

**RESOLUTIONS  
OF  
WYSOX TOWNSHIP, PENNSYLVANIA**

2023-15

**ADOPTED: DECEMBER [13], 2023**

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 \$280,000,000 (the "Bonds"), including a series of tax-exempt bonds in a principal amount not to exceed \$140,000,000 (the "Tax-Exempt Bonds"), for the purpose of making a loan to The Guthrie Clinic, a Pennsylvania nonprofit corporation, to finance a portion of the costs of a project relating to (1) the affiliation of The Guthrie Clinic with Our Lady of Lourdes Memorial Hospital, Inc. ("Lourdes"), a New York nonprofit corporation and its wholly-owned subsidiaries, through the assumption of its membership interest, including certain facilities and equipment located at various locations listed on Exhibit B attached hereto, including (a) an acute care hospital known as "Lourdes Hospital" located in Binghamton, New York; and (b) Lourdes and its affiliates' ancillary related healthcare delivery business, including equipment, located at outpatient clinics, medical office buildings, physician offices, and other properties and facilities; and (2) the payment of the costs of issuing the Bonds (the various facilities referenced above are referred to herein as the "Facilities"). Lourdes affiliates include Binghamton Health Corporation, Corbett Corporation, Lourdes Realty Company, Inc., Southern Tier Medical Care, P.C., and Lourdes Health & Fitness, LLC; 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 to be financed by the Tax-Exempt Bonds are located, respecting the proposed issuance of the Tax-Exempt Bonds and the purposes thereof, after notice of the hearing (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 the 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.

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 an aggregate principal amount not to exceed \$140,000,000, to finance costs of health care and related facilities for the benefit of The 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 December 8, 2023 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 13<sup>th</sup> day of December, 2023.

WYSOX TOWNSHIP, PENNSYLVANIA

By:

Will Weir  
Title: CHAIRMAN

By:

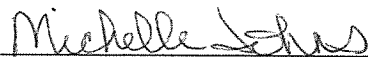
Michelle Sohas  
Title: Secretary

ADOPTED THIS 13<sup>th</sup> DAY OF DECEMBER, 2023.

WYSOX TOWNSHIP, PENNSYLVANIA

By:   
Title: CHAIRMAN

Attest:

  
Secretary

[SEAL]

**EXHIBIT B**

**TEFRA Hearing Notice**

LEGAL NOTICE OF PUBLIC HEARING

CENTRAL BRADFORD PROGRAM AUTHORITY  
 Re: Tax-Exempt Revenue Bonds (The Catholic Clinic Issue), Series 2024B

NOTICE IS HEREBY GIVEN that a public hearing will be conducted by the Central Bradford Program Authority (the "Authority") by and on behalf of, and as a part and in the name of, the Pennsylvania municipalities of the Borough of Towanda, the Township of South Towanda, the Township of Towanda and the Township of Wyock, the Pennsylvania County of Bradford and the New York Counties of Broome, Tioga, and Delaware on December 8, 2023, at 3 p.m. local time at 1 Elmwood Street, Poughkeepsie Plaza Rehabilitation Center, Towanda, Pennsylvania 16848.

The hearing will be held by the Authority in connection with the proposed issuance of its Tax-Exempt Revenue Bonds (The Catholic Clinic Issue), Series 2024B (the "Bonds").

**Notes:** The Bonds will be issued for the benefit of The Catholic Clinic, a Pennsylvania nonprofit corporation ("Catholic Clinic"), and certain organizations which are members of an integrated health care delivery system headed by The Catholic Clinic. The proceeds of the Bonds will be used in order to finance a portion of the cost of a project relating to (1) the affiliation of The Catholic Clinic with Our Lady of Lourdes Memorial Hospital, Inc. ("Lourdes"), a New York nonprofit corporation and its wholly-owned subsidiaries, through the assumption of its membership interest, including certain facilities and equipment located at various locations listed on Schedule I attached hereto, including (a) an acute care hospital known as "Lourdes Hospital" located in Binghamton, New York, and (b) Lourdes and its affiliates' and any related health care delivery business, including equipment, located at outpatient clinics, medical office buildings, physician offices, and other properties and facilities; and (2) the payment of the costs of issuing the Bonds. Lourdes affiliates include Binghamton Health Corporation, Comfort Corporation, Lourdes Realty Company, Inc., Southern Tier Medical Care, P.C., and Lourdes Health & Fitness, LLC.

**Maximum Amount:** \$140,000,000 maximum aggregate principal amount of tax-exempt revenue bonds.

**Legal Name, Name, Principal, and Beneficial Owner:** Catholic Clinic, as sole member of Lourdes, Lourdes and the Lourdes Affiliates, as actual legal owner and operator of the facilities listed on Schedule I. The address of Catholic Clinic is One Catholic Square, Sayre, Pennsylvania 16840.

**Project Location:** Various locations set forth on Schedule I attached hereto.

Members of the public are invited to attend the public hearing, and to submit written comments on the issuance of the Bonds and the above-described project on or before the hearing date. Written comments should be submitted to the Central Bradford Program Authority, c/o Anthony J. Venezia, Executive Director, 1 Elmwood Street, Suite 3, Towanda, PA 16848.

Schedule I

Project Real Properties

Site and Address	Municipality	County	State	Zoning Code
100 Riverside Dr.	Binghamton	Broome	NY	13-905
107 Riverside Dr.	Binghamton	Broome	NY	13-905
148 Riverside Dr.	Binghamton	Broome	NY	13-905
2460 Main St.	Whitesville	Broome	NY	13-802
25-29 Lourdes Rd.	Binghamton	Broome	NY	13-905
39 St. Mary St.	Marion	Delaware	NY	15-903

Project Businesses

Site and Address	Municipality	County	State	Zoning Code
107 Binghamton Drive	Verona	Broome	NY	13-850
1062 State Route 29	Orwell	Tioga	NY	13-827
1130 Upper Front St.	Binghamton	Broome	NY	13-903
1140 N. Jackson Road	Verona	Broome	NY	13-850
130 Temple Street	Orwell	Tioga	NY	13-827
17 Cheveruse Road Rd.	Binghamton	Broome	NY	13-903
174 Kaldale Road	Johnson City	Broome	NY	13-700
177 Riverside Dr., Suite 1	Johnson City	Broome	NY	13-700
183 Riverside Dr.	Binghamton	Broome	NY	13-905
184 Court Street	Binghamton	Broome	NY	13-905
216-218 Washington St.	Binghamton	Broome	NY	13-903
219 Front Street	Binghamton	Broome	NY	13-905
240 Riverside Drive	Binghamton	Broome	NY	13-905
276-280 Robinson Street	Binghamton	Broome	NY	13-904
3 Aspinwall St.	Binghamton	Broome	NY	13-905
320 N. Jackson Rd.	Verona	Broome	NY	13-850
3301 Shippens Rd.	Verona	Broome	NY	13-850
3300 Shippens Rd.	Verona	Broome	NY	13-850
410-419 E. Main St.	Endicott	Broome	NY	13-700
4103 Old Verand Rd.	Verona	Broome	NY	13-850
415 Homer Rd.	Endicott	Broome	NY	13-700
439 Cherkong St.	Watkins	Tioga	NY	14-802
477 West State Street	Binghamton	Broome	NY	13-903
480 St. Anthony	Orwell	Tioga	NY	13-827
490 Binghamton Road	Johnson City	Broome	NY	13-700
500 Binghamton Road	Johnson City	Broome	NY	13-700
515 Binghamton Road	Johnson City	Broome	NY	13-700
562-564 5th Ave.	Orwell	Tioga	NY	13-827
610 Homer Rd.	Endicott	Broome	NY	13-700
670 Cuckoo Rd.	Binghamton	Broome	NY	13-903
809 Main Street	Binghamton	Broome	NY	13-903
27 Johnson Avenue	Johnson City	Broome	NY	13-700
65 Pennsylvania Ave.	Binghamton	Broome	NY	13-903

