

BOARD OF COUNTY COMMISSIONERS
COUNTY OF CENTRE
COMMONWEALTH OF PENNSYLVANIA

RESOLUTION

APPROVING, IN ACCORDANCE WITH SECTION 147(f) OF
THE INTERNAL REVENUE CODE OF 1986, AS AMENDED,
A PLAN OF FINANCE BY THE GEISINGER AUTHORITY.

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 County Commissioners of the County of Centre on April 7, 2009, at 9:30 a.m., 420 Holmes Street, Willowbank Office Building, Room 146, Bellefonte, Pennsylvania in connection with the proposed issuance by Geisinger Authority (the "Authority") of its health system revenue bonds, in one or more series, (the "Bonds") in an aggregate principal amount not to exceed \$300,000,000; and

WHEREAS, the proceeds of the Bonds will be used to finance or refinance costs for the benefit of the following entities, some of whose facilities are located within the boundaries of the County of Centre: Geisinger Health System Foundation (the "Foundation") and its affiliates which include: Geisinger System Services, Geisinger Medical Center, Marworth, Geisinger Wyoming Valley Medical Center, Geisinger Clinic, Geisinger Community Health Services and Geisinger South Wilkes-Barre (collectively, the "Affiliates" and together with the Foundation, the "System"); 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

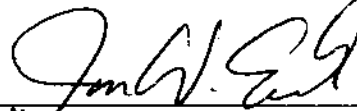
WHEREAS, the Board of County Commissioners of the County of Centre is the applicable elected representative of the governmental unit having jurisdiction over the facilities located in Centre County.

NOW, THEREFORE, in accordance with Section 147(f) of the Code, the Board of County Commissioners of the County of Centre hereby resolves that:

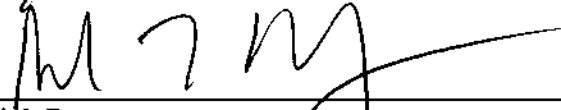
The plan of finance involving the issuance of the Bonds in a total aggregate principal not to exceed \$300,000,000 is hereby approved. The net proceeds of the Bonds will be used to finance any or all of the following purposes: (i) to finance, including through a pooled loan program, (a) the acquisition 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 the System; 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 at locations listed in the form of public hearing notice, which is attached hereto.

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

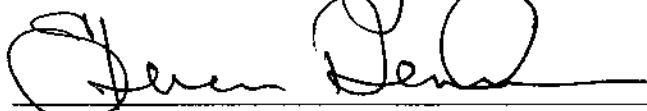
BOARD OF COUNTY COMMISSIONERS
OF THE COUNTY OF CENTRE



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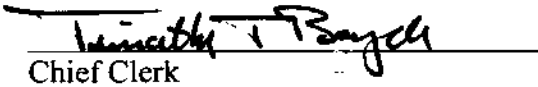


Rich Rogers



Steven G. Dershem

ATTEST:



Veronica T. Baych
Chief Clerk