any pledge of assets, moneys, revenues or taxing power of the County, the Commonwealth of Pennsylvania ("Commonwealth") or any political subdivision thereof; and

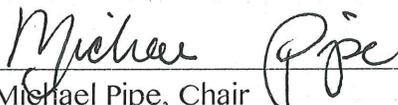
**WHEREAS**, Section 5607(b)(2)(iv) of the Act provides that none of the powers thereby granted to an authority shall be exercised in the construction, financing, improvement, maintenance, extension or operation of any hospital project or projects or health centers to be leased to, or financed with loans to, public hospitals, nonprofit corporation health centers or nonprofit hospital corporations serving the public unless the municipality organizing such authority for such projects shall declare by resolution or ordinance that it is desirable for the health, safety and welfare of the people in the area served by such facilities to have such facilities provided by, or financed through, such authority.

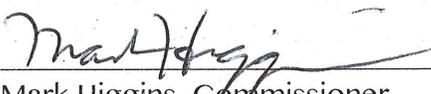
NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the County of Centre, that:

1. It hereby is determined and declared that, within the meaning of the Act, it is desirable for the health, safety and welfare of the citizens of the Commonwealth, the residents of the County, and the citizens of other areas of the Commonwealth served by the Medical Center facilities to have the Project financed through the Authority.
2. The Proposed Bonds if and when issued by the Authority shall not be secured, or construed to be secured, by any pledge of assets, moneys, revenues or taxing power of the County.
3. This Resolution shall become effective immediately upon its adoption. Any ordinances or other resolutions to the extent inconsistent with the resolutions herein are hereby repealed. This Resolution may be amended from time to time by appropriate action of the Board of Commissioners of the County.

**DULY RESOLVED AND ADOPTED** this 25 day of February 2020, at a regular meeting of the Board of Commissioners of Centre County, Pennsylvania, in lawful session duly assembled.

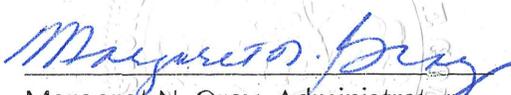
**CENTRE COUNTY BOARD OF COMMISSIONERS**

  
\_\_\_\_\_  
Michael Pipe, Chair

  
\_\_\_\_\_  
Mark Higgins, Commissioner

  
\_\_\_\_\_  
Steven G. Dershem, Commissioner

**ATTEST:**

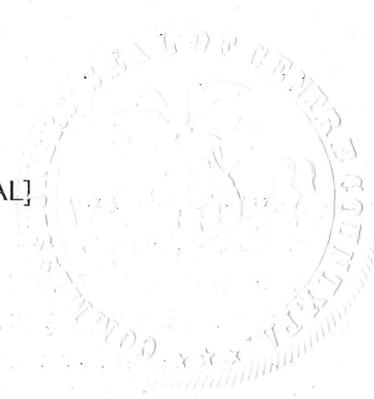
  
\_\_\_\_\_  
Margaret N. Gray, Administrator

CERTIFICATE

I, the undersigned, Chief Clerk/County Administrator of the County of Centre, Pennsylvania (the "County"), hereby certify that: (a) attached to this Certificate is a true, correct and complete copy of a Resolution (the "Resolution") which was duly adopted at a meeting of the Centre County Board of Commissioners ("Board") on February 25, 2020, at which a quorum was present and acting throughout, and which was at all times open to the public; (b) the County met the advance notice requirements of the Sunshine Act, 65 Pa. C.S. § 701 *et seq.*, by advertising the date of the meeting and posting a notice of the meeting at the public meeting place of the Board; (c) said Resolution was adopted by an aye or nay vote; (d) said Resolution and the vote thereon showing how each member voted have been recorded in the minutes of said Board; and (e) said Resolution remains in effect, unaltered and unamended as of the date of this Certificate.

WITNESS my hand and the seal of the County on February 25, 2020.

[SEAL]



By: Margaret N. Gray  
Margaret N. Gray, Administrator