



Philadelphia Authority for
Industrial Development

AGENDA

TO: THE MEMBERS OF THE BOARD OF DIRECTORS OF THE PHILADELPHIA
AUTHORITY FOR INDUSTRIAL DEVELOPMENT

FROM: PAUL J. DEEGAN, SECRETARY

The following is the Agenda for the Meeting of the Board of Directors of the Philadelphia Authority for Industrial Development to be held on Tuesday November 22, 2016, at 5:00 p.m. in PIDC's Board Room, 26th Floor, Centre Square West, 1500 Market Street, Philadelphia, PA.

- I. Approval of the Minutes of the Authority for the meeting held on November 8, 2016.
- II. Consider and approve Resolutions authorizing PAID to:
 - A. Consent to the issuance of revenue bonds on behalf of the St. Malachy School, LLC and Philadelphia Independence Mission Schools.
 - B. Submit RACP Grant Applications to the Commonwealth of Pennsylvania's Office of the Budget; enter into Grant Agreements with the Office of the Budget on behalf of the grant recipients and enter into Sub-grant Agreements with the appropriate entities of several individual projects.

RESOLUTION

Philadelphia Authority for Industrial Development

*St. Malachy School, LLC and Philadelphia Independence Mission Schools (collectively the
"Borrowers")*

Outside Authority Bond Issue

A Resolution authorizing the Philadelphia Authority for Industrial Development's ("PAID" or the "Authority") consent for the issuance of bank qualified bonds in one or more series (the "Bonds"), in an amount not to exceed \$2,500,000 through the Upper Darby Industrial Development Authority ("UDIDA") on behalf of the Borrowers. UDIDA is a qualified small issuer and eligible issuer of bank-qualified tax-exempt bonds.

The proceeds of the Bonds will be used by the Borrowers to finance the (1) renovation, improvement, construction and equipping of St. Malachy School which will include but not be limited to (a) heating and ventilation systems, (b) upgraded electrical service and lighting systems, (c) windows, (d) information technology systems, and (e) painting and flooring; (2) capital expenditures for the school facility; and (3) costs of issuance.

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary documents and agreements, and to do such other acts necessary to assist the Borrowers upon such terms and conditions as they deem to be in the best interests of the Authority.

BACKGROUND

There are two borrowers for this financing. St. Malachy School, LLC, is a Pennsylvania limited liability company and its sole member, Philadelphia Independent Mission Schools, d/b/a Independence Mission Schools, a Pennsylvania non-profit corporation ("IMS").

IMS, formed in 2013, manages a network of 15 Catholic grade schools across the City of Philadelphia – with one school located in East Lansdowne, Delaware County. Through an Affiliation Agreement IMS manages the school on behalf of the Archdioceses in which the member school is located.

IMS was created by philanthropists who invested in the St. Martin DePorres Catholic school located at 2300 W Lehigh Avenue in the City of Philadelphia. The philanthropists, together with members of the community, renovated the school's facilities, updated the academic programs and developed a strategic plan for the school's success. This successful undertaking led to the creation of an academic and operational model which is utilized by the schools within the IMS network.

St. Malachy School, LLC was formed in 2013 for the operation of St. Malachy School, located at 1012 W. Thompson Street, in the City of Philadelphia, which serves 255 students from pre-kindergarten through eighth grades.

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

AGREEING TO ASSIST IN THE FINANCING BY THE UPPER DARBY INDUSTRIAL DEVELOPMENT AUTHORITY OF A PROJECT ON BEHALF OF ST. MALACHY SCHOOL, LLC AND ITS SOLE MEMBER, PHILADELPHIA INDEPENDENT MISSION SCHOOLS, D/B/A INDEPENDENCE MISSION SCHOOLS

WHEREAS, St. Malachy School, LLC, is a Pennsylvania limited liability company formed on a non-profit basis and its sole member, Philadelphia Independent Mission Schools, d/b/a Independence Mission Schools, is a Pennsylvania non-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"), (collectively, the "Borrowers"), each with facilities located in the City of Philadelphia, Pennsylvania; and

WHEREAS, the Borrowers have requested that the Upper Darby Industrial Development Authority (the "Upper Darby Authority") provide financial assistance by issuing its bank qualified revenue bonds (the "Bonds") to finance a project (the "Project") on behalf of the Borrowers as further described in the TEFRA Notice attached hereto as Exhibit A; and

WHEREAS, the Upper Darby Authority desires to approve and undertake the Project with the consent and approval of the Philadelphia Authority for Industrial Development ("PAID"); and

WHEREAS, the Upper Darby Authority desires the assistance of PAID in the financing of the Project and the issuance of the Bonds; and

WHEREAS, in connection with the financing by the Upper Darby Authority of the Project, PAID will be required to cooperate with appropriate officials of the City of Philadelphia, Pennsylvania, and to conduct a public hearing for the purpose of securing the necessary public approval required under Section 147(f) of the Code; and

NOW, THEREFORE, BE IT RESOLVED, by the Philadelphia Authority for Industrial Development as follows:

1. PAID hereby consents to and approves the financing of the Project by the Upper Darby Authority as described herein and as described in the financing application of the Upper Darby Authority prepared under the Pennsylvania Economic Development Financing Law, a copy of which has been provided to PAID.
2. PAID hereby agrees to assist the Upper Darby Authority in the financing of the Project and the issuance of the Bonds.
3. The appropriate officers of PAID are hereby authorized and directed to take such action as may be necessary or desirable to do and perform for or on behalf of PAID to assist the Upper Darby Authority in connection with the Project including, without limitation, conducting a

public hearing with respect to the Project and the issuance of the Bonds by the Upper Darby Authority and to report thereon, all as required by Section 147 of the Code.

4. The Upper Darby Authority reasonably anticipates that it, and Upper Darby Township and any other entities issuing debt on either of their behalf will not issue, in the aggregate, more than \$10,000,000 of tax-exempt obligations during calendar year 2016. The Upper Darby Authority hereby designates the Bonds as qualified tax-exempt obligations of the Upper Darby Authority under Section 265(b)(3)(B) of the Code.

5. All costs of the Project, including fees and expenses of PAID, shall be paid by the Borrowers from the proceeds of the financing or otherwise from its available funds, and PAID shall have no responsibility therefor.

6. This Resolution shall take effect immediately upon adoption.

Adopted this 22nd day of November, 2016.

I, the (Assistant) Secretary of Philadelphia Authority for Industrial Development, do hereby certify that the foregoing is a true, correct and complete copy of a resolution adopted by the Authority at a meeting held on November 22, 2016, notice of which was given in accordance with the requirements of law and the by-laws of the Authority and at which a quorum of the Authority was present and acted throughout; and that such resolution has not been amended, modified or repealed.

(Assistant) Secretary

November 22, 2016

RESOLUTION

Philadelphia Authority for Industrial Development

Redevelopment Assistance Grant Application

A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to submit Redevelopment Assistance Capital Program (RACP) Grant Applications to the Commonwealth of Pennsylvania's Office of the Budget for an aggregate amount not to exceed \$4,750,000; and to enter into Grant Agreements with the Office of the Budget on behalf of the grant recipients; and to enter into Sub-grant Agreements with the appropriate entities of the following individual projects.

Beneficiary of Prospective Award	Grant Amount
Community Partnership School	\$1,000,000
Free Library of Philadelphia Foundation	\$1,000,000
Mt. Airy USA	\$1,000,000
Philadelphia Zoo	\$1,000,000
Sbarro Health Research Organization & Temple University	\$750,000
Total	\$4,750,000

BACKGROUND

PAID is qualified as a public authority to file applications to the Commonwealth of Pennsylvania for eligible approved RACP projects. The Commonwealth of Pennsylvania's Office of the Budget requires that the applicant (PAID) provide a resolution authorizing the filing of the application and stating the amount requested.

PROJECT DESCRIPTIONS

Community Partnership School

Community Partnership School, a pre-kindergarten through 5th grade non-profit, independent school, renting space in the Brewerytown section of Philadelphia, is planning to purchase and renovate a vacant property located at 3033 Glenwood Avenue. Upon completion the school will move to the new location and will double the student body and staff. The project will take a blighted property and create new educational, employment, after-school and community opportunities. The RACP Grant is for \$1,000,000 and the total project cost is approximately \$12,600,000.

RACP GRANT: \$1,000,000

Free Library of Philadelphia Foundation

The Free Library of Philadelphia Foundation is planning the 21st Century Libraries Initiative, which encompasses a \$57.9 million overall project that will upgrade and modernize Philadelphia's existing library facilities. The overall project includes two core components: renovations to FLP's main library location, Parkway Central, and renovations to four neighborhood libraries located throughout the City of Philadelphia. The four libraries are the Lillian Marrero Library in the West Kensington section of Philadelphia; the Logan Library in the Logan section of Philadelphia; the Lovett Memorial Library in the East Mount Airy section of Philadelphia; and the Tacony Library in the Tacony section of Philadelphia. The RACP Grant is for \$1,000,000 and the Phase I project scope is approximately \$28.1 million.

RACP GRANT: \$1,000,000

Mt. Airy USA

Mt. Airy USA's project encompasses the Germantown Avenue Revitalization Initiative, which seeks to grow and reinvigorate two distinct nodes along an active commercial corridor. Improvements will be made in the Sedgwick Theater and surrounding properties between 7100-7200 Germantown Avenue, and an Innovation Hub will be developed, along with additional commercial real estate between the 6300-6700 blocks of Germantown Avenue. The RACP Grant is for \$1,000,000 and the total project cost is approximately \$5,000,000.

RACP GRANT: \$1,000,000

Philadelphia Zoo

The Philadelphia Zoo is proposing a project within their master plan – the development of a campus-wide trail system which enables a wide variety of the Zoo’s animals to move across the entire zoo. The RACP Grant is for \$1,000,000.

RACP GRANT: \$1,000,000

Sbarro Health Research Organization & Temple University

Sbarro Health Research Organization (“SHRO”) and Temple University are planning a renovation of up to 6,700 SF in Tuttleman Hall in order to create the Science Innovation and Technology Hub at Temple University (The Sci-TechHUB at Temple - Powered by SHRO). The Hub will support the Professional Science Masters in Bioinnovation program and will complement other Professional Science MA Programs in: Bioinformatics, Biotechnology, Cyber Defense, Engineering Management, Geographic Information Systems, and Innovation Management and Entrepreneurship. The SciTechHub at Temple University will also provide space for convening partners in the discovery-led commercialization efforts of Temple University. The RACP Grant is for \$750,000 and the total project cost is approximately \$1,500,000.

RACP GRANT: \$750,000