

RESOLUTIONS
OF
WYSOX TOWNSHIP, PENNSYLVANIA

ADOPTED: Sept. 8, 2021

RESOLUTIONS AUTHORIZING APPROVAL OF THE ISSUANCE OF REVENUE BONDS BY THE CENTRAL BRADFORD PROGRESS AUTHORITY AND DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE IN THIS MUNICIPALITY AND OTHER AREAS FOR THE CENTRAL BRADFORD PROGRESS AUTHORITY TO FINANCE CERTAIN FACILITIES SERVING THE PEOPLE OF THE MUNICIPALITY.

WHEREAS, the Central Bradford Progress Authority (the "Authority") is a body corporate and politic organized and existing under the provisions of the Pennsylvania Municipality Authorities Act, 53 Pa. Cons. Stat. §§5601 – 5622, as amended (the "Act"), having been incorporated by the Borough of Towanda, the Township of North Towanda, the Township of Towanda and the Township of Wysox, all located in Bradford County, Pennsylvania, and is authorized by the Act to finance projects for "hospitals" and "health centers" as defined in the Act; and

WHEREAS, the Authority has requested the approval of this municipality (the "Municipality") in connection with the issuance by the Authority of its revenue bonds, in multiple series, in a principal amount not to exceed \$250,000,000 (the "Bonds"), including a series of tax-exempt bonds in a principal amount not to exceed \$175,000,000 (the "Tax-Exempt Bonds"), (i) for the purpose of making a loan to Guthrie Clinic, a Pennsylvania nonprofit corporation (the "Borrower"), to finance and reimburse the costs of a project consisting of the acquisition, construction, renovation, equipping, furnishing, and installation of various facilities for the provision of clinical hospital, inpatient, outpatient, diagnostic, treatment, ancillary support and other health care related services provided by the Guthrie Clinic and its affiliates, including interest during construction, and provided by members of an integrated health care delivery system headed by the Borrower in its service area, including the Municipality at various locations listed in the hearing notice attached hereto as Exhibit B (the "Hearing Notice"); (ii) to refinance the Authority's Revenue Bonds (The Guthrie Clinic Issue), Series of 2016, the proceeds of which were used to refinance all of the Authority's Revenue Bonds (Robert Packer Hospital Issue), Series 2011 (the "2011 Bonds"), outstanding in the aggregate principal amount of \$41,565,000 originally issued to (a) pay the costs of the acquisition, construction, renovation, equipping, financing and installation of various facilities for the provision of clinical, hospital, inpatient, outpatient, diagnostic, treatment, ancillary, support and other health care-related services to be provided by the Corporation's affiliate, The Robert Packer Hospital ("RPH"), including interest during construction; (b) refinance certain of the Health Care Facilities Authority of Sayre Revenue Bonds (Guthrie Clinic Issue) Series of 2002A relating to the

proceeds loaned to RPH, for various purposes; and (c) pay the costs of issuing the 2011 Bonds; (iii) for general corporate purposes of the Borrower; and (iv) pay the costs of issuance of the Bonds (the facilities referenced above are referred to herein as the "Facilities"); and

WHEREAS, Section 147(f) of the Internal Revenue Code (the "Code") requires the approval of the governing body or chief elected representative of each state or local government jurisdiction on behalf of which tax-exempt bonds are to be issued, and each state or local government jurisdiction in which tax-exempt bond-financed facilities are located, following a public hearing by an authorized representative of the state or local government jurisdiction; and

WHEREAS, in accordance with the above-mentioned requirement, a public hearing was held by the Central Bradford Progress Authority, on behalf of, and as a joint undertaking of, the Municipality and certain of those other host jurisdictions (the "Consenting Jurisdictions") in which Facilities financed by the Tax-Exempt Bonds are located, respecting the proposed issuance of the Tax-Exempt Bonds and the purposes thereof, after the Hearing Notice was published prior to the hearing date in one or more newspapers of general circulation in the Municipality.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The issuance of the Tax-Exempt Bonds is hereby approved in accordance with Section 147(f) of the Internal Revenue Code. By way of this Resolution, the Municipality does not accept and through this approval does not impose any liability on the Municipality in connection with the issuance of the Bonds, nor shall the credit or taxing power of the Municipality be pledged in any way for the issuance of the Bonds or the financing of any projects with respect thereto.
2. It is hereby declared desirable for the health, safety and welfare of the people in the Municipality to have the Central Bradford Progress Authority issue the Bonds for the purpose of financing and refinancing costs of the Facilities.
3. The proper officers, authorized representatives or designees of the Municipality are hereby authorized, directed and empowered to execute and deliver a copy of these resolutions and such other documents or certifications as may be required or they may deem appropriate to carry out the purposes of these resolutions. Without limiting the generality of the foregoing authorization, a Certificate of Approval shall be executed and delivered in the form attached hereto as Exhibit A.
4. These resolutions shall be effective immediately upon adoption. All prior resolutions inconsistent herewith are hereby repealed to the extent of such inconsistency.

ADOPTED THIS 9th DAY OF SEPTEMBER, 2021.

WYSOX TOWNSHIP, PENNSYLVANIA

By: Will Wolfe
Title: CHAIRMAN OF BOARD OF SUPERVISORS

Attest:

Michelle Johns
Secretary

[SEAL]

EXHIBIT A

Certificate of Approval

The undersigned, being the highest elected official(s) of the Municipality named below, on behalf of such Municipality hereby approves the issuance by the Central Bradford Progress Authority (the "Authority") of its tax-exempt revenue bonds, in one or more series, in an aggregate principal amount not to exceed \$175,000,000, to finance costs of health care and related facilities for the benefit of Guthrie Clinic and its affiliates as further described in the notice of public hearing attached as Exhibit B hereto. The Municipality does not accept and through this approval does not impose any liability on the Municipality in connection with the issuance of the Tax-Exempt Bonds, nor shall the credit or taxing power of the Municipality be pledged in any way for the issuance of the Bonds or the financing of any projects with respect thereto.

A public hearing concerning the issuance of the Tax-Exempt Bonds was held at the offices of the Authority on August 12, 2021 and we have received a copy of the transcript of said hearing.

IN WITNESS WHEREOF, this Certificate is executed by the undersigned elected official(s) this 8th day of Sept, 2021.

WYSOX TOWNSHIP, PENNSYLVANIA

By: Will Woe
Title: Supervisor

By: J. A. [Signature]
Title: Supervisor

EXHIBIT B

TEFRA Hearing Notice

CENTRAL BRADFORD PROGRESS AUTHORITY

NOTICE IS HEREBY GIVEN that a public hearing will be conducted by the Central Bradford Progress Authority (the "Authority") by and on behalf of, and as a joint undertaking of, the Pennsylvania municipalities of the Borough of Towanda; the Township of North Towanda, the Township of Towanda and the Township of Wysox, the Pennsylvania County of Bradford and the New York Counties of Chemung, Steuben, Tioga, Tompkins and Cortland, on August 12, 2021, at 10 a.m. local time at 1 Elizabeth Street, Suite 3, Towanda, Pennsylvania 18848.

The hearing will be held by the Authority in connection with the proposed issuance of its Revenue Bonds (The Guthrie Clinic Issue), Series 2021B (the "Bonds"), in a maximum aggregate principal amount of \$175,000,000. The Bonds will be issued for the benefit of The Guthrie Clinic, a Pennsylvania nonprofit corporation ("Guthrie Clinic") and certain organizations which are members of an integrated health care delivery system headed by Guthrie Clinic. The proceeds of the Bonds will be issued in order to finance and reimburse a portion of the costs of a project consisting of (1) the acquisition, construction, renovation, equipping, furnishing, and installation of various facilities for the provision of clinical hospital, inpatient, outpatient, diagnostic, treatment, ancillary support and other health care related services provided by the Guthrie Clinic and its affiliates, including interest during construction, at various locations listed on Schedule I attached hereto, including approximately \$10,000,000 for construction of a medical office building at 101 Pier Road, Ithaca, NY; \$10,600,000 for construction of a cancer center at 34 West Main Street, Cortland, NY; \$4,000,000 for renovations at Robert Packer Hospital-Towanda Campus, 91 Hospital Drive, Towanda, PA; \$160,000,000 for renovations at Robert Packer Hospital, One Guthrie Square, Sayre, PA; \$32,000,000 for improvements to the building to convert facility to a comprehensive outpatient facility located at 2900 Elmira Street, Sayre (Athens Township), PA; and \$3,700,000 in improvements to the Corning Centerway Medical Building and Corning Hospital campus located at 130 Center Way, Corning, NY and the Corning Hospital campus located at 1 Guthrie Drive, Corning, NY; (2) the refinancing of the Authority's Revenue Bonds (The Guthrie Clinic Issue), Series of 2016, the proceeds of which were used to refinance all of the Authority's Revenue Bonds (Robert Packer Hospital Issue), Series 2011 (the "2011 Bonds"), outstanding in the aggregate principal amount of \$41,565,000 originally issued to (a) pay the costs of the acquisition, construction, renovation, equipping, financing and installation of various facilities for the provision of clinical, hospital, inpatient, outpatient, diagnostic, treatment, ancillary, support and other health care-related services to be provided by the Corporation's affiliate, The Robert Packer Hospital ("RPH"), including interest during construction; (b) refinance certain of the Health Care Facilities Authority of Sayre Revenue Bonds (Guthrie Health Issue) Series of 2002A relating to the proceeds loaned to RPH, for various purposes; and (c) pay the costs of issuing the 2011 Bonds, and (3) the payment of the costs of issuing the Bonds.

Members of the public are invited to attend the public hearing and/or to submit written comments on the issuance of the Bonds and the above-described projects on or before the hearing date. Written comments should be submitted to the Central Bradford Progress Authority, c/o Anthony J. Ventello, Executive Director, 1 Elizabeth Street, Suite 3, Towanda, PA 18848.

CENTRAL BRADFORD PROGRESS AUTHORITY