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, August 16, 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 July 12, 2016.

II. Consider and approve Resolutions authorizing PAID to:

A. Amend the Loan Policy Manual.

B. Request $1,000,000 in grant funding from the PA Department of Community and Economic Development.

C. Approve tax-exempt financing for Peirce College.

D. Issue Multifamily Housing Revenue Bonds on behalf of Miriam and Robert Rieder Apartments, LP.
RESOLUTION

Philadelphia Authority for Industrial Development

Amending the Loan Policy Manual

A Resolution authorizing Philadelphia Authority for Industrial Development ("PAID") to adopt the attached Loan Policy Manual, as amended, to define the general parameters for review, analysis, approval, and documentation of loan applications, and management of PAID’s loan portfolio.

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary documents and agreements, and to take such other actions as may be required to implement this Resolution.

BACKGROUND

The Loan Policy Manual was approved by the Board of Directors of PAID on January 13, 2015. As a matter of standard practice, staff reviews its Loan Policy Manual with the Loan Committee on an annual basis and proposes amendments as appropriate. The proposed amendments are largely administrative in nature and can be described as follows:

1. Section 3.4: Underwriting Evaluation:
   • Requires a loan scored with a less than satisfactory rating to be assessed for a specific reserve, consistent with existing practice.
   • Describes current practice for evaluating the loan portfolio.

2. Section 6: Loan & Portfolio Management
   This section has been updated to better articulate and describe PIDC’s portfolio management practices and procedures, which have not changed in substance:
   • Adds a definition section to ensure that key terms are fully understood
   • Describes the components of the Allowance for Loan Loss
   • Outlines the process for determining the specific reserve and the specific reserve for troubled debt restructuring
   • Adds descriptions of the assessments of concession and debtor financial difficulty
   • Discusses how PIDC reviews the available collateral for each impaired loan on a quarterly basis
   • Describes non-accrual loans
   • Outlines the general reserve assessment and the funded reserve
   • Updates the methodology for non-accrual and write-offs/charge offs
Loan Policy Manual

PAID
Policy Manual Administrator: Financial Services staff
Loan Committee Approved: January 8, 2015
Board of Directors Approved: January 13, 2015
Last Modified: August 16, 2016 to be reviewed annually
Location: S: Financial Services/Administration/Loan Policy Manual
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SECTION I: INTRODUCTION

1.1 Background & Governance

Philadelphia Authority for Industrial Development ("PAID") is a public authority incorporated by the City of Philadelphia and organized to undertake three main activities:

- **Deliver Governmental Funding for Economic Development Projects throughout the City of Philadelphia**: PAID initiates loans ranging from $50,000 to as much as $2 million that include low interest rates, extended terms, or subordination to senior private financing. Typically, the amount of financing available for a project through a funding source is based upon direct impact factors such as the number of jobs created/retained, tax revenue generated, and capital deployed to moderate/low income areas. This Loan Policy Manual is intended to cover loans made through PAID and is subject to periodic updates and review.

PAID also serves as a conduit for governmental contract and grant program funding for economic development projects throughout the City. This Loan Policy Manual does not cover grant activities through PAID.

- **Manage Industrial and Commercial Real Estate**: PAID manages properties and industrial sites on behalf of the City including property acquisition, improvement, environmental remediation and/or sale. These activities are not covered through this Loan Policy Manual.

- **Issue Taxable and Tax-Exempt Bonds**: PAID issues taxable and tax-exempt bonds on behalf of nonprofit organizations, qualified manufacturers, other exempt organizations, and the City of Philadelphia. This loan policy manual does not cover bond financing through PAID.

The day-to-day affairs of PAID are managed by PIDC under the direction and governance of the five-member PAID Board appointed by the Mayor of Philadelphia. PIDC is Philadelphia’s public-private economic development corporation. PIDC is a nonprofit partnership between the City of Philadelphia and the Greater Philadelphia Chamber of Commerce, founded in 1958.

1.2 Purpose of the Manual

The following Loan Policies are designed to provide the staff, Loan Committee, and the PAID Board of Directors with the general parameters to make loan decisions and to provide loan oversight to make consistent, high quality decisions. The Loan Policy was developed with PAID’s mission and market in mind. This Loan Policy Manual is organized by chapters on:

- Lending Products
- General Lending Policies
• Approval Authority
• Loan Documentation and Closing
• Loan and Portfolio Management

1.3 **Compliance with Laws and Regulations**

PAID’s loans, in some instances, are funded with pools of federal, state, and municipal sources of capital. It is PAID’s policy to comply with the letter and the spirit of laws of the federal government, the Commonwealth of Pennsylvania, the City of Philadelphia, or other governmental agency, as applicable.
SECTION II: LENDING PRODUCTS

2.1 Introduction to Lending Products

PAID provides loan products that fall into three categories: (1) Small Business Loan Products, (2) Project Finance Products, and (3) Economic Development Loans. The loan products are primarily funded by grants or loans from various federal, state, or City agencies as well as financial institutions and foundations. The funds are generally distributed at the direction of the funding agencies or based upon specific requirements of the sources of capital.

2.2 Small Business Lending Products

PAID offers small business borrowers Capital Project Loans to meet their financing needs. These loans support businesses and nonprofits undertaking capital projects such as building acquisition, renovation, leasehold improvements, or equipment purchases where additional financing is needed to complete the project. PAID will typically fund up to 40% of the total project cost (with a maximum loan size of $750,000) and borrowers must create at least one new full time equivalent job for every $35,000 in direct financing extended by PAID.

2.3 Project Finance Lending Products

Project Finance Lending Products are designed to provide either for profit or nonprofit entities with “gap” financing to complete the capital sources for real estate development or acquisition needs. Such products include Subordinate Term Loans which provide financing to experienced developers of commercial and industrial projects of all sizes throughout all neighborhoods of Philadelphia. PAID seeks to fill funding gaps in projects, which will create jobs for low and moderate income people, spur investment in underserved areas, and/or improve building energy efficiency.

2.4 Economic Development Loans

On occasion, the City of Philadelphia or other public entities request that PAID act as a conduit to support projects with an economic development purpose or public policy goal. PAID provides Economic Development Loans to support projects resulting in social or economic benefits, which might include: (1) creating or retaining jobs, (2) eliminating blight, (3) providing goods and services to an underserved community, (4) increasing tax revenue, or (5) addressing environmental or sustainability issues.

Typically, the public entity will capitalize these loans as well as define eligibility and underwriting standards.
SECTION III: GENERAL LENDING POLICIES

3.1 General Characteristics of an Eligible Business or Project

PAID targets its lending activities geographically, prioritizing projects located in highly distressed low income communities in Philadelphia, and programmatically, prioritizing projects with economic impact potential.

PAID supports businesses which are located or plan to relocate in the city of Philadelphia and have been in operation for at least two years. Characteristics include, but are not limited to the following:

- **Commercial, Industrial, and Manufacturing Business Owners / Users**: Clients who seek to fund projects that will enable their businesses to continue operating efficiently or to expand. The project will typically consist of real estate acquisition, improvements, and/or equipment acquisition.

- **Real Estate Investor / Developers**: Borrowers who develop and retain ownership of real property that will be used, leased, or operated by third party entities or businesses. Typical investor/developer properties include office buildings, retail stores/shopping centers, parking garages, and hotels. The developer collects rent and/or sometimes a share of the profits of the businesses operating from the property.

- **Small Business Clients**: Small, minority, women, and disabled-owned businesses seeking financing to support their growth.

- **Nonprofits**: Borrowers who may also act as investors, developers, owners or users, as described above. Loans to nonprofit borrowers are underwritten similarly to for-profit entities of the same type.

Eligible business owners must be able to demonstrate a need for financing and the ability to repay any loan through a realistic business plan.

3.2 General Characteristics of an Ineligible Business or Project

PAID will not finance:

- Speculative real estate ventures
- Businesses or projects with limited public policy support
- Businesses not located in the City of Philadelphia
- Projects for which private market capital financing is readily available

In addition, various funding sources may have specific eligibility requirements for which such funds may be used. During the application process, staff will determine a client’s eligibility for a specific loan product.
Any exceptions must be approved by the Loan Committee and the PAID Board of Directors and the exception shall be noted in the Board minutes.

3.3 Application Process

PAID actively markets its loan products and receives many inquiries as to the possibility of providing financing for a wide variety of projects. Staff will review each request prior to accepting an application to assure one of the PAID loan products is a match and the client is an eligible business or project.

Often, after a preliminary assessment, staff will determine that PAID is unable to finance a given project because of financial, eligibility, legal, or other policy considerations. When this occurs, staff will attempt to suggest alternative options. Alternatives may include referrals to government or economic development agencies, private financial institutions, other nonprofit lenders, or providers of technical assistance.

In the event an applicant does not meet the basic eligibility requirements for PAID’s loan products, staff will contact the client by phone to review the specific reasons why the application could not be processed. Depending on the particular aspects of the application and the possible need for official documentation, this phone call may be followed up with a formal written notification of the loan denial through either an email correspondence or letter to the client. As noted above, whenever possible, staff will attempt to suggest alternative options for financing and provide referrals.

In making referrals to private financial institutions, staff should provide as many options as possible to avoid the appearance of favoritism toward any particular institution. And, in the case of any referral, staff should not "oversell" an alternative option or give the applicant an undue sense of the likelihood of success in pursuing an alternative option. This is to avoid any future claim that PAID gave misleading or damaging referral information in the event that a suggested alternative does not work out.

3.4 Underwriting Evaluation

Staff underwrites the application and, where applicable, the underlying project as part of the financing decision process. The underwriting process must provide staff and the Loan Committee with sufficient information to assess the strengths and weaknesses of the applicants, evaluate the relative risk of the proposed financing, make financing decisions, and structure financing transactions appropriately.

Staff evaluates credit in accordance with a Risk Rating System that was adopted in 2013 and is periodically updated and approved by the Loan Committee. Each underwriter completes a Risk Rating work sheet and provides the Loan Committee with the rationale for assigning a rating based upon a thorough and comprehensive grid chart.
Staff adheres to standard credit analysis practices, which are outlined in the Risk Rating System and include the following:

- **Management Capacity**: An evaluation of management capacity may include management experience, personal credit scores, business credit references, and operating company’s history.

- **Financial Capacity**: An evaluation of financial capacity may include borrower’s equity, business profits, current ratio, developer’s equity, and tenant quality. In addition:
  - *Profitability & Net Worth Considerations*: If an owner/user firm has at least three years of level or upward trending profitability and net worth in excess of 200% of the project size, the 100% loan collateralization requirement may be reduced and/or the personal guarantee requirement may be waived or limited.
  - *Minimum Equity Participation*: In most transactions, PAID imposes a minimum equity contribution requirement of 10% of total project costs. There may be exceptions, when a project is located in a distressed area or the applicant is serving the needs of low income individuals. In cases when there is less than 10% equity contribution, applicant must provide substantiated sources to cover potential cost over runs or other sources of capital, if required.

- **Industry and Market**: An evaluation of industry and market may include: industry outlook and stability, business’s position in industry, or project’s competitive position in industry.

- **Cash Flow / Debt Service Coverage**: Historic and/or projected cash flows may be used in the evaluation. The expected debt service coverage ratio ("DSCR") for a project/borrower must be calculated. The nature of the ratio and its calculation methodology will vary depending on the type of project/borrower being analyzed. Generally, a minimum DSCR of 1.10 will be required but this standard may be raised or lowered depending on circumstances. Depending on the nature of the borrower/project circumstances, a more sophisticated approach to this calculation may be necessary.

- **Valuation of Collateral**
  - *Commercial Real Estate*: Secured commercial real estate will not exceed 75% of its Member of the Appraiser Institute ("MAI") or PA-certified appraised value. This ratio may be reduced in response to any relevant specialized use considerations.
  - *Personal Residential Real Estate*: Secured personal residential real estate will be valued as follows:
    - If the property serves as the primary collateral in the transaction, it will not exceed 80% of its Senior Residential Appraiser ("SRA"), MAI, or PA-certified appraised value.
    - If the property serves as secondary collateral in the transaction, it will not exceed 80% of its appraised value by a third-party real estate professional acceptable to PAID.
- **Machinery & Equipment**: New secured machinery and equipment ("M&E") will be valued at up to 50% of acquisition cost less estimated removal cost. Secured used M&E will be valued at up to 25% of original acquisition cost less depreciation and estimated removal cost. The degree to which M&E will be valued will be based on reasonable staff recommendation.

- **Inventory**: Secured inventory will range from 0%-15% of the lower of current level or last three years average level. No value will be ascribed to subordinated inventory liens. The degree to which inventory will otherwise be valued will be based on reasonable staff recommendation.

- **Personal Guarantees**: PAID requires the joint and several personal guarantees of the owners with a 20% or more ownership interest (and their spouses) of the borrowing entity. This requirement may be waived if the borrower provides, in addition to the 100% collateral as described above, senior secured collateral equal to 25% of the face amount of the loan.

- **Other**: The Risk Rating system allows additional points to be provided or taken away based on borrower’s past performance with PAID, if applicable.

- **Mitigating Factors**: Adjustments to the Risk Rating score can be made by awarding “mitigating factors” points, up to a maximum of three points.

Based on the above components, a loan is given a score ranging from Prime to Projected Loss. Any loan scored having less than a satisfactory rating is evaluated as part of the specific reserve assessment, which is further outlined in Section 6.

Loans are not subsequently rerated, based on the following mitigating controls:

- There are robust delinquencies measures that Loan Administration follows from the time a loan goes 15-30 days delinquent, in order to prevent the borrower’s performance from further deterioration and loss of PAID’s loan investment.

- A quarterly credit review assesses the risk of loss for the entire portfolio, and conservatively places loans on a watch list if the borrower demonstrates the following: 91+ days delinquent, undergone a loan modification, has a history of delinquencies in other portfolios (even if the loan is currently performing), if information is known in advance regarding impairment/financial deterioration, and/or the borrower received less than a satisfactory rating at time of underwriting.

- Loan Administration reviews borrower financial data on at least an annual basis. Effectively using financial information as a risk indicator allows the organization to work with the borrower before an actual default event occurs, and ultimately protect PAID’s lending investment.
SECTION IV: APPROVAL AUTHORITY

4.1 Loan Committee Review and Standards

All loans are presented to the Loan Committee, which is a sub-committee of the PIDC Board of Directors, although not all members of the Loan Committee are required to be members of the PIDC Board of Directors. The Loan Committee is the oversight mechanism for loan transactions and reviews the staff’s assessment of the applicant’s financial position and available collateral. The Loan Committee will review a loan against the basic applicable underwriting standards described above.

All new loan requests must go to the Loan Committee for a recommendation and to the PAID Board of Directors for formal and final approval. All loans shall undergo a complete and thorough analysis.

4.2 Waiving Loan Committee Review

To accommodate special situations, the President of PIDC and/or Executive Vice President may elect to present a loan request directly to the PAID Board of Directors without the prior Loan Committee review or approval. Even in such an event, a write-up for the project may be presented as a courtesy to the Loan Committee, whose input and advice may be sought as to how to optimally structure the transaction, even when its approval is not requested.
SECTION V: LOAN DOCUMENTATION & CLOSING

5.1 Loan Terms and Conditions

Basic loan terms are negotiated and agreed upon with a prospective borrower prior to Loan Committee review. Terms are generally dictated by the underlying loan program requirements and will usually follow the concepts described below.

5.2 Commitment Letters and Loan Documentation

Following approval from the Board of Directors, staff generates a Commitment Letter which, once accepted by the applicant, is followed by loan documents, which may include the following legal documents:

- **Note**: The note is the borrower's formal "IOU" and lays out the terms of repayment.

- **Loan Agreement**: The loan agreement restates many of the loan terms and lays out in considerable detail many of the specific boilerplate terms and covenants. The loan agreement will also include highly detailed project plans and specs, construction schedule, as well as a budget, which should approximate the more general budget of eligible project costs approved by the Loan Committee, Board, and relevant governmental authorities.

- **Mortgage**: The mortgage restates many of the loan terms, records the pledge of real property securing the loan, and describes the lender's ability to foreclose.

- **Guarantees (Company, Personal, and Related Parties)**: The guarantees describe the detailed terms by which the guarantors guarantee the loan.

- **Subordination & Intercreditor Agreements**: These documents articulate the lien priority and actions of the various project lenders in an event of default, foreclosure, or liquidation proceedings.

- **Lease Assignments**: This document records the pledge of any lease receipts as securing the loan.

- **UCC Financing Statements**: These documents record the security interest in machinery & equipment, furniture fixtures & equipment, receivables, inventories, and other personal property securing the loan.

- **Additional Collateral Provisions**: Additional documents or provisions may be necessary to properly record specialized security arrangements, such as:
• **Subordination by Officers:** Principals or officers of the borrowing entity who have lent funds to the firm or an affiliate, may, if appropriate, be required to subordinate their loans to PAID’s loan.

• **Distribution Limitations:** PAID may require limitations on the ability of the borrowing entity or corporate guarantor to make cash flow distributions to the principals during the term of the loan.

• **Funds Control:** PAID may have negotiated to have a debt service reserve fund or certain receivables, such as lease payments, placed in a lock box maintained by a trustee. Such an arrangement usually requires the execution of an escrow agreement or control agreement.

• **Lease Guarantee and Tenant Estoppels:** PAID may require lease guarantees by certain tenants and/or an agreement with the tenant and landlord restricting either from amending their lease agreement without PAID's approval.

• **Key Person Life Insurance Assignments:** The assignment of life insurance policies on owners or key management personnel in an amount up to the value of PAID’s loan may be required.

To perfect security interests in the collateral, counsel files all county and state level UCC and mortgages.

### 5.3 Outside Counsel Selection

For most loan transactions, PAID will utilize counsel to draft legal documents and to prepare for closing. However, larger and more complex transactions (typically investor/developer deals) may require retaining the services of outside counsel. In such an event, the following conditions should be met prior to engagement of the private attorney: The borrower should sign a letter acknowledging that it will reimburse PAID for all legal costs incurred in connection with the project, regardless of whether or not the loan closes and the borrower may be required to submit a deposit to be applied against PAID’s future legal costs, if deemed necessary by PAID.

### 5.4 Closing

Upon receipt of the necessary approvals and completion of the documents, loan closing may occur. However, certain technical items must be resolved prior to actual funding on the loan. These include:

- **Title:** Any property title issues must be resolved.

- **Insurance:** The borrower must have submitted insurance (property, casualty, and liability) certificates acceptable to PAID naming it as a mortgagee and loss payee.

- **Tax Clearance:** The borrower must not be delinquent on any City taxes or must be in compliance with a payment plan.
• **Source of Fund Approvals:** The relevant private or public entities must have issued all approvals required by the source of funds.

• **Miscellaneous Legal Documents:** Any miscellaneous loan legal documentation must have been finalized.

• **Fee Payment:** All application and commitment acceptance fees must have been received.

• **Closing Costs:** All expenses including, but not limited to the following must be paid at or prior to closing: appraisal, legal, title and recording, and bank account fees.
SECTION VI: LOAN & PORTFOLIO MANAGEMENT

6.1 Key Definitions

- Allowance for Loan Losses (ALL): Reflects the estimated probable credit losses that may be incurred on the loans receivable portfolio, and is maintained at an amount deemed adequate to cover estimated losses.

- Estimated Credit Losses: Estimate of the current amount of loans that it is probable the organization will be unable to collect given facts and circumstances as of the evaluation date. Thus, the estimated credit losses represent projected net charge offs that are likely to be realized for a loan or group of loans.

- Impaired Loans: Those that have deteriorated in credit quality to the extent that full collection of the original contractual principal and interest is doubtful. Generally, a loan is impaired if the loan meets one or more of the following criteria: the loan is 91+ days delinquent; the borrower has a history of delinquency on other loans within the portfolio; the loan has undergone a troubled debt restructuring (TDR); has a below satisfactory risk rating score; and/or there are triggering events indicating the deterioration of cash flow and/or collateral value. A loan does not accrue interest if it is deemed to be an impaired loan.

- Troubled Debt Restructuring: Loan modifications that result in a restructuring of a debt if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider.

6.2 Loan Monitoring and Portfolio Management

Individual loans are monitored with respect to loan repayment, maintenance of insurance, submission of financial statements, and achievement of employment objectives.

On a quarterly basis staff meets to discuss the Credit Review Report, which tracks and analyzes individual loan performance and portfolio-wide trends. This report encompasses both on balance sheet loans and loans under PIDC management, including PAID loans. Included in the report are the following:

- Delinquency Tracking
- Borrower Concentration
- Industry Sector Concentration
- Allowance for Loan Loss Portfolio Analysis for All Companies
- Listing of Qualitative Factors Affecting the Portfolio
- Specific Reserve Tracking
Individual loan performance is used as the primary indicator by which loans are characterized as performing or impaired.

Twice annually, the Loan Committee will receive and review an excerpt of the Loan Portfolio Credit Review Report as well as a staff narrative of loans in the collection process. The Loan Portfolio Credit Review Report is available for inspection by the Board of Directors, investors, and prospective investors upon request.

6.3 Delinquencies and Loan Workouts

A loan is considered delinquent when a contractual principal or interest payment is 30+ days past due. Staff has procedures in place to address delinquencies to include meeting with the borrower, determining the extent of the client’s problems preventing timely payment, and recommending an appropriate course of action. In situations where a borrower’s problems result in an uncured default, a loan modification and loan work out may be warranted.

Workouts and restructurings will typically consist of one or more of the following modifications:

- Interest or payment deferrals
- Interest rate reductions
- Principal write-downs/forgiveness
- Amortization and/or maturity extensions
- Restructuring or release of collateral in return for other consideration
- Renegotiation of inter-creditor terms
- Partial waiver or deadline extension of employment objective requirements

Modification to loan terms may require Loan Committee and/or Board approval. The Senior Vice President of Operations will make this determination, in some cases depending on the issues related to a particular request. Modifications may be approved by the Senior Vice President of Operations with no further action.

6.4 Components of the Allowance for Loan Loss (ALL)

PAID has the ability and intent to hold loans for the foreseeable future or until maturity or payoff; as such, the loans are stated at the amount of unpaid principal reduced by an allowance for loan loss. The allowance for loan loss does not apply to loans carried at fair value, loans held for sale, and off-balance sheet credit exposures.

The allowance for loan loss reflects the estimated probable credit losses that may be incurred on the loans receivable portfolio, and is maintained at an amount deemed adequate to cover estimated losses. In determining the level to be maintained, PAID evaluates many factors, including historical loss experience, the borrower’s ability to repay and repayment performance, estimated collateral values; and if applicable, qualitative factors. The allowance for loan loss is
assessed for the entire loan portfolio either on an individual loan basis (specific reserve) or in the aggregate (general reserve).

The allowance for loan loss is reviewed quarterly. The following sections detail the components of the quarterly ALL review.

6.5 **Specific Reserve**

The specific reserve considers impaired loans meeting one or more of the following characteristics:

- Loans that are 91+ days delinquent;
- Borrower has a history of delinquency on other loans within the portfolio;
- Loan has undergone a troubled debt restructuring (TDR);
- Below satisfactory risk rating score; and/or
- There are triggering events indicating the deterioration of cash flow and/or collateral value.

Pursuant to the Office of the Comptroller of the Currency (Interagency Policy Statement on the Allowance for Loan and Lease Losses), loans assessed for impairment individually, estimated credit losses reflect consideration of one of the three standards of impairment measurement at the evaluation date: (1) present value of expected future cash flows discounted at the loan’s effective interest rate (2) the loan’s observable market price or (3) the fair value of the collateral the loan is dependent upon.

The fair value of the impaired loans is generally based on the fair value of the underlying collateral (less cost to dispose) securing these loans because most of PAID’s impaired loans are collateral dependent. Refer to further discussion within the “Collateral” section below.

6.6 **Specific Reserve - Troubled Debt Restructuring**

Pursuant to Accounting Standards Codification - Receivables, Troubled Debt Restructuring by Creditors (“ASC”) 310-40, a restructuring of a debt constitutes a troubled debt restructuring if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. A troubled debt restructuring may include, but is not necessarily limited to, one or a combination of the following:

- Transfer from the debtor to the creditor of receivables from third parties, real estate, or other assets to satisfy fully or partially a debt (including a transfer resulting from foreclosure or repossession)

- Issuance or other granting of an equity interest to the creditor by the debtor to satisfy fully or partially a debt unless the equity interest is granted pursuant to existing terms for converting the debt into an equity interest
• Modification of terms of a debt, such as one or a combination of any of the following:
  o Reduction (absolute or contingent) of the stated interest rate for the remaining
    original life of the debt
  o Extension of the maturity date or dates at a stated interest rate lower than the current
    market rate for new debt with similar risk
  o Reduction (absolute or contingent) of the face amount or maturity amount of the debt
    as stated in the instrument or other agreement
  o Reduction (absolute or contingent) of accrued interest.

6.7 **Assessment of Concession**

Pursuant to ASC 310-40-15-13, a creditor has granted a concession when, as a result of the
restructuring, it does not expect to collect all amounts due, including interest accrued at the
original contract rate. A restructuring that results in only a delay in payment that is insignificant
is not a concession. The following factors, when considered together, may indicate that a
restructuring results in a delay in payment that is insignificant:

• The amount of the restructured payments subject to the delay is insignificant relative to
  the unpaid principal or collateral value of the debt and will result in an insignificant
  shortfall in the contractual amount due.

• The delay in timing of the restructured payment period is insignificant relative to any one
  of the following:
    o The frequency of payments due under the debt
    o The debt’s original contractual maturity
    o The debt’s original expected duration.

6.8 **Assessment of Debtor Financial Difficulty**

Pursuant to ASC 310-40-15-20, in evaluating whether a receivable is a troubled debt
restructuring, a creditor must determine whether the debtor is experiencing financial difficulties.
In making this determination, a creditor shall consider the following indicators:

The debtor is currently in payment default on any of its debt. In addition, a creditor shall evaluate
whether it is probable that the debtor would be in payment default on any of its debt in the
foreseeable future without the modification. That is, a creditor may conclude that a debtor is
experiencing financial difficulties, even though the debtor is not currently in payment default.

• The debtor has declared or is in the process of declaring bankruptcy.

• There is substantial doubt as to whether the debtor will continue to be a going concern.

• The debtor has securities that have been delisted, are in the process of being delisted, or
  are under threat of being delisted from an exchange.
• On the basis of estimates and projections that only encompass the debtor’s current capabilities, the creditor forecasts that the debtor’s entity-specific cash flows will be insufficient to service any of its debt (both interest and principal) in accordance with the contractual terms of the existing agreement for the foreseeable future.

• Without the current modification, the debtor cannot obtain funds from sources other than the existing creditors at an effective interest rate equal to the current market interest rate for similar debt for a nontroubled debtor.

The above list of indicators is not intended to include all indicators of a debtor’s financial difficulties. Refer to Appendix 1, “Troubled Debt Restructuring (“TDR”) Evaluation Form” for additional consideration points.

On a quarterly basis, the Vice President of Financial Reporting reviews the Portfol report and Loan Modifications Audit Report, which captures all changes made to loans in a given period. Vice President of Financial Reporting documents the assessment of whether the change to the loan constitutes a TDR using the guidelines above.

Modification to loan terms may require Loan Committee and /or Board approval. The Senior Vice President of Operations will make this determination, in some cases depending on the issues related to a particular request. Modifications may be approved by the Senior Vice President of Operations with no further action.

6.9 **Specific Reserve - Collateral**

The Vice President of Financial Reporting and the Vice President of Loan Administration review the available collateral for each impaired loan on a quarterly basis.

**Capital Project and Subordinate Term Loans**

The capital project loans and subordinate term loans are generally collateralized by commercial and/or residential real estate. PAID considers these loan products to be collateral dependent as the repayment of the loan is expected to be provided solely by the underlying collateral in the event of default. In the assessment of the available collateral balance, the amount due to the senior financial institution is reduced from the available collateral.

The value of the collateral is determined by the following sources (from highest to lowest source of validation):

• **Appraisals**: As the PAID loan portfolio is often subordinate to other lenders, appraisals are obtained at the request of the senior financial institution. Generally, PAID will not initiate a request for an appraisal in a subordinate lien position due to the cost burden incurred by the borrower or PAID. To the extent appraisals are received, the appraised value of the property will be discounted based on the age of the appraisal:
<table>
<thead>
<tr>
<th>Age of Appraisal</th>
<th>Discount</th>
<th>Cost to Dispose</th>
<th>Total Discount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1-2 years</td>
<td>0%</td>
<td>10%</td>
<td>10%</td>
</tr>
<tr>
<td>3-5 years</td>
<td>20%</td>
<td>10%</td>
<td>30%</td>
</tr>
<tr>
<td>5+ years</td>
<td>30%</td>
<td>10%</td>
<td>40%</td>
</tr>
</tbody>
</table>

- **Web Based Valuation (i.e. Zillow):** If an appraisal is not available, PAID will obtain one or more web based appraisals/valuations. The valuation is discounted by 10% to account for costs to dispose.

- **Property Tax Valuation:** To the extent appraisals or web based valuations are not available; PAID will leverage the City of Philadelphia’s Office of Property Assessment. The valuation is discounted by 10% to account for costs to dispose.

If no collateral information is available, staff will consider fully reserving the loan.

### 6.10 Non-Accrual Loans

Once a loan is considered impaired, the loan is placed on non-accrual status. Any unpaid interest previously accrued on those loans is reversed from income. Loan repayments received on impaired loans are generally applied to late fees, interest, and then principal. The application of repayments on impaired loans may differ based on loan work outs, and/or Vice President of Loan Administration’s judgment as to the collectability of principal. Impaired loans are generally non: returned to a performing status until the loan is brought current, the borrower has performed in accordance with the restructured contractual agreement for at least six months, and the collection of the contractual principal and interest payments are no longer in doubt. However, the above are general guidelines for returning loans to performing status and may vary based upon the facts and circumstance of an individual loan.

Staff reviews the specific reserve components on a quarterly basis. The results of the assessment are documented within the quarterly allowance for loan loss files.

### 6.11 General Reserve Assessment

The general reserve assesses the potential risk of loss for the population of non-impaired loans. The general reserve assesses the risk of loss as the historical cumulative default rate of the loan portfolio adjusted for certain qualitative factors, if any. The historical default rate is calculated for each loan funding source as the cumulative percentage of loan charge-offs divided by the cumulative total dollar value of loans originated. Based on historical evidence, it has been concluded that the calculation of the general reserve by loan funding source sufficiently groups loans by similar characteristics. Staff generally does not fund loans from its operating cash. Instead, the loan portfolio is substantially funded by contracts or grants each of which has its own requirements for the types of borrowers, projects and risk tolerance. The historical default rate is updated annually.
As noted within the “Charge-off” section below, Staff employs a patient lender approach, therefore; loans are not written off based on the number of days delinquent. Given a lagging charge off history, staff compares the cumulative write off rate to the 5 year write off history on an annual basis to ensure the write off rate is at least comparable to recent activity.

Staff considers qualitative factors in the assessment of the general reserve. On a quarterly basis, staff documents its response to the following qualitative factors:

- Changes in lending policies/procedures, including changes in underwriting standards, collections, charge offs and recovery practices
- Changes in international, national, regional and local conditions
- Changes in the nature of volume of the portfolio and terms of loans
- Changes in the experience, depth, and ability of lending management
- Changes in the volume and severity of past due loans and other similar conditions
- Changes in the quality of PAID's loan review system
- Changes in the value of underlying collateral for collateral dependent loans
- The existence and effect of concentrations of credit and changes in the level of such concentrations
- The effect of other external factors (i.e. competition, legal, regulatory requirement) on the level of estimated credit losses

6.12 Funded Reserve

PAID may receive a grant or contract proceeds or otherwise be required by a funding source to establish a funded allowance for loan loss, which can be used to offset potential loan losses associated with a particular loan program or funding source.

6.13 Methodology for Non-Accrual and Write-offs/Charge offs

On a quarterly basis, the Senior Vice President of Financial Services, Senior Vice President of Operations, Vice President of Loan Administration, Vice President of Financial Reporting, and Loan Administration Manager review and approve the allowance for loan loss for all affiliated and managed entities.

On a semi-annual basis, the results of the credit review are presented to the Loan Committee.

Loans are considered for charge-off once all collection efforts have been exhausted, in order to preserve public funds used for the loans. All loan charge-offs must be approved by the Loan Committee and, if required, by the applicable funding agency.
August 16, 2016

RESOLUTION

Philadelphia Authority for Industrial Development

*PA Department of Community and Economic Development - Grant Application for the Industrial Sites Reuse Program*

A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to request $1,000,000 in grant funding from the PA Department of Community and Economic Development (PADCED) for environmental remediation of a 1.3 acre brownfield site in the City of Philadelphia, and to accept said dollars if awarded by PADCED.

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

BACKGROUND

In 2013, the Philadelphia Industrial Development Corporation (PIDC) and the City of Philadelphia released the “Lower Schuylkill Master Plan”, a long-term framework for transitioning a 3,700 acre, historically industrial corridor into an integrated network of modern business campuses – the Innovation District, the Energy Corridor, and the Logistics Hub.

A key recommendation is an Innovation District gateway at 34th St. and Grays Ferry Ave. The gateway will support innovation-focused redevelopment such as the University of Pennsylvania’s Pennovation Works campus and the new $36M Pennovation Center.

Currently, the intersection is marked by blight and a concrete industrial tower. In December of 2015, PAID acquired the concrete tower site (1201 S. 35th St.) and in 2016, the US Environmental Protection Agency (USEPA) awarded PAID a $200,000 grant for site remediation. The Pennsylvania Department of Community and Economic Development (PADCED) has invited PAID to submit an application to the Industrial Sites Reuse Program (ISRP) for demolition and additional remediation funding. This resolution seeks authorization to submit a $1,000,000 ISRP grant application. The USEPA grant qualifies as match funding for the ISRP grant, while the ISRP grant will be match funding for the USEPA grant. Total costs are estimated at $1.3M. FY15 capital funds are available for the balance of the costs. PIDC will manage all grants associated with this project on behalf of PAID.

Demolition and remediation of 1201 S. 35th St. will be augmented by PIDC’s upcoming $1M streetscape improvement (funded by a Multimodal Transportation Fund grant and City capital dollars) and PennDOT’s upcoming $16M improvement project for the Grays Ferry Bridge.
RESOLUTION

Philadelphia Authority for Industrial Development

*Peirce College (the “Borrower”)*

A Resolution authorizing the approval of a tax-exempt financing through the Philadelphia Authority for Industrial Development’s (“PAID” or the “Authority”) in an amount not to exceed $3,325,000.

The Borrower’s proposed project includes (i) the financing of capital expenditures including the replacement of an HVAC system, installation of LED lamps, and certain exterior repairs to College Hall, (ii) the refinancing of the Authority’s Promissory Note (Peirce Junior College t/a Peirce College)(“2000 Note”) and (iii) the payment of a portion of the 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 Borrower upon such terms and conditions as they deem to be in the best interests of the Authority.

BACKGROUND

Peirce College (“Pierce”), formerly known as Peirce Junior College, was founded in 1865, to provide educational opportunities to Civil War Veterans transitioning back into the workforce. Currently, Peirce offers undergraduate and graduate degrees, online classes, and professional certification programs. Peirce’s student base is primarily working adults.

The proposed financing (Sixth Allongé) will adjust the interest rate on the 2000 Note and extend the maturity of the 2000 Note.

On October 22, 2013, the PAID Board adopted a resolution authorizing a reduction in the interest rate from 4.34% to 2.65% and extension of the term to September 30, 2018. The Authority executed a Fifth Allongé on December 2, 2013.

On March 9, 2010, the PAID Board adopted a resolution authorizing a reduction in the interest rate from 4.34% to 3.34%. The Authority executed a Fourth Authority Allonge on March 19, 2010.

On August 12, 2008, the PAID Board authorized the modification of the 2000 Note interest rate from 4.32% to 4.34% and extension of the term to July 1, 2014. The
Authority executed a Third Authority Allonge in connection with this financing, on September 24, 2008.

On November 9, 2004, the PAID Board adopted a resolution authorizing a reduction in the interest rate of the 2000 Note from 5.35% to 4.32% and to extend the maturity date from June 1, 2005 to July 1, 2009 via the Second Authority Allonge executed on December 22, 2004.

On March 26, 2002, the Authority approved the first amendment or First Allonge to the 2000 Note to reduce the interest rate from 6.75% to 5.35%.

On April, 18, 2000, the PAID Board authorized a tax-exempt financing in an amount of $4,806,000 which was used to renovate Peirce’s existing campus at 1420-28, 1428-30, 1432 and 1434 Pine Street (the “2000 Notes”). This financing closed on June 16, 2000 and was underwritten by Commerce Bank, N.A., now known as TD Bank, NA.
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

Adopted August 16, 2016

APPROVING A PROJECT FOR PEIRCE COLLEGE; AUTHORIZING AND DIRECTING THE AMENDMENT AND REISSUANCE OF AN OUTSTANDING AUTHORITY NOTE; AUTHORIZING AND DIRECTING THE ISSUANCE OF AN AUTHORITY’S NOTE IN A PRINCIPAL AMOUNT NOT TO EXCEED $1,300,000; APPROVING THE EXECUTION OF CERTAIN FINANCING DOCUMENTS RELATING TO THE REISSUANCE OF THE OUTSTANDING NOTE AND THE ISSUANCE AND SALE OF THE NEW NOTE; AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY OF THE AMENDED NOTE AND THE NEW NOTE; AUTHORIZING INCIDENTAL ACTION; AND REPEALING INCONSISTENT RESOLUTIONS

WHEREAS, Philadelphia Authority for Industrial Development (the “Authority”) is a body corporate and politic organized and existing under the Pennsylvania Economic Development Financing Law (Act of August 23, 1967, P.L. 251), as amended and supplemented (the “Act”); and

WHEREAS, Peirce College, a Pennsylvania non-profit corporation (the “Borrower”), has requested the Authority to undertake the financing of a project (the “Project”) consisting of: (a) the refinancing of the Authority’s Promissory Note (Peirce Junior College t/a Peirce College) dated June 16, 2000, as previously amended (as so amended, the “2000 Note”), through the amendment and reissuance of such 2000 Note; (b) the financing of upgrades to certain properties owned by the Borrower including replacing an HVAC system, installing LED lamps, certain exterior repairs to the College Hall building and other miscellaneous capital expenditures (collectively, the “Capital Project”); and (c) the payment of a portion of the costs of reissuing the 2000 Note and issuing the 2016 Note described below; and

WHEREAS, the Borrower has represented that the Project will promote the public purposes of the Act and the health, safety and general welfare of the people of the Commonwealth of Pennsylvania (the “Commonwealth”) by alleviating unemployment and maintaining employment at a high level and by creating and developing business in the Commonwealth; and

WHEREAS, at the request of the Borrower, TD Bank, N.A. (the “Bank”), which is the holder of the 2000 Note, has agreed to adjust the interest rate on the 2000 Note and to extend the maturity of the 2000 Note; and

WHEREAS, the modifications to the 2000 Note will be set forth in a Sixth Amendment to Loan Agreement (the “Sixth Amendment”) amending the Loan Agreement dated
as of June 16, 2000, as previously amended, by and among the Authority, the Borrower and the Bank, and a Sixth Allonge to Authority Note (the “Sixth Allonge”) modifying the 2000 Note; and

WHEREAS, it is proposed that the Authority finance, refinance or reimburse the Borrower for the costs of the Capital Project through the issuance of a promissory note of the Authority (the “2016 Note”) in a principal amount not to exceed $1,300,000; and

WHEREAS, the 2016 Note will be issued by the Authority and purchased by the Bank pursuant to the terms of a Loan Agreement (the “2016 Loan Agreement”) by and among the Authority, the Borrower and the Bank; and

WHEREAS, the Authority has determined that the Project represents an authorized undertaking by the Authority pursuant to the Act; and

WHEREAS, certain action is required to be taken by the Authority as a prerequisite to the reissuance of the 2000 Note and the issuance and sale of the 2016 Note;

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

Section 1. APPROVAL OF THE PROJECT; AUTHORIZATION OF REISSUANCE OF THE 2000 NOTE AND ISSUANCE OF THE 2016 NOTE. The Authority hereby approves the Project as an authorized undertaking by the Authority and authorizes the amendment and reissuance of the 2000 Note and the issuance of the 2016 Note and approves the application of the proceeds of the 2016 Note for the purpose of financing the Capital Project.

Section 2. APPROVAL OF SIXTH AMENDMENT AND 2016 LOAN AGREEMENT. Subject to the further provisions hereof (including without limitation the provisions of Section 4 below), the Chairperson or Vice Chairperson is hereby authorized and directed to execute and deliver, and (if applicable) the Secretary or Assistant Secretary is hereby authorized and directed to affix the corporate seal of the Authority to and attest, the Sixth Amendment and the 2016 Loan Agreement in such forms as counsel to the Authority may recommend and the officers of the Authority executing the same may approve, such approval to be conclusively evidenced by their execution thereof.

Section 3. FORM AND EXECUTION OF SIXTH ALONGE AND 2016 NOTE. The form of the Sixth Allonge shall be contained in the Sixth Amendment. The form of the 2016 Note shall be contained in the 2016 Loan Agreement. The execution of the Sixth Allonge and the 2016 Note by the manual or facsimile signatures of the Chairperson or Vice Chairperson is hereby authorized and directed, and the Secretary or Assistant Secretary is hereby authorized and directed to affix or imprint the corporate seal of the Authority (or a facsimile thereof) to, and attest, the Sixth Allonge and the 2016 Note, in such forms as counsel to the Authority may recommend and the officers of the Authority executing the same may approve, such approval to be conclusively evidenced by their execution thereof. The Chairperson or Vice Chairperson is hereby authorized and directed to deliver the Sixth Allonge and the 2016 Note or cause them to be delivered to the Bank in accordance with the terms of the Sixth Amendment and the 2016 Loan, respectively.
Section 4. TERMS OF THE NOTES. After giving effect to the Sixth Allonge, the aggregate principal amount of the 2000 Note shall not exceed $2,025,000 and the 2000 Note shall have a final maturity not exceeding 20 years from the date of the Sixth Allonge. The principal amount of the 2016 Note shall not exceed $1,300,000 and the 2016 Note shall have a final maturity not exceeding 20 years from the date of issuance thereof. The 2000 Note and the 2016 Note shall each bear interest at a rate not to exceed 3.0% per annum for a period of approximately 10 years, subject to adjustment thereafter as set forth therein. The Notes shall be in registered form carrying the exchangeability privileges, be payable in the medium of payment and at such places and be subject to optional redemption prior to maturity and mandatory and optional tender for purchase, all as provided therein or in the Sixth Amendment or the 2016 Loan Agreement, as applicable.

Section 5. BOND FINANCING APPLICATIONS; INCIDENTAL ACTION. The appropriate officers of the Authority are hereby authorized and directed to accept and approve completed IDA Financing and Refinancing Applications (the “Applications”) from the Borrower and to submit such Applications to the Department of Community and Economic Development of the Commonwealth for final approval, and to execute and deliver such other documents and instruments, including but not limited to any tax certificates or agreements required to ensure compliance with the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and to take or approve the taking of such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Sixth Amendment, the Sixth Allonge and the 2016 Loan Agreement, the issuance and sale of the 2016 Note and the financing of the Project.

Section 6. EFFECTIVE DATE: INCONSISTENT PRIOR RESOLUTIONS REPEALED. This Resolution shall take effect immediately upon its adoption, and all prior resolutions or parts thereof inconsistent herewith shall be repealed.

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 August 16, 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
RESOLUTION

Philadelphia Authority for Industrial Development

Miriam and Robert Rieder Apartments, LP (the “Borrower”)
(Rieder House Project)

A Resolution authorizing issuance of Multifamily Housing Revenue Bonds, Series A of 2016 (senior bonds) and Series B of 2016 (subordinate bonds) (collectively the “Bonds”) through the Philadelphia Authority for Industrial Development (“PAID” or the “Authority on behalf of the Borrower in an amount up to $9,000,000.

The proceeds of the Bonds will be used by the Borrower to finance the (i) acquisition and rehabilitation of 77 senior residential rental housing units known as Rieder House, located at 10102 Jamison Avenue in the City of Philadelphia; and (ii) a portion of the 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 Borrower and its affiliates upon such terms and conditions as they deem to be in the best interests of the Authority.

BACKGROUND

Miriam and Robert Rieder Apartments, LP is a Pennsylvania Limited Partnership. The Borrower’s general partner is Miriam and Robert Rieder GP, Inc., a Pennsylvania nonprofit corporation, which is fully owned by the Borrower’s managing general partner Rieder House GP, Inc. The Borrower was formed in 2016 for the long-term leasehold interest, renovation and operation of this real estate project.

Miriam and Robert M. Rieder House, Inc. is a Pennsylvania nonprofit corporation, is the current owner of the Rieder House Apartments, and will lease the senior housing facility to the Borrower for 99 years.

On August 12, 2002 the PAID Board authorized a tax-exempt financing on behalf of Miriam and Robert M. Rieder House, Inc., for the purchase and rehabilitation of the Rieder House. This financing closed on June 30, 2003 and upon the completion of closing, the Rieder House facility will be transferred to the Borrower and the outstanding bonds will no longer be outstanding.

This is the Borrower’s first tax-exempt bond financing through the Philadelphia Authority for Industrial Development.
BOND RESOLUTION

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

Adopted: ______, 2016

AUTHORIZING AND DIRECTING THE ISSUANCE OF UP TO $9,000,000 AGGREGATE PRINCIPAL AMOUNT OF TWO TAX-EXEMPT SERIES OF THE AUTHORITY’S MULTIFAMILY HOUSING REVENUE BONDS TO FINANCE THE RIEDER HOUSE SENIOR HOUSING PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE AND A LOAN AGREEMENT FOR EACH SERIES OF BONDS, A TAX REGULATORY AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS AND A SENIOR BOND PLACEMENT AGREEMENT; PROVIDING FOR THE ESTABLISHMENT OF THE TERMS, AND AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY, OF SUCH BONDS; AND MAKING CERTAIN RELATED DETERMINATIONS AND AUTHORIZING OTHER NECESSARY OR APPROPRIATE ACTIONS.

WHEREAS, the Philadelphia Authority for Industrial Development (the “Authority”) is a public instrumentality of the Commonwealth of Pennsylvania (the “Commonwealth”) and a public body corporate and politic organized and existing under the Pennsylvania Economic Development Financing Law, Act of August 23, 1967, P.L. 251, as amended (the “Act”); and

WHEREAS, Federation Housing, Inc., a Pennsylvania nonprofit corporation (the “Sponsor”), is the sponsor and Miriam and Robert M. Reider House, Inc., a Pennsylvania nonprofit corporation (the “Current Rieder House Owner”), is the owner of a senior housing facility known as the Rieder House (the “Rieder House Facility”) located at 10102 Jamison Avenue, Philadelphia, Pennsylvania 19116 (the “Rieder House Premises”); and

WHEREAS, the Current Rieder House Owner proposes to ground lease the Rieder House Premises and the Rieder House Facility (the “Rieder House Leased Premises”) to Miriam and Robert Rieder Apartments, LP, a Pennsylvania limited partnership (the “Borrower”) of which Miriam and Robert Rieder GP, Inc., a Pennsylvania nonprofit corporation, is the general partner; and

WHEREAS, the Borrower has requested the Authority to issue two series of tax-exempt bonds consisting of (1) the Philadelphia Authority for Industrial Development Senior Multifamily Housing Revenue Bonds (Rieder House Project), Series A of 2016 (the “Senior Bonds); and (2) the Philadelphia Authority for Industrial Development
Subordinate Multifamily Housing Revenue Bonds (Rieder House Project), Series B of 2016 (the “Subordinate Bonds” and, together with the Senior Bonds, sometimes hereinafter referred to, collectively, as the “Bonds”).

WHEREAS, the proceeds of the Bonds, along with other available funds, will be used by the Borrower to finance the costs of a project (the “Project”) consisting of the acquisition, renovation, rehabilitation and equipping of the Rieder House Premises and the Rieder House Facility (collectively, the “Facility”); and

WHEREAS, the Borrower has represented that the Project will promote the public purposes of the Act, which include but are not limited to, alleviating unemployment, maintaining employment at a high level, and creating and developing business opportunities in and for the benefit of the Commonwealth; and

WHEREAS, the Senior Bonds are to be issued under and secured pursuant to a Trust Indenture (the “Senior Trust Indenture”) between the Authority and a senior trustee selected by the Borrower and acceptable to the Authority, as senior trustee (the “Senior Trustee”); and

WHEREAS, the Subordinate Bonds are to be issued under and secured pursuant to a separate Trust Indenture (the “Subordinate Trust Indenture” and, together with the Senior Trust Indenture, the “Trust Indentures”) between the Authority and a subordinate trustee selected by the Borrower and acceptable to the Authority, as subordinate trustee (the “Subordinate Trustee” and, together with the Senior Trustee, the “Trustees”); and

WHEREAS, pursuant to the terms of a Loan Agreement (the “Senior Loan Agreement”) between the Authority and the Borrower, the Authority will make a loan to the Borrower (the “Senior Loan”) in an amount equal to the principal amount of the Senior Bonds and the Borrower will agree to repay the Senior Loan in installments in such amounts and at such times as will be sufficient to pay when due the principal or redemption price of, and interest on, the Senior Bonds; and

WHEREAS, pursuant to the terms of a separate Loan Agreement (the “Subordinate Loan Agreement” and, together with the Senior Loan Agreement, the “Loan Agreements”) between the Authority and the Borrower, the Authority will make a loan to the Borrower (the “Subordinate Loan”) in an amount equal to the principal amount of the Subordinate Bonds and the Borrower will agree to repay the Subordinate Loan in installments in such amounts and at such times sufficient to pay when due the principal or redemption price of, and interest on, the Subordinate Bonds; and

WHEREAS, the Senior Bonds will be placed directly with Citi Community Capital, a Citigroup company and an accredited investor, or an affiliate thereof (the “Senior Bond Purchaser”), in its capacity as lender and not as an underwriter, pursuant to a bond purchase agreement (the “Senior Purchase Agreement”) among the Authority, the Borrower and the Senior Bond Purchaser; and

WHEREAS, the Senior Bond Purchaser may wish the Senior Bonds to be issued in the form of and denominated as a “Loan” or a “Note”; and
WHEREAS, the Subordinate Bonds will be placed directly with the Current Rieder House Owner, as Subordinate Bond Purchaser (the “Subordinate Bond Purchaser” and, together with the Senior Bond Purchaser, the “Bond Purchasers”) to evidence the Borrower’s obligations with respect to acquisition loans made by the Current Owners to the Borrower pursuant to 99-year ground leases of the Rieder House Premises (the “Leased Premises”), respectively; and

WHEREAS, as security for the repayment of the Senior Bonds, the Borrower will, among other things, enter into a Mortgage, Assignment of Leases and Rents and Security Agreement with respect to the Leased Premises directly with the Trustees; and

WHEREAS, the Senior Bonds will be senior in priority of payment and security to the Subordinate Bonds and, to evidence such lien position, the Bond Purchasers, the Borrower, and the Trustees are expected to enter into a subordination agreement to establish the subordination of the rights and interests of the Subordinate Trustee under the Subordinate Bond and related documents to the rights and interests of the Senior Trustee under the Senior Bond and related documents, and to set forth the respective remedial rights and standstill obligations of each Trustee and Bond Purchaser; and

WHEREAS, the Facility shall also be subject to a Tax Regulatory Agreement and Declaration of Restrictive Covenants among the Authority, the Borrower and the Trustees (the “Regulatory Agreement”) to preserve the excludability from gross income for federal income tax purposes of interest on the Bonds under the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder (the “Code”) by complying with, among other things, applicable low and moderate income set-aside requirements; and

WHEREAS, certain action is required to be taken by the Authority as a prerequisite to the issuance and sale of the Bonds;

NOW THEREFORE, BE IT RESOLVED BY THE PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT, as follows:

Section 1. APPROVAL OF PROJECT; AUTHORIZATION OF ISSUANCE OF BONDS. The Authority hereby approves the Project as an authorized undertaking by the Authority and authorizes the issuance of the Bonds and approves the application of the proceeds thereof for the purpose of financing the Project.

Section 2. REIMBURSEMENT. It is intended by this Authority, through this Resolution, to indicate its present intent to issue the Bonds to aid in financing the Project. The Authority reasonably expects that the Borrower will reimburse itself from the proceeds of the Bonds for qualifying expenditures within the meaning of Treasury Regulation Section 1.150-2(d)(3), made (from its funds which do not constitute proceeds of tax-exempt revenue bonds or notes) not earlier than 60 days prior to the adoption of this Resolution or to be made by the Borrower in connection with the acquisition and construction of the Project; provided that the issuance of the Bonds occurs not later than (A) eighteen (18) months after the later of: (i) the date the expenditure from a source other than the Bonds is paid; or (ii) the date the Project is “placed in service” (within the meaning
of Treasury Regulations Section 1.150-2) or abandoned, but in not event more than three (3) years after the expenditure is paid; or (B) the date otherwise permitted by the Code or Treasury Regulations promulgated thereunder. This is a declaration of official intent necessary to comply with the requirements of Section 1.150-2 of the United States Treasury Regulations, as required by Section 1.150-2(d)(1) of those Regulations.

**Section 3. APPROVAL AND EXECUTION OF DOCUMENTS.** The Chairman and Vice Chairman of the Authority are hereby severally authorized and directed to execute or accept and deliver, and, if required, the Secretary and Assistant Secretary are hereby severally authorized and directed to affix the corporate seal of the Authority thereto and to attest the same, the Trust Indentures, the Loan Agreements, the Regulatory Agreement, the Senior Purchase Agreement, each of such documents to be in such form as counsel to the Authority may recommend and the officers of the Authority executing the same may approve, such approval to be conclusively evidenced by their execution thereof (together, the “Authority Documents”). Notwithstanding the foregoing, if the Borrower and the Bond Purchasers should determine to make minor changes to the structure of the financing of the Project, the Authority Documents may be modified, combined or supplemented, accordingly, and approved and executed as hereinabove provided.

**Section 4. ISSUANCE AND SALE OF BONDS.** The issuance of the Bonds in an aggregate principal amount not to exceed $9,000,000 is authorized and approved. The forms of the Bonds shall be as set forth in the Trust Indentures; the Senior Bonds may be titled “Note” or “Loan” or other appropriate name, at the option of the Senior Bond Purchaser; the signature of the Chairman or Vice Chairman of the Authority or facsimile thereof is hereby authorized and directed to be printed on the Bonds, and the corporate seal of the Authority or a facsimile thereof is authorized and directed to be imprinted thereon and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority. The Chairman or Vice Chairman is authorized and directed to deliver each series of Bonds to the Trustees for authentication under the applicable Trust Indenture herein authorized and, when they have been authenticated, to deliver them or cause them to be delivered to the respective Bond Purchaser against receipt of the purchase price therefor plus any accrued interest due and to deposit the amount so received with the Trustees, as provided in the applicable Trust Indenture.

The Bonds shall be special limited obligations of the Authority payable solely out of the payments made by the Borrower under each respective Loan Agreement and out of other moneys and properties held by the Trustee under the applicable Trust Indenture. The Bonds shall not be in any way a debt or liability of the City of Philadelphia, the Commonwealth of Pennsylvania or of any other political subdivision thereof and shall not create or constitute any indebtedness, liability or obligation of the City of Philadelphia, the Commonwealth of Pennsylvania or any other political subdivision thereof, legal, moral or otherwise, nor shall the Bonds be payable out of any funds, revenues or properties of the Authority other than those pledged therefor.

**Section 5. TERMS OF BONDS.** The Senior Bonds shall have a final maturity not exceeding 40 years and shall bear interest at an average rate not exceeding 10% per
annum. The Subordinate Bonds shall have a final maturity not exceeding 40 years and shall bear interest at an average rate not exceeding 15% per annum. The Bonds shall be in the denominations and in registered form carrying the exchangeability privileges, be payable in the medium of payment and at such places, be subject to mandatory and optional redemption prior to maturity and be entitled to the priorities in the revenues of the Authority as provided in the Trust Indentures. All of the provisions of the Trust Indentures, when executed and delivered as authorized herein, shall be deemed to be part of this Resolution as fully and to the same extent as if incorporated herein and shall be in full force and effect from the date of execution thereof.

Section 6. AUTHENTICATION OF BONDS. The Trustees are hereby requested to authenticate the Bonds and to deliver them to or upon the order of the Chairman or the Vice Chairman of the Authority.

Section 7. CUSIP NUMBERS. In accordance with the recommendation of the American Bankers Association Committee on Uniform Security Identification Procedures (“CUSIP”) a CUSIP number may, if requested by the applicable Bond Purchaser, be imprinted on each of the applicable series of Bonds in definitive form.

Section 8. INVESTMENT OF FUNDS. The Trustees shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed and requested to invest and reinvest all moneys available therefor pursuant to the Trust Indentures, which by the terms of the Trust Indentures may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by the Trust Indentures, all subject to the terms and limitations contained in the Trust Indentures.

Section 9. BOND COUNSEL. At the request of the the Borrower, Kutak Rock LLP, Philadelphia, Pennsylvania, counsel to the Borrower, is hereby appointed to serve as Bond Counsel for the purposes of rendering a legal opinion as to the validity, enforceability and tax-exempt status of the Bonds, it being understood that the Authority will be represented by its counsel, Philip Brandt.

Section 10. TEFRA HEARING; BOND FINANCING APPLICATION; ADDITIONAL ACTIONS. The conduct of the public hearing on the Project and the financing thereof with the proceeds of the Bonds, in accordance with Section 147(f) of the Code, is hereby ratified and confirmed.

The appropriate officers of the Authority are hereby authorized and directed to accept a completed Bond Financing Application (the “Application”) from the Borrower and to submit such Application to the Department of Community and Economic Development of the Commonwealth for final approval, and to execute and deliver such other documents and instruments, upon advice of Authority Counsel or Bond Counsel including, but not limited to, any tax certificates or agreements required to ensure compliance with the Code, and to take or approve the taking of such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Authority Documents, the issuance and sale of the Bonds and the financing of the Project, all in accordance with this Resolution.
Section 11. REPEAL. This Resolution shall take effect immediately upon its adoption this ___ day of ___, 2016, and all prior resolutions or parts thereof inconsistent herewith are hereby repealed and rescinded.
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 _______, 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 modified, amended, repealed or rescinded and is in full force on the date hereof.

______________________________
(Assistant) Secretary

Date:____________________________