

## Lawrence, Sharon

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**Subject:** FW: [EXTERNAL]: July 9th Luzerne County Council meeting - Geisinger Health  
**Attachments:** TEFRA Notice (Luzerne County Projects) - Geisinger 2019 DMEAST\_38184938(1).DOCX; Luzerne County Projects 2019 TEFRA HSW Resolution - Geisinger 2019 DMEAST\_38185379(1).DOC; Luzerne County Projects 2019 TEFRA HSW Resolution - Geisinger 2019 DMEAST\_38185379(1).DOC

**Importance:** High

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**From:** Karas, Christine [mailto:Karas@ballardspahr.com]

**Sent:** Tuesday, July 9, 2019 10:30 AM

**To:** Lawrence, Sharon <Sharon.Lawrence@luzernecounty.org>; Crocamo, Romilda <Romilda.Crocamo@luzernecounty.org>; McGinley, Tim <Tim.McGinley@luzernecounty.org>; shannon.carke-lapsansky@luzernecounty.org

**Cc:** Schakel, Linda <SCHAKEL@ballardspahr.com>; Tsilas, Vicky <Tsilas@ballardspahr.com>; Rhodes, William <Rhodes@ballardspahr.com>; Tynan, Francis <TynanF@ballardspahr.com>; Fitzgerald, Timothy <tdfitzgerald@geisinger.edu>; Cutright, David <dcutright@geisinger.edu>; Wargo, Andrew J. <awargo@geisinger.edu>; Prunty, Laura L. <llprunty@geisinger.edu>; Endler, Lara A. <laendler@geisinger.edu>

**Subject:** [EXTERNAL]: July 9th Luzerne County Council meeting - Geisinger Health

**Importance:** High

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Good morning,

As a follow up with my telephone conversations with morning with Ms. Crocamo and Ms. Lawrence, attached is an updated TEFRA notice and Council Resolution for tonight's Luzerne County Council work session, which will occur after the voting session which begins at 6:00 pm. and will be held at 200 N. River Street, Luzerne County Courthouse, Wilkes-Barre, PA, which we are kindly asking council to consider and adopt at its July 23<sup>rd</sup> meeting, after the TEFRA hearing is held by the Geisinger Authority on July 22<sup>nd</sup>.

The following folks from Geisinger Health will be attending tonight's meeting:

Laura Endler – Legal  
Dave Cutright – Finance/Treasury  
Steve Hill – Facilities  
Richard Mattei – PR/Marketing  
Ron Beer – Operational

Your assistance is greatly appreciated.

Please call me with any questions.

Regards,

Christine

**Christine Karas**

*Paralegal*



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NOTICE IS HEREBY GIVEN that a public meeting will be held by the Geisinger Authority (the "Authority") on July 22, 2019, at 10:00 a.m. at the Board of County Commissioners Conference Room, Montour County Courthouse, 1<sup>st</sup> Floor, 253 Mill Street, Danville, Pennsylvania in connection with the proposed issuance by the Authority of its health system revenue bonds (the "Bonds"), in one or more series, pursuant to a plan of finance for the benefit of the Geisinger Health (formerly Geisinger Health System Foundation) and certain not-for-profit organizations (collectively, "the System"): Geisinger Health (formerly, Geisinger Health System Foundation); Geisinger System Services; Geisinger Medical Center; Marworth; Geisinger Wyoming Valley Medical Center; Geisinger Clinic; Geisinger Community Health Services; Geisinger – Bloomsburg Hospital; Community Medical Center DBA Geisinger-Community Medical Center; Geisinger Commonwealth School of Medicine; West Shore Advanced Life Support Services, Inc.; AtlantiCare Regional Medical Center; Geisinger-Lewistown Hospital; and Geisinger Jersey Shore Hospital.

The Bonds will be issued in an aggregate principal amount not to exceed \$1,000,000,000. The proceeds of the Bonds will be used to:

- (i) refund a taxable loan in the outstanding principal amount of \$13,622,499.41, the proceeds of which refinanced taxable loans of Jersey Shore in connection with the acquisition of Jersey Shore Hospital by Geisinger Health;
- (ii) finance, reimburse, or refinance, 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 the System; and
- (iii) the payment of certain costs of issuing and providing credit enhancement and liquidity for the Bonds and the funding of debt service reserves, with initial loans at the locations and in the estimated maximum principal amount listed below:
  - (a) THE GEISINGER WYOMING VALLEY CAMPUS, AN APPROXIMATELY 42 ACRE SITE BOUNDED GENERALLY BY EAST MOUNTAIN BOULEVARD, BALTIMORE DRIVE AND JUMPER ROAD IN WILKES-BARRE, PA ..... \$90,000,000
  - (b) 1010 E. MOUNTAIN DRIVE, WILKES BARRE, PA..... \$10,000,000
  - (c) THE GEISINGER WYOMING VALLEY MEDICAL CENTER, SOUTH WILKES BARRE CAMPUS, BOUNDED ON THE NORTH BY HANOVER STREET, THE EAST BY CHURCH STREET, AND THE WEST BY ROOSEVELT TERRACE IN WILKES-BARRE, PA ..... \$15,000,000

The public is invited to attend the hearing at the address set forth above and/or submit written comments on the issuance of the Bonds and the financing of the above projects on or before the hearing date to Ms. Susan Kauwell, Chair, Geisinger Authority, Montour County Courthouse, 1<sup>st</sup> Floor, 253 Mill Street, Danville, Pennsylvania, 17821.

**RESOLUTION R-2019- \_\_\_\_\_**  
**LUZERNE COUNTY COUNCIL**

***A RESOLUTION OF LUZERNE COUNTY COUNCIL APPROVING A PLAN OF FINANCE BY THE GEISINGER AUTHORITY; IN ACCORDANCE WITH SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, DECLARING THAT IT IS DESIRABLE FOR THE HEALTH, SAFETY AND WELFARE OF THE PEOPLE OF LUZERNE COUNTY FOR THE GEISINGER AUTHORITY TO UNDERTAKE A PROJECT INVOLVING THE ISSUANCE OF HEALTH SYSTEM REVENUE BONDS, SERIES 2019 (GEISINGER HEALTH SYSTEM); AND AUTHORIZING OTHER PROJECTS INVOLVING GEISINGER HEALTH AND ITS AFFILIATES SERVING THE PEOPLE OF LUZERNE COUNTY***

WHEREAS, the Geisinger Authority (the “Authority”) was duly incorporated under the provisions of the Pennsylvania 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”) enacted by the Board of County Commissioners of the County of Montour on November 20, 1975; and

WHEREAS, the Ordinance provides that the Authority shall be organized 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 provided in the Act; 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 provided in the Act, the owners or operators of which are Geisinger Health or one of its affiliates listed below; and

WHEREAS, pursuant to the Act, the Authority intends to issue one or more series of bonds the proceeds of which will be used to finance or refinance costs of health care facilities for the benefit of the following entities affiliated with Geisinger Health, some of whose facilities are located within the boundaries of the County of Luzerne, Pennsylvania: (1) Geisinger Health (“Geisinger Health”) (formerly, Geisinger Health System Foundation); (2) Geisinger System Services; (3) Geisinger Medical Center; (4) Marworth; (5) Geisinger Wyoming Valley Medical Center; (6) Geisinger Clinic; (7) Geisinger Community Health Services; (8) Geisinger – Bloomsburg Hospital; (9) Community Medical Center DBA Geisinger-Community Medical Center; (10) Geisinger Commonwealth School of Medicine; (11) West Shore Advanced Life Support Services, Inc.; (12) AtlantiCare Regional Medical Center; (13) Geisinger-Lewistown Hospital; and (14) Geisinger Jersey Shore Hospital (collectively, the “Affiliates” and together with Geisinger Health, the “System”); and

WHEREAS, Geisinger Health or one or more of the Affiliates serve the people of the County of Luzerne, Pennsylvania (the “County”); and

WHEREAS, in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), a public hearing was held by the Authority ”) on July 22, 2019, at 10:00 a.m. at the Board of County Commissioners Conference Room, Montour County Courthouse, 1<sup>st</sup> Floor, 253 Mill Street, Danville, Pennsylvania in connection with the proposed issuance by the Authority of one or more series

of its Health System Revenue Bonds (the “Bonds”) in an aggregate principal amount not to exceed \$1,000,000,000, as described in the attached published notice of the hearing; and

WHEREAS, Section 147(f) of the Code requires that the applicable elected representative of the governmental unit on behalf of which bonds were issued and of each governmental unit having jurisdiction over the area in which any facility, with respect to which financing is to be provided from the net proceeds of the bonds, is located, approve the bonds after a public hearing in order for a private activity bond to be a qualified bond under the Code; and

WHEREAS, the County Council of the County of Luzerne is the applicable elected representative of the governmental unit having jurisdiction over the System’s facilities located in Luzerne County; and

WHEREAS, pursuant to the Act, Geisinger Health and the Authority have requested the County Council of the County of Luzerne to declare, by this resolution, that the Project is desirable for the health, safety and welfare of the people in the County served by the Project provided and undertaken by, and financed through, the Authority.

NOW, THEREFORE, BE IT RESOLVED:

1. The issuance of the Bonds for the Project described in the attached notice is approved.
2. The County Council of the County of Luzerne hereby determines that it is desirable for the health, safety and welfare of the people in the County to have the Authority issue the Bonds, including future refundings or refinancings thereof, and to have future projects undertaken by the Authority to finance and refinance the System facilities within the County that serve people in the County.
3. The foregoing action of Luzerne County Council shall not in any way pledge or obligate the credit or taxing power of Luzerne County or any municipality therein, nor shall Luzerne County or any municipality therein be liable for the payment of the principal of, premium, if any, or interest on the Bonds or any other cost related thereto.

ADOPTED this 23<sup>rd</sup> day of July, 2019, at a regular meeting of the County Council of the County of Luzerne, Pennsylvania.

**COUNTY COUNCIL  
OF THE COUNTY OF LUZERNE**

ATTEST:

\_\_\_\_\_  
Sharon Lawrence, Clerk to Council

By: \_\_\_\_\_  
Tim McGinley, Chair

By: \_\_\_\_\_  
C. David Pedri, County Manager