

COUNTY OF MONROE, PENNSYLVANIA

RESOLUTION

WHEREAS, the Northampton County General Purpose Authority (the “Authority”) proposes to issue up to \$450,000,000 aggregate principal amount of its tax-exempt revenue bonds in one or more series (collectively, the “Bonds”), for the benefit of St. Luke’s Health Network, Inc., Saint Luke’s Hospital of Bethlehem, Pennsylvania, a Pennsylvania nonprofit corporation, St. Luke’s Hospital – Anderson Campus, a Pennsylvania nonprofit corporation, St. Luke’s Hospital – Monroe Campus, a Pennsylvania nonprofit corporation, St. Luke’s Quakertown Hospital, a Pennsylvania nonprofit corporation, Carbon-Schuylkill Community Hospital, Inc., a Pennsylvania nonprofit corporation and/or one or more affiliates thereof (collectively, the “Hospital”);

WHEREAS, the Bonds will be issued to finance and refinance the costs of certain projects at various locations within the County of Monroe, Pennsylvania (“Monroe County”), the County of Lehigh, Pennsylvania (“Lehigh County”), the County of Northampton, Pennsylvania (“Northampton County”) and the County of Bucks, Pennsylvania (“Bucks County” and, together with Monroe County, Lehigh County and Northampton County, the “Counties”) for the benefit of the Hospital (collectively, the “Project”) as described in the Notice of Public Hearing attached hereto as Exhibit A (the “Notice of Hearing”);

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) requires that the applicable elected representative of the governmental unit on behalf of which bonds are to be 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;

WHEREAS, in accordance with the requirements of Section 147(f) of the Code, a public hearing (the “Hearing”) was held by the Authority, appointed to hold the hearing on behalf of itself, and each of the Counties, on February 19, 2024, notice of which Hearing (in the form of the Notice of Hearing) was published on the primary public websites of each of the Counties;

WHEREAS, at the Hearing, a reasonable opportunity to be heard was provided for all persons with different views on both the issuance of the Bonds and the location and nature of the Project facilities;

WHEREAS, a copy of the public hearing report for the Hearing is attached hereto as Exhibit B and the undersigned has been informed of the substance of all comments made and testimony presented at the Hearing; and

WHEREAS, the Board of Commissioners of Monroe County (the “County Commissioners”) have been popularly elected at-large by the voters of Monroe County, and designated by the laws of the Commonwealth of Pennsylvania or Monroe County having jurisdiction over the Hospital’s facilities located in Monroe County, and has determined to approve the Bonds for the purpose of financing the Project in satisfaction of the requirements of Section 147(f)(2) of the Code and Treas. Reg. §1.147(f)-1 promulgated thereunder;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COMMISSIONERS OF THE COUNTY OF MONROE, PENNSYLVANIA, AS FOLLOWS:

1. The Project and the issuance of the Bonds to finance the costs thereof are hereby approved, it being understood that such approval shall not, directly or indirectly, obligate the taxing power of Monroe County or otherwise obligate Monroe County in any way whatsoever. The Bonds shall not be in any way a debt or liability of Monroe County and Monroe County shall not have any obligation with respect to the payment of the principal or redemption price of or on interest on the Bonds. Such approval is given for the purpose of complying with the provisions of the Code relating to the undertaking of the Project by the Authority.

2. The issuance of the Bonds for the purpose of financing the portion of the Project located in Monroe County, Pennsylvania is hereby approved pursuant to, and in satisfaction of, the requirements of Section 147(f)(2) of the Code and Treas. Reg. §1.147(f)-1 promulgated thereunder as to host jurisdiction approval, and this resolution shall be evidence of such approval.

3. The County Commissioners hereby ratify and approve the undertaking by the Authority of the Hearing on behalf of itself and on behalf of Monroe County. The County Commissioners hereby acknowledge and confirm that a report of the Hearing has been provided to the County Commissioners for the record.

4. The County Commissioners hereby find that it is desirable for the health, safety and welfare of the residents in Monroe County to have the Authority issue the Bonds to finance the Project.

5. The proper officers and representatives of Monroe County are hereby authorized, directed and empowered on behalf of Monroe County to execute any and all documents and to do or cause to be done any and all acts and things necessary or proper for the carrying out of the purposes of this Resolution, including, but not limited to, the approval of the issuance of the Bonds.

RESOLVED BY THE BOARD OF
COMMISSIONERS, COUNTY OF MONROE,
PENNSYLVANIA

By: _____
John D. Christy
Chairman

Dated: February 21, 2024

EXHIBIT A

Form of Notice of Public Hearing

NOTICE OF JOINT PUBLIC HEARING

NORTHAMPTON COUNTY GENERAL PURPOSE AUTHORITY

NOTICE IS HEREBY GIVEN that the Northampton County General Purpose Authority (the “Authority”), will hold a joint public hearing on February 19, 2024 at 2:00 p.m. prevailing time via teleconference at the offices of the Authority at the Northampton County Human Services Building, 2801 Emrick Boulevard, Bethlehem, Pennsylvania 18020, in connection with the proposed issuance by the Authority of its tax-exempt revenue bonds pursuant to a plan of finance in one or more series (the “Bonds”) in the aggregate principal amount of not more than \$450,000,000. The public may participate in the hearing via teleconference by dialing the following conference call number: 1-888-857-7121; passcode: 215 864 8533.

Project Owners and Users: The proceeds of the Bonds, which will be issued as “qualified 501(c)(3)” bonds as defined in Section 145 of the Internal Revenue Code of 1986, as amended (the “Code”) for hospital and medical facilities, will be used to (i) provide original financing of costs (through the direct financing, reimbursement, or refinancing of existing taxable debt) and (ii) refinance (a) a taxable Fulton Bank loan (the “2020B Fulton Loan”), (b) the Northampton County General Purpose Authority Hospital Revenue Bonds, Series 2018B (St. Luke’s University Health Network Project) (the “2018B Bonds”), (c) the Lehigh County General Purpose Authority Hospital Revenue Bonds, Series 2015A (Saint Luke’s Hospital Project) (the “2015A Bonds”), (d) the Lehigh County General Purpose Authority Hospital Revenue Bonds, Series 2015B (Saint Luke’s Hospital Project) (the “2015B Bonds”), (e) the Lehigh County General Purpose Authority Hospital Revenue Bonds, Series 2016A (Saint Luke’s Hospital Project) (the “2016A Bonds”), (f) the Northampton County General Purpose Authority Hospital Revenue Bonds, Series 2020D (Saint Luke’s University Health Network Project) (the “2020D Bonds”), (g) the Northampton County General Purpose Authority Hospital Revenue Bonds, Series 2020E (Saint Luke’s University Health Network Project) (the “2020E Bonds”), and (h) the Northampton County General Purpose Authority Hospital Revenue Bonds, Series 2020F (Saint Luke’s University Health Network Project) (the “2020F Bonds” and, together with the 2015A Bonds, the 2015B Bonds, the 2016A Bonds, the 2020D Bonds, and the 2020E Bonds, the “Variable Rate Bonds”) for the benefit of the following entities: St. Luke’s Health Network, Inc. (the “Network”), Saint Luke’s Hospital of Bethlehem, Pennsylvania (“Bethlehem”), St. Luke’s Hospital – Anderson Campus (“Anderson”), St. Luke’s Hospital - Monroe Campus (“Monroe”), St. Luke’s Quakertown Hospital (“Quakertown”) and Carbon-Schuylkill Community Hospital, Inc. (“Miners” and, together with Network, Bethlehem, Anderson, Monroe, and Quakertown, the “St. Luke’s Entities”). Each of the St. Luke’s Entities is a Pennsylvania non-profit corporation which is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Project: The project to be reimbursed, financed, and refinanced with proceeds of the Bonds consists of the following:

- (i) (a) The construction and equipping of a new, 5-story, approximately 300,000 square foot patient tower on the Anderson Campus at 1872 St. Luke’s Boulevard, Easton, Pennsylvania, (b) the construction and equipping of St. Luke’s Orthopedic Hospital on the West End Campus at 521 Cetronia Road, Allentown, Pennsylvania, and (c) the acquisition, construction, installation and equipping of improvements to, and renovations of, certain facilities of the St. Luke’s Entities and the other members of the Network, including, without limitation, the undertaking of new construction and renovations, and the

acquisition of capital equipment, at the addresses listed below (collectively, the “New Money Project”).

- (ii) The refinancing of the 2020B Fulton Loan in the current principal amount of \$46,376,812. The proceeds of the 2020B Fulton Loan were used to reimburse, finance, or refinance capital expenditures at the project addresses listed below (the “2020B Fulton Loan Project”). The St. Luke’s Entities own and operate the 2020B Fulton Loan Project.
- (iii) The current refunding of the 2018B Bonds in the current principal amount of \$50,000,000. The proceeds of the 2018B Bonds were used to reimburse, finance, or refinance capital expenditures at the project addresses listed below (the “2018B Project”). The St. Luke’s Entities (other than Monroe and Miners) own and operate the 2018B Project.
- (iv) The current refunding of the Variable Rate Bonds in the current principal amount of \$102,985,000. The proceeds of the Variable Rate Bonds were used to reimburse, finance, or refinance capital expenditures at the project addresses listed below (the “Variable Rate Project”). The St. Luke’s Entities (other than Monroe and Miners) own and operate the Variable Rate Project.
- (v) The funding of any swap termination payments, the payment of any required reserves for the Bonds, including capitalized interest, if appropriate and the payment of costs of issuance of the Bonds and related costs.

Project Addresses: It is anticipated that the proceeds of the Bonds will be used to reimburse, finance, and/or refinance costs of the New Money Project and 2020B Fulton Loan Project at the following locations in Northampton County, Lehigh County, Bucks County, and Monroe County and in the estimated maximum principal amount as set forth below:

Addresses (New Money Project and 2020B Fulton Loan Project)	Estimated Maximum Principal Amount
Northampton County	
1872/2200 St Luke’s Blvd., Easton, Northampton County, Pennsylvania	\$244,390,831
250 South 21st Street, Easton, Northampton County, Pennsylvania	2,265,139
4350 Easton Avenue, Bethlehem, Northampton County, Pennsylvania	6,000,000
Lehigh County	
801 Ostrum Street, Bethlehem, Lehigh County, Pennsylvania	50,845,490
3551 Walbert Avenue, Allentown, Lehigh County, Pennsylvania	6,000,000
1736 Hamilton Street, Allentown, Lehigh County, Pennsylvania	38,407,871
421 West Chew Street, Allentown, Lehigh County, Pennsylvania	2,804,800
521 Cetronia Road, Allentown, Lehigh County, Pennsylvania	43,000,000
Bucks County	
1021 Park Avenue, Quakertown, Bucks County, Pennsylvania	846,357
3000 St Luke’s Drive, Quakertown, Bucks County, Pennsylvania	3,324,993
807 Lawn Avenue, Sellersville, Bucks County, Pennsylvania	562,904
1107 Bethlehem Pike, Sellersville, Bucks County, Pennsylvania	426,189
Monroe County	
100 St. Luke’s Lane, Stroudsburg, Monroe County, Pennsylvania	3,054,738

Project Addresses: It is anticipated that the proceeds of the Bonds will be used to current refund the 2018B Bonds and the Variable Rate Bonds, the proceeds of which were used to reimburse, finance, and/or refinance costs of the 2018B Project and Variable Rate Project at the following locations in Northampton County, Lehigh County, and Bucks County as set forth below:

Addresses (2018B Project and Variable Rate Project)

Northampton County

Route 33 and Freemansburg Avenue, Bethlehem Township, Northampton County, Pennsylvania
1872 St Luke's Blvd., Easton, Northampton County, Pennsylvania
2200 St Luke's Blvd, Easton, Northampton County, Pennsylvania
520 East Broad Street, Bethlehem, Northampton County, Pennsylvania
2003 Sullivan Trail, Easton, Northampton County, Pennsylvania
4059 Jandy Blvd, Nazareth, Northampton County, Pennsylvania
487 E. Morrestown Rd., Bethlehem, Northampton County, Pennsylvania
153 Brodhead Road, Bethlehem, Northampton County, Pennsylvania
414-16 Northampton Street, Easton, Northampton County, Pennsylvania
1600 St Luke's Blvd., Easton, Northampton County, Pennsylvania;
1700 St Luke's Blvd., Easton, Northampton County, Pennsylvania;
4710 Freemansburg Avenue, Easton, Northampton County, Pennsylvania
1916 Cramers Lane, Easton, Northampton County, Pennsylvania
306 South New Street, Bethlehem, Northampton County, Pennsylvania
2201 Schoenersville Road, Bethlehem, Northampton County, Pennsylvania
2403-2445 Butler Street, Easton, Northampton County, Pennsylvania
257 Brodhead Road, Bethlehem, Northampton County, Pennsylvania
1720 Spillman Drive, Bethlehem, Northampton County, Pennsylvania
3301 Emrick Blvd, Bethlehem, Northampton County, Pennsylvania
2461 Nazareth Road, Easton, Northampton County, Pennsylvania
951 Male Road, Wind Gap, Northampton County, Pennsylvania
44 West 21st Street, Northampton, Northampton County, Pennsylvania
602 B East 21st Street, Northampton, Northampton County, Pennsylvania
6651 Silver Crest Road, Bethlehem, Northampton County, Pennsylvania
330 N. Best Avenue, Walnutport, Northampton County, Pennsylvania
520 East Broad Street, Bethlehem, Northampton County, Pennsylvania

Lehigh County

801 Ostrum Street, Bethlehem, Lehigh County, Pennsylvania
1736 Hamilton Street, Allentown, Lehigh County, Pennsylvania
1107 Eaton Avenue, Bethlehem, Lehigh County, Pennsylvania
561 East Market Street, Bethlehem, Lehigh County, Pennsylvania
1530 8th Avenue, Bethlehem, Lehigh County, Pennsylvania
5848 Old Bethlehem Pike, Bethlehem, Northampton County, Pennsylvania
1521 8th Avenue, Bethlehem, Lehigh County, Pennsylvania
1469 8th Avenue, Bethlehem, Lehigh County, Pennsylvania
240 Union Station Plaza, Bethlehem, Lehigh County, Pennsylvania
1501 Lehigh Street, Allentown, Lehigh County, Pennsylvania
240 Cetronia Road, Allentown, Lehigh County, Pennsylvania
834 Eaton Ave. Bethlehem, Lehigh County, Pennsylvania
Third and New Streets Bethlehem, Lehigh County, Pennsylvania
1801 Hamilton Blvd, Allentown, Lehigh County, Pennsylvania
Lehigh Hills Lot #2, Fogelsville, Lehigh County, Pennsylvania
2402 MacArthur Rd Whitehall, Lehigh County, Pennsylvania
Route 100 South & Schoeneck Rd, Macungie, Lehigh County, Pennsylvania
5363 West Valley Rd & 5425, 5467, 5491 Lanark Road, Center Valley, Lehigh County, Pennsylvania
(multiple lots being combined for new facility)
420, 421, 450 and 451 Chew Street, Allentown, Lehigh County, Pennsylvania
701 Ostrum Street, Bethlehem, Lehigh County, Pennsylvania

Addresses (2018B Project and Variable Rate Project)

800 Ostrum Street, Bethlehem, Lehigh County, Pennsylvania
702 Union Blvd., Allentown, Lehigh County, Pennsylvania
1251 Turnstone Drive, Fogelsville, Lehigh County, Pennsylvania
2362-2367 Macarthur Road, Whitehall, Lehigh County, Pennsylvania
603-619 Dalton Street, Emmaus, Lehigh County, Pennsylvania
W. Albert Avenue and North Cedar Crest Blvd., Allentown, Lehigh County, Pennsylvania
3330 Macarthur Road, Whitehall, Lehigh County, Pennsylvania
1736 West Hamilton Street, Allentown, Lehigh County, Pennsylvania
4505 Saucon Creek Road, Center Valley, Lehigh County, Pennsylvania
1529 Broadway, Bethlehem, Lehigh County, Pennsylvania
501 Cetronia Road, Allentown, Lehigh County, Pennsylvania
1469 8th Avenue, Bethlehem, Lehigh County, Pennsylvania
5018 Medical Center Circle, Allentown, Lehigh County, Pennsylvania
402-418 West Chew Street, Allentown, Lehigh County, Pennsylvania
449-499 West Turner Street, Allentown, Lehigh County, Pennsylvania

Bucks County

1021 Park Avenue, Quakertown, Bucks County, Pennsylvania
TMP (Tax Map Parcel) # 23-15-115-003, Milford Township, Pennsylvania, approximately at the corner of Route 663 (John Fries Highway) and Portzer Road, Quakertown, Bucks County, Pennsylvania.

At the public hearing, any and all persons in attendance will be afforded an opportunity to comment on the proposed project and the issuance by the Authority of its Bonds. Additional information may be obtained from, and prior to the public hearing written comments may be submitted to, Sarah Ortiz at the Northampton County Department of Community and Economic Development.

The public hearing is held by the Authority as the issuer of the Bonds, and on behalf of Northampton County, Lehigh County, Bucks County, and Monroe County, as required by the Code. This notice is published in accordance with the public notice requirements of Section 147(f) of the Code and regulations promulgated thereunder.

BOND FINANCINGS OF THE AUTHORITY ARE NOT OBLIGATIONS OF THE COMMONWEALTH OF PENNSYLVANIA, THE COUNTY OF NORTHAMPTON, THE COUNTY OF LEHIGH, THE COUNTY OF BUCKS, THE COUNTY OF MONROE OR ANY CITY, BOROUGH, TOWNSHIP OR OTHER POLITICAL SUBDIVISION OF THE COMMONWEALTH OF PENNSYLVANIA.

Northampton County General Purpose Authority

EXHIBIT B

Public Hearing Report

(Attached)