

## WESTMORELAND COUNTY

Resolution No. #R-9-2013

APPROVING, IN ACCORDANCE WITH SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, A REISSUANCE OF FINANCING BY THE ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY AND DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE OF WESTMORELAND COUNTY FOR THE ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY TO UNDERTAKE A REISSUANCE FOR THE BENEFIT OF WEST PENN ALLEGHENY HEALTH SYSTEM, INC. AND ITS OBLIGATED GROUP.

**WHEREAS**, the Allegheny County Hospital Development Authority (the "Authority") was duly incorporated by the Commissioners of Allegheny County under the provisions of the Municipality Authorities Act, as amended (53 Pa.C.S. Sections 5601 et seq.) (the "Municipality Authorities Act"); and

**WHEREAS**, in 2007, the Authority issued, for the benefit of West Penn Allegheny Health System, Inc. and its obligated group (collectively, the "Borrower"), pursuant to the Municipality Authority Act, its \$752,360,000 Health Facilities Revenue Bonds, Series of 2007 (West Penn Allegheny Health System Project) (the "Bonds"), to finance or refinance various projects consisting of the acquisition, construction, improvement, renovation and equipping of capital improvements (together with the Reserve Account Project as defined below, the "Project") on all such campuses and health related facilities located in the City of Pittsburgh and throughout Allegheny County, Pennsylvania, Washington County, Pennsylvania and in Westmoreland County, Pennsylvania (including, in Westmoreland County, Alle-Kiski Medical Center, Citizens Ambulatory Care Center, Allegheny Valley Hospital Prolab, and The Western Pennsylvania Hospital facility in Irwin); and

**WHEREAS**, the Borrower desires to restructure all or a portion of the Bonds with the cooperation of the Authority and holders of such Bonds (the "Restructuring"), which bond counsel to the Authority has advised will constitute a reissuance of such restructured Bonds for federal income tax purposes; and

**WHEREAS**, under certain circumstances following the Restructuring, some or all of the proceeds currently held in the Debt Service Reserve Account with respect to the Bonds, in an amount not to exceed \$55,000,000, may be transferred to the Project Fund and expended on the acquisition, construction, improvement, renovation and equipping of capital improvements on health and related facilities of WPAHS and its affiliates (the "Reserve Account Project"); and

**WHEREAS**, the Municipality Authorities Act limits the powers of the Authority by providing that none of the powers granted by law to the Authority may be exercised in the construction, financing, improvement or operation of any project unless and the municipality which organizes the Authority declares by resolution that it is desirable for the health, safety and welfare of the people in the area served by such project to have such project provided by, or financed through, the Authority; and

**WHEREAS**, certain portions of the Project are or will be located within Westmoreland County (the "Westmoreland Project") and serve the people of Westmoreland County; and

**WHEREAS**, in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), a public hearing was duly noticed and held by the Authority on behalf of the Board of Commissioners of Westmoreland County on March 27, 2013, at the Authority's offices at 425 Sixth Avenue, 8th Floor, Pittsburgh, Pennsylvania 15219, in connection with the financing and refinancing of the Project through the reissuance 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 reissued and of each governmental unit having jurisdiction over the area in which any portion of the Project is located, approve the reissuance of the Bonds after a public hearing; and

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

**NOW, THEREFORE**, the Board of Commissioners of the County of Westmoreland hereby resolves that:

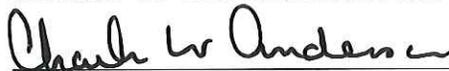
Section 1: It is hereby declared desirable for the health, safety and welfare of the people in Westmoreland County, Pennsylvania to have the Authority finance and refinance the Westmoreland Project through the reissuance of the Bonds; and the Westmoreland Project and the financing and refinancing thereof by the Authority is hereby approved, provided that the Bonds shall not constitute a debt or obligation of the County of Westmoreland and the reissuance of the Bonds does not obligate the taxing power of the County of Westmoreland in any way.

Section 2: The plan of financing involving the reissuance of the Bonds is hereby approved.

Section 3: All prior resolutions or portions thereof which are inconsistent herewith are hereby repealed. This resolution shall take effect immediately.

Duly adopted this 28th day of March, 2013.

COUNTY OF WESTMORELAND  
BOARD OF COMMISSIONERS



Charles W. Anderson, Chairman

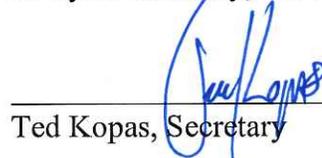
ATTEST:



Vera Spina, Chief Clerk



R. Tyler Courtney, Vice-Chairman



Ted Kopas, Secretary