REGULAR MEETING AGENDA
WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

MONDAY, NOVEMBER 16, 2026, at 3:30 PM

1. Roll Call:

Bruce J. Corna	_____	Tony Pauly	_____
Daniel J. Howard, Jr.	_____	Victoria A. Ridenour	_____
John P. Kline	_____	Edward A. Sobota	_____
Jennifer Miele	_____	Thomas L. Sochacki	_____
Peter Cooper	_____		

Also present: James J. Conte, Esquire _____
Rebecca S. Lewis _____

2. Review of Minutes:

   a. Motion to waive formal reading and for acceptance of the Minutes of the Regular Meeting, October 19, 2026 (Exhibit A), and the Minutes of the Special Meeting, November 5, 2026 (Exhibit B).

   Motion by:_____ Seconded by:_____
   Approved:_____ Not approved:_____
   Comments:

3. Treasurer's Report: None.

4. Report of the Assistant Secretary: None.

5. Report of the Solicitor

   a. Appointment of Peter Cooper to the Board is effective October 22, 2026, to complete the term of Terry L. Painter through November 30, 2027.

   b. Discussion and request of Adelphoi USA, Inc., for a Note Resolution determining that undertaking a project for Adelphoi USA, Inc., is a public purpose under the Act; authorizing the proper officers of the Authority to enter into an Agreement with PNC Bank, National Association, providing

for a loan for the benefit of the foregoing; authorizing the issuance of one or more tax-exempt and/or taxable revenue bonds and/or notes of the Authority in the maximum aggregate amount of $12,000,000; directing the execution and delivery of the Authority's bonds and/or notes; authorizing the approval and/or execution of various documents; authorizing the taking of all necessary actions; repealing inconsistent resolutions; and providing an effective date. The Resolutions to be adopted are attached as Exhibit C.

Motion authorizing adoption of the Resolutions (Exhibit C).

Motion by:_____ Seconded by:_____
Approved:_____ Not approved:_____
Comments:

c. Motion authorizing an Application Fee in the amount of $5,000 and Annual Certification Fee in the amount of $250 for the Project and authority for Westmoreland County Industrial Development Authority to enter into a Release and Indemnification Agreement with Adelphoi USA, Inc.

Motion by:_____ Seconded by:_____
Approved:_____ Not approved:_____
Comments:

6. New Business.

7. Adjournment.

a. Motion to adjourn: _____ Seconded by:_____
Vote:_____ Adjournment at _____ p.m.

WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

MINUTES OF THE BOARD MEETING
Monday, October 19, 2026

1. The meeting opened with Bruce Corna reading the following disclaimer: Please be advised that this meeting is being recorded. By participating you are consenting to the recording, storage, and possible distribution of this meeting by a government agency.

2. After the disclaimer was read, Rebecca Lewis began roll call by name and those attending were:

Bruce Corna	Tony Pauly
Dan Howard (by telephone)	Victoria Ridenour
John Kline	Edward Sobota
Jennifer Miele (by telephone)	Thomas Sochacki (by telephone)

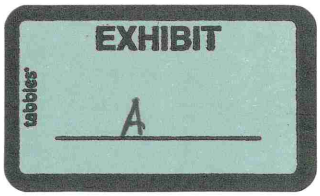
(All persons attending by conference telephone were able to hear and participate with all other members in attendance in person and by telephone.)

Also in attendance were the Solicitor, James J. Conte; Rebecca S. Lewis, Assistant Secretary; James L. Smith; and George App. Additionally, members of the public were in attendance, namely, Anthony Liberoni, Patrick Rega, Rebecca Huff, Renatta Signorini (Tribune-Review reporter). On behalf of Buchanan Ingersoll & Rooney, PC, Lynn Freeman, Esquire, also attended the Board meeting by telephone.

3. **Minutes.** The minutes of the Board Meeting held September 21, 2026, and the minutes of the Special Board Meeting held October 8, 2026, were attached to the Agenda and were reviewed by all members in attendance prior to the meeting. Ed Sobota moved to waive formal reading and approval of the minutes; second by Tony Pauly; approved by 7-0 vote of Bruce Corna, Dan Howard, John Kline, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki.

4. **Report of Treasurer.** The Treasurer's Report dated 05/18/2026 through 09/21/2026 and the Treasurer's Report dated 05/18/2026 through 10/19/2026 were attached to the Agenda and were reviewed by all members in attendance prior to the meeting. Vikki Ridenour noted that the prior Treasurer's Report dated 05/18/2026 through 09/21/2026 incorrectly identified the payee of Check 1060 as Yough School District, and incorrectly identified the payee of Check 1061 as Sewickley Township. The payee of both Check 1060 and Check 1061 is Westmoreland County Industrial Development Corp. John Kline moved for approval of the corrected Report of Treasurer dated 05/18/2026 through 09/21/2026; second by Ed Sobota; approved by 7-0 vote of Bruce Corna, Dan Howard, John Kline, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki. Dan Howard moved for approval of the current report of Treasurer dated 05/18/2026 through 10/19/2026; second by Tony Pauly; approved by 7-0 vote of Bruce Corna, Dan Howard, John Kline, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki.

5. **Report of Assistant Secretary.** None.



6. **Report of the Solicitor**.

a. Bruce Corna requested a motion to advance consideration of item 5c of the agenda. Tony Pauly moved to advance consideration of item 5c; second by Ed Sobota, approved by 8-0 vote of Bruce Corna, Dan Howard, John Kline, Jen Miele, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki. A motion was made by John Kline to recommend and request reappointment of Victoria A. Ridenour and Thomas L. Sochacki by the County Commissioners as members of the Authority for a five (5) year term effective November 30, 2026; second by Dan Howard, approved by 6-0 vote of Bruce Corna, Dan Howard, John Kline, Tony Pauly and Ed Sobota. Vikki Ridenour and Tom Sochacki abstained.

b. Bruce Corna explained that Westmoreland County Industrial Development Authority (the "Authority") was created and exists under the Pennsylvania Economic Development Financing Law, as amended (the "Act") for the public purposes of, inter alia, promoting industrial, commercial and other economic development, maintaining and increasing employment opportunities in the County of Westmoreland (the "County") and the Commonwealth of Pennsylvania (the "Commonwealth") and otherwise promoting the health, welfare and safety of the residents of the Commonwealth by promoting economic activity and efficiency.

James Conte gave a detailed synopsis of the proposed Sand Hill Materials, Inc., project, including the request of Sand Hill Materials, Inc., for resolutions determining that undertaking a project for Sand Hill Materials, Inc., is a public purpose under the Act; authorizing the proper officers of the Authority to enter into an Agreement with Wells Fargo Equipment Finance, Inc., providing for a loan for the benefit of the foregoing; authorizing the issuance of one or more tax-exempt and/or taxable revenue bonds and/or notes of the Authority in the maximum aggregate amount of $10,000,000; directing the execution and delivery of the Authority's bonds and/or notes; authorizing the approval and/or execution of various documents; authorizing the taking of all necessary actions; repealing inconsistent resolutions; and providing and effective date.

James Conte also informed the Board that the afternoon just prior to the Board Meeting he received a more complete proposed form of Application from Sand Hill Materials, Inc., and also separately an email from Marc C. Bryson, Esquire. Mr. Conte suggested that the Board be given time to review the Application received from Sand Hill Materials, Inc., and the email from Atty. Bryson.

c. Bruce Corna then asked if there were any comments from the members of the public in attendance. Attorney Patrick Rega was in attendance at the Board meeting not as an attorney but as a concerned neighbor and local resident. Atty. Rega specifically requested that the materials and comments received from Atty. Bryson be reviewed. Atty. Rega said that he has concerns about the project on behalf of himself, his wife, and members of their local community. Dan Howard asked Atty. Rega "how does this affect you"? Atty. Rega discussed the impact of increased local traffic, decreased property values, and the impact on the local community including farms and schools, as well as affecting the local way of life.

d. Bruce Corna then asked Anthony Liberoni to make a statement to the Board concerning the scope of the project and the plans of Sand Hill Materials, Inc. Mr. Liberoni discussed with the Board the inability to expand at the current location and that the commodity to be produced at Sand Hill Materials, Inc., is warm mix asphalt, and that asphalt plants today are not to be compared with prior types of asphalt plants. Phase I of the project is the creation of a pad, delivery and assembly of the plant machinery with permitting and operation being fully regulated

by the Department of Environmental Protection. After the initial phase, the office and warehouse space are to be developed. Mr. Liberoni said that he wants to be a good neighbor, that his businesses in other locations will be closed out and moved to the East Huntingdon Township site. Both the initial phase and the later contemplated development of office and warehouse space would provide jobs in the local community.

Bruce Corna then asked for a motion to table the request of Sand Hill Materials, Inc., until such time as all information presented, the review of the Application, and the review of the comments and email from Marc C. Bryson, Esquire, could be reviewed by the Board in their entirety. The motion to table was made by Ed Sobota, second by John Kline, and approved by 7-0 vote of Bruce Corna, Dan Howard, John Kline, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki.

e. A motion was requested to schedule a Special Meeting of WICDA for a date and time to be determined by the Chairman after the October 22, 2026, TEFRA Hearing, to consider the request of Sand Hill Materials, Inc., for resolutions determining that undertaking a project of Sand Hill Materials, Inc., is a public purpose under the Act; authorizing the proper officers of the Authority to enter into a Agreement with Wells Fargo Equipment Finance, Inc., providing for a loan for the benefit of the foregoing; authorizing the issuance of one or more tax-exempt and/or taxable revenue bonds and/or notes of the Authority in the maximum aggregate amount of $10,000,000; directing the execution and delivery of the Authority's bonds and/or notes; authorizing the approval and/or execution of various documents; authorizing the taking of all necessary actions; repealing inconsistent resolutions; and providing an effective date; and to advertise the Special Meeting as required by law. Tony Pauly moved to schedule a Special Meeting of WCIDA, second by Vikki Ridenour; approved by 8-0 vote of Bruce Corna, Dan Howard, John Kline, Jen Miele, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki.

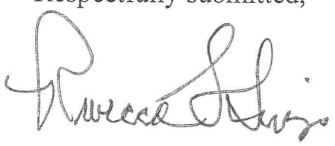
f. A motion was requested to authorize James J. Conte, Solicitor for WCIDA, to act as hearing officer and conduct the TEFRA Hearing to report to WCIDA and for the approval of the applicable elected official of the County to the extent required under Section 147(f) of the Code. Dan Howard moved to authorize James J. Conte to act as hearing officer to report to WCIDA and for the approval from the county officials, second by Ed Sobota; 8-0 vote of Bruce Corna, Dan Howard, John Kline, Jen Miele, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki.

g. A motion was requested to authorize an Application Fee in the amount of $5,000 and Annual Certification Fee in the amount of $250 for the Project (if approved) and authority for WCIDA to enter into a Release and Indemnification Agreement with Sand Hill Materials, Inc. Ed Sobota moved to authorize the application fee and annual certification fee, second by Tony Pauly, approved by 8-0 vote of Bruce Corna, Dan Howard, John Kline, Jen Miele, Tony Pauly, Vikki Ridenour, Ed Sobota and Tom Sochacki.

7. **New Business.** None.

8. **Adjournment.** Upon motion by John Kline, second by Tony Pauly, a motion to adjourn was approved by 8-0 vote. Adjournment occurred at 4:04 pm.

Respectfully submitted,



Rebecca S. Lewis
Assistant Secretary

CERTIFICATION OF AUTHORITY

I hereby certify that the attached is a true and correct copy of the Minutes of the Westmoreland County Industrial Development Authority for its regular meeting held on Monday, October 19, 2026.

WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

By: _____
Rebecca S. Lewis, Assistant Secretary

WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

MINUTES OF THE SPECIAL BOARD MEETING
Monday, November 5, 2026

1. **Roll Call**. Bruce Corna called the meeting to order at 3:00 pm and began roll call by name and those attending were:

Bruce Corna	Tony Pauly
Dan Howard	Victoria Ridenour – by telephone
John Kline – absent	Edward Sobota
Jennifer Miele	Thomas Sochacki – absent
Peter Cooper – by telephone	

(All persons attending by conference telephone were able to hear and participate with all other members in attendance in person and by telephone.)

Also in attendance were the Solicitor, James J. Conte; and Rebecca S. Lewis, Assistant Secretary. Additionally, members of the public were in attendance, namely, Anthony Liberoni, Bob Chlebowski, Phyllis Chlebowski, Kate Johnson, Michelle Doyon, Josh Spano, Doug Snee (Wells Fargo Bank), Renatta Signorini (Tribune-Review reporter). Bond Counsel, Lynn Freeman, Esquire, of Buchanan Ingersoll & Rooney, PC, also attended the meeting by telephone.

2. **Actions to be Taken.**

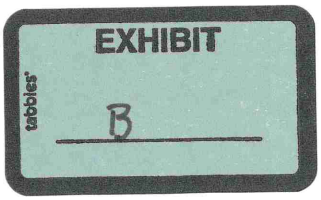
A. Bruce Corna requested a motion for adoption of procedural rules for time limits for public comment by any single individual to 3 minutes and public comments made by a person on behalf of a group to 5 minutes. Ed Sobota moved to adopt time limits for individuals to 3 minutes and on behalf of a group to 5 minutes; second by Dan Howard; approved by 7-0 vote of Bruce Corna, Dan Howard, Jen Miele, Tony Pauly, Vikki Ridenour, Ed Sobota, Pete Cooper.

B. Bruce Corna opened the floor for public comment.

Kate Johnson, 405 Whisperwood Lane, Mt. Pleasant, PA – submitted a written statement and read the statement for the Board (statement attached).

Michelle Doyon, 501 Parker Avenue, Scottdale, PA – stated she didn't know this project was happening until she saw the worksite from the highway a few days ago. She is a frequent customer at Sand Hill Berries/Greendance Winery. Submitted comments relating to pollution, traffic, destroying the quality of the local area and rural nature of the surrounding area. She asked why the asphalt plant wasn't located more suitable in the nearby industrial park.

Bob Chlebowski, 212 Brook Hollow Road, Mt. Pleasant, PA – stated he lives 1 mile from the worksite and fire, smoke, and dust are already impacting his property and his ability to travel on the local road to get to the highway. He questioned that if tri-axle trucks will destroy the road, who will fix it? He



doesn't want local residents to have to pay for repair of the local roads caused by trucks travelling to/from the asphalt plant.

Anthony Liberoni, A. Liberoni, Inc. – stated the nature of his business is heavy highway construction, building roadways. He stated that in 2019, the pandemic caused loss of available road products and loss of tonnages available to complete work. From 2020-2022 he has worked to try to recover the lost and has not yet seen a complete return to pre-2019 levels. In 2022 he decided on constructing an asphalt plant for warm-mix asphalt. He stated that he has an obligation to his employees, to keep them employed and paid, and cannot do so when he lacks the products to continue his business. In his present location in Plum, there is no room for expansion. His decision to place the asphalt plant in East Huntingdon Township is that it is more central to his business location. His company would have access to business routes 119, 70 and 76. If his plan to construct the asphalt plant is successful, he would no longer need to worry about getting supplies from other local vendors, which have been inconsistent.

Chairman Bruce Corna asked if his business would be more competitive if he relocated to East Huntingdon Township, and Anthony Liberoni said, yes, and that even though he has been trying to grow his business, he hasn't been able to get back to pre-covid business.

Authority member Jen Miele asked Anthony Liberoni address the comments of the public that were made. Anthony Liberoni said that air quality is determined and monitored by the PA Department of Environmental Protection, and that present-day asphalt plants are not like the ones of the past. The DEP requires maintenance of higher quality air standards, that there are no odors because the process is completely enclosed in a form of encapsulation. The products are in drums, travel in an enclosed silo, are then mixed and dumped into trucks. He stated that the trucks would access roads to route 199 then to Westec Drive, and that no trucks would use roads in the communities and that no trucks would travel into Mt. Pleasant. If the public has concerns, their concerns should be addressed to DEP.

Authority member Jen Miele asked Anthony Liberoni if there are any zoning restrictions that would impact his use of the land for this project. He stated that there is no zoning at all in East Huntingdon Township.

Chairman Bruce Corna asked if there are NPDES permits and Anthony Liberoni said that there are NPDES permits in place and that all required procedures are being followed.

Authority member Dan Howard asked for an example of any similar plants that local residents could drive by to get a sense of what would be constructed. Anthony Liberoni mentioned that Tresco and Lindy Paving have local asphalt plants, and that Lindy Paving is the most recent, having been constructed in 2025. It is a more reliable example of a modern asphalt plant.

Kate Johnson asked Anthony Liberoni if the plant is portable. Anthony Liberoni said that all plants are delivered/set up/constructed on skids, but that the final

plant is bolted down so that it remains in place; and that any plant can be moved, but his intention is for the plant to remain permanently in place.

Bob Chlebowski asked Anthony Liberoni if he leaves the site and closes business, will he put the property back the way it was before construction started and who will repair truck damage to the local road. Anthony Liberoni stated that he does not intend to leave, that all parts of his business are overseen by DEP, and that being in the asphalt paving business, his company is able to repair any damage to local roads.

Michelle Doyon asked how many trucks per day would be using the road traveling to/from the asphalt plant, and whether there would be any noise from drums used for mixing. Anthony Liberoni said up to about 100 trucks per day on average; and that there would be no noise form drums because they're electric, and that the noise would be less for asphalt production that the present noise being generated by site production.

Authority member Tony Pauly asked Anthony Liberoni if there would be multiple shifts. Anthony Liberoni said that the business operates Monday through Friday, during daylight business hours, unless there would be an unusual need to finish a large project or if PennDOT had an emergency need for asphalt for a project.

Authority member Jen Miele raised the question of whether this was "free money". Bruce Corna stated that the money is not free, that it's a bond, and that it's being provided to Sand Hill Materials, Inc., and Anthony Liberoni and his wife, Carolann Liberoni, are guarantors for repayment. Jen Miele asked Anthony Liberoni if he aware that he needs to repay the money, and Anthony Liberoni said yes.

Bob Chlebowski asked about dust particulates from the trucking of stone. Anthony Liberoni stated that the stone comes in by truck but it is pre-washed. The stone is stored in bins, then conveyed to drums, oil is added, and the mix is dumped into trucks that are covered with PennDOT regulated tarps, so that there is no free dust or debris falling from the trucks.

Kate Johnson asked if Anthony Liberoni had received $1 million in free money from the government. Anthony Liberoni stated that he has been awarded a grant of $1 million due to oversight by Kim Ward, that the $1 million would be used to reimburse site work that he has paid for. Kate Johnson also asked if there be a sulfur smell, and referenced a Chicago lawsuit by local citizens who won the lawsuit because of damage to air quality. Anthony Liberoni again stated that his business will be overseen by DEP.

At this time, Chairman Bruce Corna closed public comment. Chairman Bruce Corna then asked Solicitor James Conte to make a statement as to the purpose of WCIDA. Solicitor James Conte made the following statement:

The Act (73 P.S. §372) sets forth various legislative findings, not all of which are required to be satisfied in order to determine a "public purpose". Among the findings are "that the present and prospective health, safety, morals and general welfare of the people of the Commonwealth require

as a public purpose the promotion and development of new, expanded and rehabilitated industrial, commercial and other economic activities". Therefore, the public purpose is the promotion and development of new, expanded and rehabilitated industrial, commercial and other economic activities. Promotion and development of new, expanded and rehabilitated industrial, commercial and other economic activities satisfies the present and prospective health, safety, morals and general welfare of the people of the Commonwealth.

Solicitor James Conte also explained that Sand Hill Materials, Inc., is responsible for the payment of the $10,000,000 loan and that the function of WCIDA is to determine if there is a public purpose for which a tax-exempt allocation can be requested.

C. Chairman Bruce Corna then asked for a motion for the consideration and adoption of the Resolution of the Board of WCIDA undertaking the Sand Hill Materials, Inc., project. Dan Howard moved to adopt the Resolution to undertake the Sand Hill Materials, Inc. project; second by Tony Paul; approved by 6-0 vote of Bruce Corna, Dan Howard, Jen Miele, Tony Pauly, Vikki Ridenour, Ed Sobota (Pete Cooper abstained).

3. **Adjournment.** Upon motion by Tony Pauly, second by Ed Sobota, a motion to adjourn was approved by 7-0 vote. Adjournment occurred at 3:39 pm.

Respectfully submitted,

Rebecca S. Lewis
Assistant Secretary

CERTIFICATION OF AUTHORITY

I hereby certify that the attached is a true and correct copy of the Minutes of the Westmoreland County Industrial Development Authority for its regular meeting held on Monday, November 5, 2026.

WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

By: _____
Rebecca S. Lewis, Assistant Secretary

Kate Johnson, Mt. Pleasant Twp.
Live less than 1 mile from the proposed "Nuisance Asphalt Plant" site.

I would like to point out your mandate in your Exhibit A.
Whereas..."WCIDA (Authority) was created and exists under the Pennsylvania Economic Development Financing Law, as amended for the public purpose of, inter alia, promoting industrial, commercial and other economic development, maintaining and increasing employment opportunities in the County of Westmoreland and the Commonwealth of Pennsylvania,
AND OTHERWISE PROMOTING THE HEALTH, WELFARE AND SAFETY OF THE RESIDENTS OF THE COMMONWEALTH BY PROMOTING ECONOMIC ACTIVITY AND EFFICIENCY; AND...."

The best interests of the County and the Commonwealth and the promotion of the health, welfare and safety of the local residents will not be achieved by you providing ten (10) million dollars to this proposed Nuisance Plant, which is a clear violation of your own mandate.

I am concerned that by funding this nuisance plant you will cause the following negative impacts:

- Pollution by the plant will impact our existing Farm Businesses like Sand Hill Berries, Greendance Winery, Simon's Orchard, Hillside Orchard and could potentially put them out of business. I ask you, which businesses have priority for the Board? The existing farms or a Nuisance Plant?
- Pollution of the air with Volatile Organic Compounds and other serious pollutants, including odors that will cause respiratory, heart, and lung issues.
- Pollution of our aquifers and wells.
- Poisoning our children who will be forced to attend schools with air pollutants no one will be able to control.
- Pollution of our quiet rural setting with noises from the plant's blowers, fans and motor operations.

All of the above does not uphold your mandate.

Let's talk Yukon, PA - Westmoreland County.

- Max Environmental – This is a toxic landfill that is still collecting violations. These contaminants are legacy, since the 1970's. Please do not make the same mistake that was made with this site.

Let's talk Monaca, PA - Beaver County

- Shell Cracker Plant – This Shell plant has polluted more than is permitted and went three years without a fine. Then in 2026, Shell was fined $15 million. Isn't it a little too late? Longitudinal studies will tell us, but at what human cost. Another example why we can't depend on governmental entities to ensure our safety.
- Liberoni "Nuisance Asphalt Plant" - No emission to leave the site the owner has been quoted as saying. Think about that MAX landfill and that Cracker plant. Do you, as a Board, really believe that? Are working on promises he can't keep.
- Are you as a Board willing to put our community and thousands of individuals and our local businesses at risk? What is the priority here? These homes and businesses were here long before the idea of a Nuisance asphalt plant. So the Board gets to pick a

winner and the rest are losers in the name of economic development?

- New jobs, or any new economic activity, with accompanying negative overall impacts on the community, should NEVER be the priority of this Board. You have a mandate.
- Remember this. Good people try to make good decisions for good outcomes for the greater good. The health, welfare and safety of the residents and businesses of this local community ARE the priority!
- Legacy Decisions Matter!
- Do not act as the pass-through for this funding.

WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY
WESTMORELAND COUNTY, PENNSYLVANIA

NOTE RESOLUTION

WHEREAS, the Westmoreland County Industrial Development Authority (the "***Authority***") is a public instrumentality of the Commonwealth of Pennsylvania (the "***Commonwealth***") and a body corporate and politic organized pursuant to the Economic Development Financing Law, (Act of December 17, 1967, P.L. 251), as amended (the "***Act***"), authorized and empowered, under the provisions of the Act, for purposes including providing additional or alternative means of financing health care facilities, education facilities, facilities and services for persons requiring special care, and facilities conducive to economic activity within the Commonwealth, and otherwise promoting the health, welfare, and safety of the residents of the Commonwealth; and

WHEREAS, Adelphoi USA, Inc. (the "***Borrower***"), a Pennsylvania nonprofit corporation and an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "***Code***") has requested that the Authority assist the Borrower in financing a project (the "***Project***") consisting of financing all or a portion of the costs of (i) the acquisition of a facility located at 276 Ashler Manor Drive, Muncy, Pennsylvania 17756, 301 Ashler Manor Drive, Muncy, Pennsylvania 17756, and 854 John Brady Drive, Muncy, Pennsylvania 17756, to be used as a residential facility and to provide treatment and services for at-risk youth and their families (the "***Acquisition Project***"); (ii) construction of a new residential facility to serve at-risk youth on property owned by the Borrower located at 1134 Village Way, Latrobe, Pennsylvania 15650 (the "***Construction Project***"); and (iii) payment of related transaction costs; and

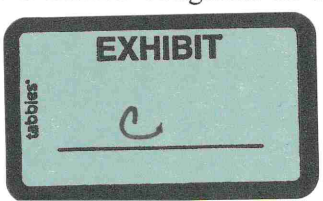
WHEREAS, the Borrower has requested that the Authority issue its tax-exempt or taxable note or notes, in one or more series, to be designated the "Westmoreland County Industrial Development Authority Tax-Exempt Revenue Note(s), Series 2026 (Adelphoi USA Project)" (collectively, the "***Note***"), or such other designation as may be determined by the Authority and the Borrower, in an aggregate principal amount not to exceed $12,000,000, issued as of the date of the Financing Agreement (as defined herein) or from time to time thereafter; and

WHEREAS, to finance the Project, the Authority, at the Borrower's request, has determined to issue the Note pursuant to a Loan Agreement (the "***Financing Agreement***") by and among the Authority, the Borrower and PNC Bank, National Association (the "***Purchaser***"); and

WHEREAS, pursuant to the Financing Agreement, the Authority will lend the proceeds derived from the sale of the Note to the Borrower to be applied to the costs of the Project, and the Borrower will agree to make periodic payments thereunder to the Purchaser, as assignee of the Authority, in amounts sufficient to provide funds for payment of the principal of, and interest on, the Note and other moneys due thereunder; and

WHEREAS, to secure its obligations under the Financing Agreement, the Borrower and/or Adelphoi Village, Inc., as guarantor, may deliver to the Purchaser or the Authority, for the benefit of the Purchaser, such mortgages, assignments, pledges, guaranties, revenue pledges, or other security, pursuant to one or more security agreements (the "***Security Agreements***"), as may be necessary or required in connection with the offering and sale of the Note, and the Authority may pledge and assign its rights under the Financing Agreement (including without limitation the Authority's rights to the loan payments made by the Borrower thereunder) or other agreements to the Purchaser (the "***Assignments***"); and

WHEREAS, the Note will be a limited obligation of the Authority payable solely from the



purposes, the same as if he or she had remained in office until delivery. The Chairman or Vice Chairman is hereby authorized and directed to deliver the Note to the Purchaser pursuant to the Financing Agreement upon receipt of the purchase price due thereunder.

5. The Chairman, Vice Chairman, and other proper officers of the Authority are hereby authorized to sign, execute, deliver, and file any and all other certificates, forms, financing statements, instruments and documents, with such changes therein as the Solicitor or the officer executing the same may approve, such approval to be conclusively evidenced by the execution thereof, and to take any and all other action as may be required or which they may deem appropriate, to carry out and consummate the transactions to be carried out and consummated by the Authority as contemplated by this Resolution and the Note Documents for the issuance of the Note and the completion of the Project.

6. The Authority, including by its Solicitor and/or staff, is authorized to conduct any public hearings and to obtain the necessary approval of applicable elected official(s) to the extent required under Section 147(f) of the Code, and the advertisement of such hearings in accordance with Section 147(f) of the Code is hereby ratified and approved.

7. This Resolution is intended as official action and an inducement resolution, as referred to in Section 1.150-2 of the Regulations adopted pursuant to the Code, so that the expenditures of the Borrower from its general fund in respect of the Project from and after the date hereof (and such earlier date as may be permitted by the Act and the Code) shall be expenditures eligible for tax-exempt financing, and may be paid to or reimbursed to the Borrower from proceeds of the Note, to the extent permitted by the Act and the Code.

8. Clark Hill PLC is hereby appointed as Note Counsel.

9. The Authority is hereby authorized to charge such fees with respect to the issuance of the Note as it deems appropriate.

10. Any of the officers and officials of the Authority are authorized and directed to pay all necessary, usual, and proper costs of issuance of the Notes solely from the proceeds of the sale of the Note, to execute and deliver such documents and to do all such other acts, upon advice of the Solicitor and/or Note Counsel, as are reasonably necessary to ensure a satisfactory settlement of the sale of the Note, and a proper application of the proceeds thereof.

11. The liability and undertakings of the Authority contemplated by this Resolution will be strictly limited as provided by the Act, and neither the general credit of the Authority nor the general credit or taxing power of Westmoreland County, Pennsylvania, or the Commonwealth or any political subdivision thereof, will be pledged for the payment of the Note. The Note shall be a limited obligation of the Authority. No recourse shall be had for the payment of principal or the redemption price of or the interest on the Note or for any other claim based on the Note, against the Authority or any successor body, against any officer, board member, or employee of the Authority, past, present, or future, or against any other moneys, accounts, rights, or other assets the Authority may possess. The Borrower shall protect, indemnify, and hold the Authority harmless on account of the transactions contemplated hereby and shall pay all proper costs and expenses of the Authority in connection therewith.

12. Except as otherwise provided in this Resolution, all rights, powers, and privileges conferred and duties and liabilities imposed upon the Authority or the members thereof by the provisions of this Resolution or the documents authorized hereby shall be exercised or performed by such members, officers, or other representatives of the Authority as may be required or permitted by law to exercise or perform the same. No covenant, stipulation, obligation, or agreement contained in this Resolution, the Note Documents

or other related and appropriate documents shall be deemed to be a covenant, stipulation, obligation, or agreement of any member, officer, agent, or employee of the Authority in his or her individual capacity, and neither the members of the Authority nor any officer executing the Note shall be personally liable on the Note or be subject to any personal liability or accountability by reason of the issuance thereof.

13. The Authority approves, ratifies, and confirms all action heretofore taken by its officers and other persons in the name of and on behalf of the Authority in connection with the undertakings herein contemplated.

14. In the event any provision, section, sentence, clause, or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause, or part of this Resolution, it being the intent of the Authority that such remainder shall be and remain in full force and effect.

15. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, are, to the extent of such conflict, hereby repealed, and this Resolution shall be in immediate effect from and after its adoption.

Adopted by at least a majority of the Board of the Authority this 16th day of November, 2026.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

WITNESS the due execution hereof by the undersigned, being the duly qualified, elected, and acting Chairman or Vice Chairman and Secretary or Assistant Secretary of the Westmoreland County Industrial Development Authority, and the undersigned do hereby certify that the foregoing is a true and correct copy of the Resolution of the Board of Directors of the Authority passed at a duly convened meeting of the said Board on the 16th day of November, 2026.

ATTEST:

WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

By: _____
Title: (Assistant) Secretary

By: _____
(Vice) Chairman