

No. 07-25-RE

A RESOLUTION

A Resolution approving a project for the benefit of West Penn Allegheny Foundation, LLC, a Pennsylvania limited liability company (the "**Borrower**") having West Penn Allegheny Health System, Inc. ("**WPAHS**"), an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as its sole corporate member and, as such, a disregarded entity for federal income tax purposes, to be financed by the Allegheny County Hospital Development Authority (the "**Authority**") by the issuance of the Authority's tax-exempt notes, in one or more series, in an aggregate principal amount not to exceed \$55,000,000 (the "**Notes**"), provided that the taxing power of the County of Allegheny, Pennsylvania (the "**County**") shall not be obligated in any way with respect to the Notes, and declaring the financing of such project as desirable for the health, safety, and welfare of the people in the area where the facilities being financed are located.

Whereas, WPAHS operates hospitals and health facilities and has requested that the Authority undertake a project consisting of (i) the acquisition of four medical helicopters (the "**Helicopters**") to be located primarily at Canonsburg Hospital, Clarion Hospital, Indiana Regional Medical Center, Butler County Airport, Rostraver Airport, Allegheny General Hospital, West Penn Hospital, Forbes Regional Hospital, Allegheny Valley Hospital, Jefferson Regional Hospital, St. Vincent Hospital, Grove City Hospital and Wexford Hospital; and (ii) paying the related financing costs, which collectively are referred to herein as the "**Project**"; and

Whereas, the Authority was created by the County under the Municipality Authorities Act, as amended (the "**Act**"), and is authorized under the Act to issue its bonds, notes or other obligations to support hospitals and health centers, and the Authority has determined that the public interest will be served and that the purposes of the Act can be furthered by the Authority's issuance of obligations in order to obtain funds to loan to the Borrower for the foregoing purposes; and

Whereas, Section 5607(b)(2)(iv) of the Act provides that the Authority may provide financing for hospital projects or health centers to be leased to or financed with loans to public hospitals, nonprofit corporation health centers or nonprofit hospital corporations such as the Borrower serving the public if the municipality organizing the Authority declares 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 financed through an authority; and

Whereas, the following resolution also is adopted to give effect to the provisions of the Municipality Authorities Act, Act No. 22 of 2001, as amended by Act No. 110 of 2001, 53 Pa.C.S. Section 5601 *et seq.*, including without limitation Section 5607(a)(14) thereof; and

Whereas, neither the Notes nor the approval granted hereby shall obligate the taxing power of the County of Allegheny in any way, and shall be limited obligations of the Authority, payable solely from the revenues from the Borrower pledged for such payment.

The Council of the County of Allegheny hereby resolves as follows:

SECTION 1. Incorporation of the Preamble.

The provisions set forth in the preamble to this Resolution are incorporated by reference in their entirety herein.

SECTION 2. Terms Defined.

Terms used in the Recitals to these Resolutions are herein used as therein defined.

SECTION 3. Declaration Regarding Financing of the Projects.

For the purposes set forth in the Recitals, and subject to the limitations set forth in the last Recital stated above, the County of Allegheny, Pennsylvania, acting by and through its County Council, hereby declares that it is desirable for the health, safety and welfare of the people of the area served by the Project to have the Project financed through the Authority pursuant to the issuance of the Notes. The Project is hereby approved, and such approval shall not in any way obligate the taxing power of the County.

SECTION 4. Severability.

If any provision of this Resolution shall be determined to be unlawful, invalid, void or unenforceable, then that provision shall be considered severable from the remaining provisions of this Resolution which shall be in full force and effect.

SECTION 5. Repealer.

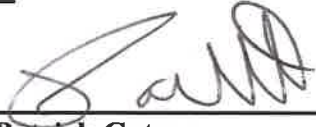
Any Resolution or Ordinance or part thereof conflicting with the provisions of this Resolution is hereby repealed so far as the same affects this Resolution.

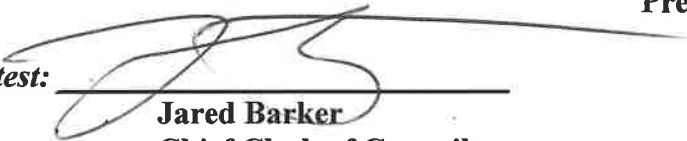
SECTION 6. Effective Date.

This Resolution shall enter into effect immediately upon its approval.

Enacted in Council, this 9th day of September, 2025

Council Agenda No. 13635-25


Patrick Catena
President of Council

Attest: 
Jared Barker
Chief Clerk of Council

Chief Executive Office September 19, 2025

Approved: 
Sara Innamorato
County Executive

Attest: 
Executive's Secretary

SUMMARY OF LEGISLATION
WEST PENN ALLEGHENY FOUNDATION, LLC
SUBMITTED FOR COUNCIL MEETING – AUGUST 26, 2025

On behalf of West Penn Allegheny Foundation LLC, a Pennsylvania limited liability company, having as its sole member West Penn Allegheny Health System, Inc., a Pennsylvania non-profit corporation, the Allegheny County Hospital Development Authority (the "Authority") intends to issue up to \$55,000,000 of tax-exempt notes (the "Notes"), to finance all or a portion of the costs of the following:

1. Various capital expenditures relating to the Project of the Borrower, including the purchase of the Helicopters and related medical equipment.
2. Paying the related financing costs.

Approval shall not in any way obligate the taxing power of the County.



ALLEGHENY COUNTY
ECONOMIC DEVELOPMENT

MEMORANDUM

To: Solicitor, Rosalyn Guy-McCorkle

From: Director, Lauren Connelly

Date: August 19, 2025

Subject: Allegheny County Hospital Development Authority Health Facilities Revenue Notes (West Penn Allegheny Health System Project)

The Allegheny County Hospital Development Authority intends to issue a series of health facilities revenue notes of the Authority ("Facilities Revenue Notes") on behalf of West Penn Allegheny Health System, Inc. (the "WPAHS") as the sole member of West Penn Allegheny Foundation, LLC (the "Foundation") or the Foundation (the "Borrower") for an aggregate principal amount not to exceed \$55,000,000 to finance all or a portion of the costs of the acquisition and leasing of up to four life flight helicopters, paying the related financing and transaction costs, the Facilities Revenue Notes to be issued on the date of closing and from time to time thereafter.

West Penn Allegheny Health System (the "System") has requested ACHDA to issue, on behalf of the System and with WPHAS or the Foundation as the Borrower, its Facilities Revenue Notes, each in the approximate amount of \$13,500,000 and in an aggregate principal amount not to exceed \$55,000,000. The proceeds of the Facilities Revenue Notes will be used to finance a project consisting of the purchase of up to four medically equipped life flight helicopters and the payment of related financing and transaction costs.

MEMORANDUM

OFFICE OF THE ALLEGHENY COUNTY EXECUTIVE

TO: Jared Barker
Chief Clerk and Director of Legislative Services
Allegheny County Council

FROM: James Reid
Deputy Chief of Staff, Policy
Office of Allegheny County Chief Executive Sara Innamorato

CC: John Fournier
County Manager

DATE: August 21, 2025

RE: **Allegheny County Hospital Development Authority Tax Exempt
Financing for West Penn Allegheny Health System, Inc.'s
Acquisition of Four Medical Helicopters and Related Financing
Costs**

A Resolution approving a project for the benefit of West Penn Allegheny Foundation, LLC, a Pennsylvania limited liability company having West Penn Allegheny Health System, Inc., an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as its sole corporate member and, as such, a disregarded entity for federal income tax purposes, to be financed by the Allegheny County Hospital Development Authority by the issuance of the Authority's tax-exempt notes, in one or more series, in an aggregate principal amount not to exceed \$55,000,000, provided that the taxing power of the County of Allegheny, Pennsylvania shall not be obligated in any way with respect to the Notes, and declaring the financing of such project as desirable for the health, safety, and welfare of the people in the area where the facilities being financed are located.

The Allegheny County Law Department reviewed the Resolution prior to submission to the Council.

On behalf of Allegheny County Chief Executive Sara Innamorato, I am requesting this Resolution be included on the agenda for introduction at the Regular Meeting of County Council on August 26, 2025.

MEMORANDUM

OFFICE OF THE COUNTY SOLICITOR

TO: John Fournier
County Manager

FROM: Rosalyn Guy-McCorkle
County Solicitor

DATE: August 20, 2025

RE: Resolution Submission

Attached is the following Resolution

1. HAD WPAHS Resolution and Summary
2. WPAHS Financial Memorandum

The Allegheny County Law Department reviewed the Resolution prior to submitting to the Council.

I am requesting that the item be placed on the agenda at the next Regular Council Meeting.