

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
MARCH 7, 2017**

Chairperson, Evelyn F. Smalls, presided at the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development held on Tuesday, March 7, 2017 at 5 p.m. in PIDC's offices, 2600 Centre Square West, 1500 Market Street, Philadelphia, PA.

Other Members attending:

David L. Hyman, Esquire
Evelyn Smalls
Thomas A. K. Queenan

Attending from PIDC staff:

John Grady, President
Anthony Simonetta, Senior Vice President
Cassie Gardner, Executive Assistant

Upon a motion duly made and seconded the Minutes of the meeting held on February 21, 2017 were unanimously approved.

Mr. Grady requested approval of the following Resolutions:

1. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to enter into a lease with Palmieri Property Electric Enterprises, LLC, d/b/a Gordon Group Electric to lease the entire 3,807 rentable square feet of the "Quarters K" building located at 1123 Admiral Peary Way, Philadelphia, PA 19112.

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

Upon a motion duly made and seconded, the Members unanimously approved the above resolution.

2. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to submit a Redevelopment Assistance Capital Program (RACP) Grant Application to the Commonwealth of Pennsylvania’s Office of the Budget for an aggregate amount not to exceed \$1,500,000; and to enter into a Grant Agreement with the Office of the Budget on behalf of the grant recipient; and to enter into a Sub-grant Agreement with the appropriate entities of the following project:

Beneficiary of Prospective Award	Grant Amount
Philadelphia Holocaust Remembrance Foundation (PHRF)	\$1,500,000
Total	\$1,500,000

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

Upon a motion duly made and seconded, the Members unanimously approved the above resolution.

3. A Resolution, in the form attached as Enclosure 1, authorizing the issuance of the Revenue Bonds, Series of 2017 through the Philadelphia Authority for Industrial Development (PAID), on behalf of the University of the Sciences in Philadelphia, in an amount up to \$65,000,000.

The proceeds of the Bonds will be used by the Borrower to finance (i) the construction and equipping of a 218-unit, 426-bed suite-style student housing facility on the University’s campus, (ii) utility improvements, (iii) capitalized interest, (iv) reserves, if necessary, (v) working capital, and (vi) costs of issuance.

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary documents and agreements, and any other acts necessary to assist the Borrower and its affiliates as they deem to be in the best interests of the Authority.

Upon a motion duly made and seconded, the Members unanimously approved the above resolution.

4. A Resolution, in the form attached as Enclosure 2, authorizing the reimbursement of costs incurred by the City of Philadelphia or the Philadelphia Authority for Industrial Development (PAID) for the City’s Affordable Housing Preservation Programs prior to the issuance of a future tax-exempt bond financing by PAID on behalf of the City.

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary documents and agreements and to perform such other acts necessary to assist the City of Philadelphia as deemed to be in the best interest of the Authority.

Upon a motion duly made and seconded, the Members unanimously approved the above resolution.

5. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to enter into an agreement with the City of Philadelphia and the Southeastern Pennsylvania Transit Authority (SEPTA), for PAID to facilitate funding from SEPTA to the Octavius Catto Memorial.

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 City of Philadelphia upon such terms and conditions as they deem to be in the best interests of the Authority.

Upon a motion duly made and seconded, the Members unanimously approved the above resolution.

There being no further items presented to the Board, the meeting was adjourned.

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
PHILADELPHIA COUNTY, PHILADELPHIA

RESOLUTION

Adopted: March 7, 2017

APPROVING THE FORM OF AND AUTHORIZING AND DIRECTING THE ISSUANCE OF UNIVERSITY OF THE SCIENCES IN PHILADELPHIA REVENUE BONDS, SERIES OF 2017; AUTHORIZING THE UNDERTAKING OF A PROJECT DESCRIBED HEREIN; AUTHORIZING OFFICERS OF THE AUTHORITY TO EXECUTE AND DELIVER ALL REQUIRED DOCUMENTS AND TAKE RELATED ACTIONS; AND REPEALING INCONSISTENT RESOLUTIONS.

WHEREAS, the Philadelphia Authority for Industrial Development (the “Authority”) is an industrial development authority existing under and governed by the provisions of the Pennsylvania Economic Development Financing Law (formerly the Industrial and Commercial Development Law), Act of 1957, as amended;

WHEREAS, the Act vests the Authority, *inter alia*, with power to provide financing and the development and promotion of commercial facilities, including higher education facilities;

WHEREAS, University of the Sciences in Philadelphia (the “Borrower”), is a Pennsylvania nonprofit corporation and institution of higher education located in Philadelphia, Pennsylvania;

WHEREAS, the Borrower has requested the Authority provide funds for a project (the “Project”) to: (i) finance the cost of the construction, furnishing and equipping of an approximately 218-unit, 426-bed suite style student housing facility to be located on the campus of the Borrower, (ii) finance the costs of the acquisition and construction of certain connecting utility improvements, (iii) fund interest on the Bonds (defined herein) during the period of construction of the Project and up to six months thereafter, (iv) fund necessary reserves for the Bonds, (v) finance certain start-up costs and related working capital for the Project, (vi) finance the cost of miscellaneous capital projects on the Borrower’s campus; and (vii) pay the costs of issuance and insuring, if applicable, of the Bonds;

WHEREAS, in order to finance the Project, the Authority will issue up to \$65,000,000 (not including original issue premium) in aggregate principal amount of its tax-exempt bonds to be designated “Philadelphia Authority for Industrial Development University of the Sciences in Philadelphia Revenue Bonds, Series 2017” (the “Bonds”). The Bonds will be issued pursuant to a Trust Indenture (the “Indenture”) between the Authority and The Bank of New York Mellon Trust Company, N. A. as bond trustee (the “Trustee”);

WHEREAS, the proceeds from the sale of the Bonds shall be loaned to the Borrower pursuant to the terms of a Loan Agreement (the “Loan Agreement”) between the Authority and the Borrower. The proceeds from the sale of the Bonds shall be applied by the Borrower for and towards the costs of the Project;

WHEREAS, after inquiry, and based upon the representations of the Borrower, the Authority has determined that the financing of the Project through the issuance of the Bonds will serve the public purposes of the Act.

NOW, THEREFORE, BE IT RESOLVED by the Board of the Authority, as follows:

1. The Authority hereby finds and determines that the financing of the Project through the issuance of the Bonds is consistent with the public purposes of the Act, namely to promote industrial, commercial and other economic development.

2. For the purpose of financing the Project, the Authority hereby approves the issuance and sale of the Philadelphia Authority for Industrial Development University of the Sciences in Philadelphia Revenue Bonds, Series 2017.

3. The Authority shall enter into the Indenture and the Loan Agreement substantially on such terms and conditions as may be acceptable to counsel to the Authority.

4. Pursuant to the provisions of the Loan Agreement, the Authority will loan the proceeds of the Bonds to the Borrower and the Borrower will agree, among other things, to make certain loan repayments in amounts and at times equal to the principal of, premium, if any, and interest on the Bonds.

5. The Authority shall enter into an Assignment of Loan Agreement (the “Assignment”) pursuant to which the Authority shall assign all of its right, title and interest (except for its right to indemnification and payment of its fees and expenses) in and to the Loan Agreement and the loan installments payable thereunder to the Trustee to secure the Bonds.

6. Any officer of the Authority is hereby authorized, empowered and directed to execute, attest, acknowledge and deliver, as applicable, the Indenture, the Loan Agreement and the Assignment, all substantially in the forms of such instruments as may be acceptable to counsel to the Authority, with such terms and conditions therein or modifications thereto as such counsel may approve, their execution and delivery thereof to constitute conclusive evidence of such approval.

7. The Authority hereby authorizes the issuance, delivery and sale of the Bonds, in fully registered form, in an aggregate principal amount not to exceed \$65,000,000 (not including original issue premium). The terms and conditions of the Bonds (including, without limiting the generality of the foregoing, the denomination thereof, interest rates, interest payment dates, maturity dates and redemption provisions thereof) and the form of the Bonds shall be as approved by counsel to the Authority and Bond Counsel and shall be acceptable to the officers of

the Authority who execute and deliver the Bonds, their execution and delivery thereof to constitute conclusive evidence of such approval. The interest rate on the Bonds shall not exceed ten percent (10/%) per annum and the maturity of the Bonds shall not exceed forty (40) years.

8. Any officer of the Authority is hereby authorized, empowered and directed to execute, by true or facsimile signature, Bonds, and to cause to be affixed thereto a facsimile of or the true corporate seal of the Authority, and any officer of the Authority is authorized, empowered and directed to attest, by true or facsimile signature, the execution of the Bonds and the affixing of the corporate seal; and such officers of the Authority are authorized and directed to deliver the Bonds to the Trustee for authentication in accordance with the provisions of the Indenture.

9. The Authority hereby authorizes and approves the appointment of Merrill Lynch as the underwriter in connection with the issuance, offer and sale of the Bonds (the "Underwriter"). Any officer of the Authority, in the name and on behalf of the Authority, are authorized, empowered and directed to execute and deliver to the Underwriter a definitive bond purchase contract or bond placement agreement with respect to the Bonds (the "Bond Purchase Contract") providing for the sale and purchase of the Bonds, in such form as approved by the Borrower and counsel to the Authority. The execution by such officers of the Bond Purchase Contract shall evidence conclusively the Authority's approval of the terms and conditions of the Bond Purchase Contract and the Bonds described therein.

10. The Authority hereby authorizes and approves the preparation of a Preliminary Official Statement and an Official Statement in connection with the offer and sale of the Bonds. Any officer of the Authority is hereby authorized and empowered, in the name and on behalf of the Authority, to execute and deliver a definitive Official Statement in connection with the issuance of the Bonds, when such Official Statement is acceptable to such officers of the Authority and counsel to the Authority and containing such additional or different information relating to the Authority as such officers, in their sole discretion, with the approval of counsel to the Authority may deem necessary or appropriate, their execution and delivery thereof to constitute conclusive evidence of their approval of such Official Statement as it relates to the Authority. Any officer of the Authority is authorized to designate the Preliminary Official Statement and the Official Statement as a "nearly final official statement" and as a "final official statement," respectively, for purposes of Rule 15c2-12 of the Securities Exchange Commission under the Securities Exchange Act of 1934.

11. Any officer of the Authority is authorized and directed to proceed promptly with the undertakings herein contemplated. Such officers are authorized, empowered and directed to do any and all acts and things and to execute and deliver any and all documents, agreements, instruments or certificates that may be necessary, proper or desirable to effect the transactions contemplated by this Resolution, including, but not limited to, the execution and delivery of such documents, instruments, certificates, agreements, financing statements, letters, etc. as may be reasonably requested by Bond Counsel and as may be approved by counsel for the Authority. The execution and delivery, by any officer of the Authority, of any and all such documents, instruments or certificates that may be necessary, proper or desirable to effect the transactions contemplated by this Resolution shall constitute conclusive evidence of approval of any such document, instrument or certificate, as applicable, by the Authority.

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

13. All attorney fees, commitment fees, and all other professional and advisory fees incurred in connection with the Project shall be paid by the Borrower. The Authority shall have no liability with respect to such costs. Fox Rothschild LLP is hereby appointed Bond Counsel and The Bank of New York Mellon Trust Company, N. A. is hereby appointed Trustee.

14. Any officer of the Authority is hereby authorized to attest, and to affix a facsimile of or the true corporate seal of the Authority to any and all documents or certificates authorized by these resolutions. This Resolution shall become effective immediately.

15. 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 shall remain in full force and effect.

16. All resolutions or parts of resolutions inconsistent herewith are repealed.

I, the undersigned (Assistant) Secretary of the Philadelphia Authority for Industrial Development, hereby certify that the foregoing is the text of the Resolution adopted by said Authority at a meeting held March 7, 2017 after the giving of the required public notice and at which a quorum was present.

(Assistant) Secretary

[SEAL]

**PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
RESOLUTION**

AUTHORIZING REIMBURSEMENT FROM A FUTURE ISSUE OF
TAX-EXEMPT OBLIGATIONS FOR COSTS EXPENDED ON THE
PROGRAMS DESCRIBED HEREIN PRIOR TO ISSUANCE OF SUCH
OBLIGATIONS.

WHEREAS, the City Council of the City of Philadelphia (the “City”) by Ordinance (Bill No. 161014), approved by the Mayor on December 20, 2016 (the “Ordinance”), among other things, approved the issuance by the Philadelphia Authority for Development Authority (the “Authority”), of its bonds, notes or other evidences of indebtedness (the “Obligations”) in an aggregate principal amount not to exceed \$60,000,000, net of original issue discount, plus amounts for costs of issuance and certain other related costs, to finance the City’s affordable housing preservation programs (as further described in Exhibit B to the Ordinance, the “Programs”); and

WHEREAS, the City and the Authority intend to use a portion of the proceeds of the Obligations to reimburse either the City or the Authority for expenditures made with respect to the Programs prior to the date of issuance of the Obligations; and

WHEREAS, this Resolution is intended to constitute a statement of “Official Intent” pursuant to Treasury Regulation §1.150-2.

NOW, THEREFORE, BE IT RESOLVED by the Board of the Authority as follows:

1. In accordance with Treasury Regulation §1.150-2, the Authority hereby states its intention that a portion of the proceeds of the Obligations will be used to reimburse itself or the City for expenditures originally paid prior to the date of issuance of the Obligations.

2. The Authority intends to reimburse itself or the City for such original expenditures through the incurrence of debt to be evidenced by the Obligations. All original expenditures to be reimbursed will be capital expenditures (as defined in Treasury Regulation §1.150-1(b)), grants (as defined in Treasury Regulation §1.150-1(f)) or certain other expenditures qualifying pursuant to Treasury Regulation §1.150-2(f). The description of the type and use of the property for the original expenditures to be fully or partially reimbursed is costs relating to the Programs.

3. The maximum principal amount of the Obligations to be issued to reimburse the costs of the Programs and to complete the Programs is anticipated to be \$60,000,000.

4. This Resolution is effective immediately.

I, the undersigned officer of Philadelphia Authority for Industrial Development, DO HEREBY CERTIFY that the foregoing is a true and correct copy of a Resolution duly and unanimously adopted by the Board of the Authority at a public meeting of the Authority held the 7th day of March, 2017, after notice thereof had been duly given as required by law, at which meeting a quorum was present and voting and is now in full force and effect on the date of this certification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Authority this 7th day of March, 2017.

Title:

(SEAL)