

BOARD OF COUNTY COMMISSIONERS  
County of Centre  
Commonwealth of Pennsylvania

RESOLUTION 4 OF 2009

DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE OF CENTRE COUNTY FOR THE GEISINGER AUTHORITY TO UNDERTAKE A PROJECT INVOLVING THE ISSUANCE OF HEALTH SYSTEM REVENUE BONDS, SERIES 2009 (GEISINGER HEALTH SYSTEM) AND TO UNDERTAKE OTHER PROJECTS INVOLVING GEISINGER HEALTH SYSTEM FOUNDATION AND ITS AFFILIATES SERVING THE PEOPLE OF CENTRE COUNTY.

WHEREAS, the Geisinger Authority (the "Authority"), was duly incorporated under the provisions of Municipality Authorities Act, (the Act of May 2, 1945, P.L. 382) (as amended and continued pursuant to the Act of June 19, 2001, P.L. 287, No.22 (53 Pa.C.S.Ch.56, as amended) (the "Act") pursuant to an ordinance (the "Ordinance") duly presented and enacted at a meeting of the Board of County Commissioners of the County of Montour, held on November 20, 1975; and

WHEREAS, the Ordinance provides that the Authority shall be for the purpose of acquiring, holding, constructing, improving, maintaining and operating, owning, leasing, either in the capacity of lessor or lessee, hospitals, health centers and similar facilities as may be provided in the Act; and

WHEREAS, pursuant to the Act, the Authority intends to issue bonds (the "Bonds") in a total aggregate principal amount not to exceed \$300,000,000. The net proceeds of the Bonds will be used to finance any or all of the following purposes (i) to finance, including through a pooled loan program, (a) the acquisition of land; (b) the construction, acquisition, renovation and installation of capital improvements; and (c) the acquisition and installation of equipment, all for health care facilities of Geisinger Health System Foundation (the "Foundation") and affiliates of the Foundation listed below and (ii) the payment of certain costs of issuing and providing credit enhancement and liquidity for the Bonds and the funding of debt service reserves (the "Project"); and

WHEREAS, the Authority in the future intends to acquire, hold, construct, improve, maintain, operate, own and lease, either in the capacity of lessor or lessee, hospitals, health centers, non-profit corporations serving the public and similar facilities as may be provided in the Act, the owners or operators of which are the Foundation or one of its affiliates, which include: Geisinger System Services, Geisinger Medical Center, Marworth, Geisinger

Clinic, Geisinger Wyoming Valley Medical Center, Geisinger Community Health Services and Geisinger South Wilkes-Barre (collectively, "Affiliates"); and

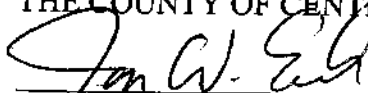
WHEREAS, the Foundation or one of the Affiliates of the Foundation serves the people of Centre County; and

WHEREAS, pursuant to an ordinance duly presented and enacted at a meeting of the Board of County Commissioners of the County of Montour held on February 24, 2009, the Board of County Commissioners of the County of Montour provided that prior to, and as a condition of, the Authority's allocating money from the proceeds of the Bonds or the proceeds of any future Authority obligations to the Foundation or one of the Affiliates of the Foundation, a governmental unit whose residents are served by such member of the Foundation or one of the Affiliates of the Foundation must pass an ordinance or a resolution declaring that it is desirable for the health, safety and welfare of the people in the area served by the Foundation or one of the Affiliates of the Foundation, to receive proceeds from the Bonds or future obligations of the Authority.

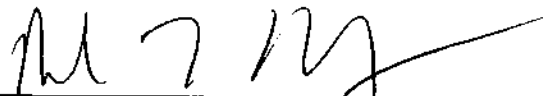
NOW, THEREFORE, be it resolved by the Board of County Commissioners of the County of Centre that it is desirable for the health, safety and welfare of the people in Centre County, Pennsylvania to have the Authority issue the Bonds and it is desirable for the health, safety and welfare of the people in Centre County, Pennsylvania to have future projects undertaken by the Authority for the Foundation or one of the Affiliates of the Foundation that primarily serve the people in Centre County.

ADOPTED this 7 day of April, 2009, at a regular meeting of the Board of County Commissioners of the County of Centre, Pennsylvania.

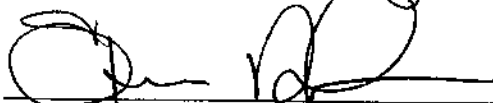
BOARD OF COMMISSIONERS OF  
THE COUNTY OF CENTRE



John W. Eich

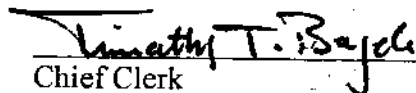


Rich Rogers



Steven G. Dershem

ATTEST:



Chief Clerk