

**RESOLUTION R-2022-72  
LUZERNE COUNTY COUNCIL**

**A RESOLUTION OF LUZERNE COUNTY COUNCIL REGARDING A  
FINANCING BY THE NORTHEASTERN PENNSYLVANIA HOSPITAL AND  
EDUCATION AUTHORITY FOR WYOMING SEMINARY OF THE SUSQUEHANNA  
ANNUAL CONFERENCE OF THE UNITED METHODIST CHURCH IN FORTY FORT  
BOROUGH AND KINGSTON BOROUGH, PENNSYLVANIA**

WHEREAS, the Northeastern Pennsylvania Hospital and Education Authority (the "*Authority*") is a body corporate and politic constituting a public corporation and a governmental instrumentality of the Commonwealth of Pennsylvania created by the County of Luzerne (the "*County*") pursuant to the Pennsylvania Municipality Authorities Act, 53 Pa. C.S.A. § 5601 et seq., Act 22 of 2001, effective June 19, 2001, which codifies and amends the Municipality Authorities Act of 1945, as amended and supplemented (the "*Act*"); and

WHEREAS, Wyoming Seminary of the Susquehanna Annual Conference of the United Methodist Church (the "*School*") is a private, secondary school located in the Commonwealth of Pennsylvania and within the County, and has represented (and will represent in the various loan financing documents hereinafter described) to the Authority that (i) it is approved by the Department of Education of the Commonwealth, (ii) it is operated not for profit, and (iii) it is not a theological school or seminary or a sectarian or denominational institution, and, accordingly, the Authority has determined that the School constitutes an "eligible educational institution" and as such is qualified for financing assistance from the Authority; and

WHEREAS, the School has requested that the Authority issue its revenue bonds or notes (the "*Notes*") in an aggregate amount not to exceed \$4,000,000 for the purpose of financing all or a portion of the costs of a project more particularly described in Exhibit A attached hereto (the "*Project*"); and

WHEREAS, the Act requires that projects leased to, or financed or refinanced with loans to, among other things, "eligible educational institutions" as described in the Act may be undertaken only if each municipality organizing an authority for such project shall declare by resolution or ordinance that it is desirable for the health, safety and welfare of the people in the area served by such facilities to have such facilities provided by, or financed through, an authority; and

WHEREAS, the Internal Revenue Code of 1986, as amended (the "*Code*"), requires that any project financed with tax-exempt bonds be approved by the elected legislative body or chief elected executive officer of the governmental unit having jurisdiction over the area in which the Project is located following a public hearing with respect to the financing of the Project through the issuance of the Notes; and

WHEREAS, pursuant to the Code, the term “applicable elected representative” means, among other things, the elected legislative body of the governmental unit in which the Project is located and of the governmental unit on behalf of which the Authority acts or issues bonds or notes; and

WHEREAS, the Council of the County is the “applicable elected representative” of the County within the meaning of the Code; and

WHEREAS, the County desires to authorize and direct the Chair or Vice-Chair of the Council of the County to act on its behalf as such “applicable elected representative”; and

WHEREAS, the Council of the County has received notification from the Authority that it has conducted a public hearing with respect to the proposed financing by the Authority of the Project, duly held on behalf of the Authority and the County and advertised in accordance with the requirements of Section 147(f) of the Code, and have further received from the Authority a report of such hearing; and

WHEREAS, the Luzerne County Council desires to approve the Project and the financing thereof on behalf of the School through the issuance of tax-exempt revenue bonds by the Authority in accordance with the requirements of the Code and the Act.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE COUNTY, AS FOLLOWS:

*Section 1.* It is hereby declared that it is desirable for the health, safety and welfare of the people of the County and in the area served by the School to have the Project financed through the Authority.

*Section 2.* The Council of the County hereby empowers, authorizes and directs the Chair or Vice-Chair of the Council of the County, to execute and deliver an “approval of applicable elected representative” in the form attached hereto as Exhibit B. The Council of the County intends that this resolution and the subsequent execution and delivery of the approval of “applicable elected representative” by the Chair or Vice-Chair of the Council of the County shall constitute the “approval of a government unit” required by Section 147(f) of the Code.

*Section 3.* The approvals and declarations in this Resolution shall in no way pledge or otherwise obligate the credit or taxing power of the County, nor shall the County be liable for the payment of principal of or interest or premium, if any, on any obligations issued to finance the Project nor shall the County have any obligation or liability whatsoever with respect to the Project or the Project facilities. This resolution shall take effect on the date of adoption hereof.

*[The remainder of this page intentionally left blank.]*

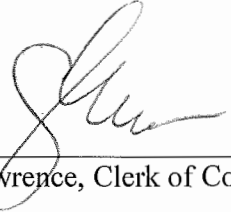
DULY ADOPTED this 12<sup>th</sup> day of April, 2022, by the Council of the County of Luzerne, Pennsylvania, in lawful regular session duly assembled.

ROLL CALL VOTE (11-0)

YES: Bienias, Lescavage, Lombardo, McDermott, McGinley, Perry, Radle, Schnee, Thornton, SJ Urban and Wolovich

LUZERNE COUNTY COUNCIL

By: Kendra Radle  
Kendra Radle, Chair

Attest:   
Sharon Lawrence, Clerk of Council

LUZERNE COUNTY MANAGER

By: Romilda P. Crocama  
Romilda P. Crocama, Esq.  
Acting County Manager

EXHIBIT A  
Project Description

Project Owner:

Wyoming Seminary of the Susquehanna Annual Conference of the United Methodist Church, a Pennsylvania nonprofit corporation.

Maximum Amount of Notes:

\$4,000,000

Project Description:

The financing of all or a portion of the costs of: (i) the acquisition, construction and installation of capital additions and improvements to the educational facilities of the School, including but not limited to roof and window replacements, dormitory improvements, including replacement of doors and locks, steam plant decentralization, replacement of fire detection systems, HVAC upgrades and replacements, and swimming pool renovations; and (ii) the payment of financing costs in connection with the issuance of the Notes.

Location of Project Facilities:

On the campus of the School located generally at 201 North Sprague Avenue, Kingston Borough, Luzerne County, Pennsylvania 18704.

EXHIBIT B  
APPROVAL OF APPLICABLE ELECTED REPRESENTATIVES  
[See Attached]

**APPROVAL OF APPLICABLE ELECTED REPRESENTATIVES**

I, the undersigned Chair of the Council of the County of Luzerne, Pennsylvania (the "County"), having been designed and empowered to approve the issuance of bonds or notes to finance the costs of projects located within the County or of the Northeastern Pennsylvania Hospital and Education Authority (the "Authority"), hereby approve the following project of the Authority:

Northeastern Pennsylvania Hospital and Education Authority/Wyoming Seminary Project

NAMES AND ADDRESS OF OWNERS AND OPERATORS OF FACILITIES  
TO BE FINANCED: Wyoming Seminary of the Susquehanna Annual Conference of the United Methodist Church, 201 North Sprague Avenue, Kingston Borough, Luzerne County, Pennsylvania 18704 (the "School").

ADDRESSES OF PROJECT: 201 North Sprague Avenue, Kingston Borough, Luzerne County, Pennsylvania 18704.

TOTAL COST OF PROJECT: Not to exceed \$4,000,000.

MAXIMUM AGGREGATE FACE AMOUNT OF DEBT TO BE ISSUED: Not to exceed \$10,000,000.

PROJECT DESCRIPTION: The financing of all or a portion of the costs of: (i) the acquisition, construction and installation of capital additions and improvements to the educational facilities of the School, including but not limited to roof and window replacements, dormitory improvements, including replacement of doors and locks, steam plant decentralization, replacement of fire detection systems, HVAC upgrades and replacements, and swimming pool renovations; and (ii) the payment of financing costs in connection with the issuance of the Notes.

TIME AND PLACE OF PUBLIC HEARING: February 7, 2022, at 4:00 p.m., at the Luzerne County Courthouse, 200 N. River Street, Wilkes-Barre, Pennsylvania, 18711 in the Council Meeting Room.

The approval hereby granted is limited in operation and effect to the Internal Revenue Code of 1986, as amended, and the regulations promulgated with respect thereto, and shall not create any liability or obligation on the part of the County.

COUNTY OF LUZERNE, PENNSYLVANIA

Date: April 12, 2022

By: Kendra Radle  
Kendra Radle, Luzerne County Council Chair