

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
October 10, 2017**

Chairperson Smalls presided over the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development held on Tuesday, October 10, 2017 at 5:00 p.m. in PIDC's Board Room, 26th floor, Centre Square West, 1500 Market Street, Philadelphia, PA.

Other Members attending:

David L. Hyman
Kate Hagedorn
Thomas A. K. Queenan

Also attending:

Andrea Allon, PIDC Board Member
Keith Hammond, BDO

Attending from PIDC staff:

John Grady, President
Sam Rhoads Executive Vice President
Ilene Burak, Esquire, Senior Vice President/General Counsel
Tiffany Canady, Senior Vice President
Anthony Simonetta, Senior Vice President
Wanda Speight, Senior Vice President
Cassie Gardner, Executive Assistant

Upon a motion duly made and seconded the Minutes of the meeting held on September 26, 2017 were unanimously approved.

Mr. Hammond presented the results of BDO's audit of PAID's 2016 year-end financial statements and the firm's required communications.

Ms. Allon, Mr. Hammond, Ms. Canady, Mr. Simonetta and Ms. Speight left the meeting.

Chairperson Smalls requested approval of the following Resolutions:

- I. A Resolution authorizing PAID to enter into a contract with JPC Group, Inc. in the amount of \$4,200,000 to provide construction services for the Navy Yard river and potable water replacement project.

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

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

- II. A Resolution authorizing PAID to enter into a contract with Krapf Coaches, Inc. in the amount up to \$8,800,000 for the 3-year initial term and two 1-year extensions to provide shuttle bus transportation services to and around The Navy Yard.

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

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

- III. A Resolution, in the form attached as Encl. 1, authorizing approval of tax-exempt bond financing through PAID, in an amount not to exceed \$10,000,000, on behalf of Imhotep Institute Charter School, Inc. (“the Borrower”).

The proceeds of the bonds will be used by the Borrower to finance: (A) the refinancing of the Series 2007 Construction/Permanent Mortgage Note of the Nockamixon-Bucks Industrial Development Authority which was issued to: (i) refinance existing debt of Sankofa Network, Inc. (Sankofa”) incurred in connection with the acquisition, construction, furnishing and equipping of a two-story 80,950 square foot academic, administrative and community resource facility (“the Facility”) to be used by the Borrower, including reimbursement of such costs; (ii) finance capitalized interest on the 2007 Note and (iii) pay the costs of issuance on the 2007 Note; (B) the refinancing of a note issued in 2007 by Sankofa to finance additional construction and related costs of the Facility; and (C) 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 PAID.

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

- IV. A Resolution, in the form attached as Encl. 2, authorizing approval of a tax-exempt bond financing through PAID, in an amount not to exceed \$11,000,000, on behalf of the Southwest Leadership Academy (“the Borrower”).

The proceeds of the bonds will be used by the Borrower to finance: (i) the acquisition of a parcel of land located at 1300 South 58th Street (the “Site”), in the City of Philadelphia; (ii) the demolition of existing structures and remediation of the Site; (iii) reimbursement of certain expenditures incurred by the Borrower related to such acquisition; (iv) the funding of capitalized interest on the bonds, if any, (v) a deposit to a debt service reserve fund, if required, and related costs; and (vi) 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 PAID.

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

- V. A Resolution authorizing PAID to: (1) enter into a master lease with 400 North Broad Street Partners, L.P., and a sublease with the City of Philadelphia, acting through its Department of Public Property, for the property located at 400 N. Broad Street and the parking lot located at 1501 Callowhill Street; and (2) take title to the property for further conveyance to the City in the event the City exercises its option to purchase the property as provided for in the leases. The lease terms will be for 9 years with one 10-year renewal. Rent shall be determined as of the Commencement Date, at a cost to the City not to exceed \$15,600,000 in any lease year, plus costs of operating expenses, including utilities, as well as maintenance and repair.

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 PAID.

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

- VI. A Resolution authorizing PAID to enter into an agreement with Consolidated Rail Corporation (Conrail) to acquire a parcel of land of approximately 0.42 acres located at the southeast corner of 26th Street and Penrose Avenue (Parcel 1) and a second parcel of land consisting of the bed of 26th Street between Penrose Avenue and the 26th Street gate into The Navy Yard (Parcel 2). The purchase is for \$1.00 on the condition that PAID gives an indemnification to Conrail and further on the condition that PAID grants easements to Conrail to maintain its infrastructure.

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary and desired 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.

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

- VII. An amendment to the Resolution dated April 21, 2015, authorizing PAID, among other things, to enter into Tax Incremental Financing (TIF) Agreements in an amount up to \$55,000,000 in accordance with the terms of the Gallery at Market East Tax Increment Financing District by setting the interest of the TIF Note at eight and one half percent (8.5%).

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary and desired 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.

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

There being no further business before the Board, the meeting was adjourned.

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

BOND RESOLUTION

AUTHORIZING THE ISSUANCE OF UP TO \$10,000,000 CHARTER SCHOOL FACILITY REVENUE BONDS, SERIES 2017 (IMHOTEP INSTITUTE CHARTER SCHOOL INC. PROJECT) OF PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT AND THE DISPOSITION OF THE PROCEEDS FROM THE SALE THEREOF FOR THE PURPOSE OF FINANCING A REFUNDING PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY OF AND APPROVING THE FORM OF A TRUST INDENTURE, THE BONDS, AND A LOAN AGREEMENT WITH THE BORROWER AND OTHER FINANCING DOCUMENTS; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT IN CONNECTION WITH THE OFFER AND SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER NECESSARY DOCUMENTS AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, the Philadelphia Authority for Industrial Development (the "Authority") is organized under the Economic Development Financing Law, as amended and supplemented from time to time (73 P.S. § 371 *et seq.*) (the "Act") and is empowered under the Act to acquire, by purchase or otherwise, any lands or interest therein or other property which it may determine is reasonably necessary for any project and to enter into contracts with respect to the planning, designing, financing, construction, reconstruction, improvement, equipping, furnishing, operation and maintenance of a project, for such consideration and upon such terms and conditions as the Authority may determine to be reasonable. Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Indenture (as defined herein); and

WHEREAS, Imhotep Institute Charter School Inc., a Pennsylvania charter school exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (the "Borrower") is the surviving entity of a merger of June 23, 2017 between the Borrower and Sankofa Network, Inc. ("Sankofa"); and

WHEREAS, the Borrower has requested the Authority to undertake a project consisting of: (i) the current refunding of the Series 2007 Construction/Permanent Mortgage Note of the Nockamixon-Bucks Industrial Development Authority, originally issued in the original principal amount of \$6,800,000 (the "2007 Note"); (ii) the current refunding of a note issued on July 26,

2007 by Sankofa to The Reinvestment Fund, Inc. in the original aggregate principal amount of \$850,000 (the "TRF Note" and, together with the 2007 Note, the "Refunded Notes"); (iii) funding a debt service reserve fund, if necessary; (iv) funding a capitalized interest account, if required; and (v) the payment of certain costs of issuance (collectively, the "Project"); and

WHEREAS, in order to finance the Project, the Authority has determined to issue up to \$10,000,000 aggregate principal amount of Charter School Facility Revenue Bonds, Series 2017 (Imhotep Institute Charter School Inc. Project) (the "Bonds"), in one or more series, taxable or tax-exempt to be issued, mature, bear interest, be redeemable and have other terms and provisions as provided for therein and in an Indenture of Trust to be entered into between the Authority and a trustee to be selected by Borrower to be dated as of November 1, 2017, or such later date (the "Indenture"); and

WHEREAS, in connection with the issuance of the Bonds and simultaneously with the execution of the Indenture, the Authority and the Borrower will enter into a Loan Agreement (the "Loan Agreement") dated as of November 1, 2017 or such later date, providing for payments by the Borrower in amounts sufficient to meet the principal of and interest on the Bonds; and

WHEREAS, the Bonds will be specific limited obligations of the Borrower secured by (i) a senior lien on all contracts, rents, leases, (ii) a first priority security interest in all personal property and first mortgage on all real property owned by the Borrower, and (iii) a first priority security interest in all contracts, for the payment of all sums due under the Loan Agreement; and

WHEREAS, the Authority will issue and BB&T Capital Markets, acting for itself and on behalf of other purchasers of the Bonds, if any, (the "Underwriter"), will distribute a preliminary official statement (the "Preliminary Official Statement") and an official statement for the Bonds (the "Official Statement") in connection with the purchase of the Bonds; and

WHEREAS, the Underwriter expects to make a proposal for the purchase of the Bonds pursuant to a bond purchase contract (the "Purchase Contract") among the Underwriter, the Authority and the Borrower; and

WHEREAS, the Authority desires to authorize the issuance, execution and delivery of the Bonds and the undertaking of the Project, and desires to authorize its Chairman, Secretary, Assistant Secretary or Treasurer to execute on behalf of the Authority, the Indenture, the Bonds, the Loan Agreement, the Purchase Contract, the Official Statement, and such other instruments and documents as shall be necessary or appropriate; and

WHEREAS, the Bonds shall not be in any way a debt or liability of the City of Philadelphia (the "City") or the Commonwealth of Pennsylvania (the "Commonwealth") or any other political subdivision of the Commonwealth and will not create or constitute any indebtedness, liability or obligation of the City or of the Commonwealth or of any other political subdivision thereof but shall be payable solely from the Trust Estate, as defined in the Indenture; and

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

1. Approval of Project and Plan of Financing. In accordance with the purpose and objectives of the Act, the Authority hereby authorizes and approves the undertaking of the Project and plan of financing as described in the preambles of this Resolution.

2. Authorization of the Bonds. In order to provide funds to pay the costs of the Project, the Authority is hereby authorized to issue its Charter School Facility Revenue Bonds, Series of 2017 (Imhotep Charter School Inc. Project), in one or more series, taxable or tax-exempt. The Bonds may be issued as fixed or variable bonds in a principal amount which in the aggregate does not exceed \$10,000,000 (not including original issue discount, if any). The Bonds are expected to be dated their date of delivery and shall mature no later than the date which is thirty-five (35) years after the date of issue of the Bonds, if tax-exempt, and no later than the date which is ten (10) years after the date of issue of the Bonds, if taxable. The "true interest cost" of the Bonds shall not bear interest at a rate in excess of six percent (6.75%) per annum for Bonds issued as tax-exempt Bonds and eight percent (8.00%) per annum for Bonds issues as taxable Bonds.

The Authority hereby approves and authorizes the Bonds in such form as counsel to the Authority, and the officers of the Authority executing the same may approve, which approval shall be conclusively evidenced by the execution thereof.

The Bonds shall be special obligations of the Authority payable only out of the payments made by the Borrower under the Loan Agreement and out of other moneys and properties held by the Trustee under the Indenture. The Bonds shall not be in any way a debt or liability of the Commonwealth, the City or of any other political subdivision thereof and shall not create or constitute any indebtedness, liability or obligation of the Commonwealth, the City or any other political subdivision, 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.

Authorization of the Bonds is hereby made subject to the express condition that the Borrower pay the fees and expenses of the Authority required to be paid at or before delivery of the Bonds and that the Authority receive approval of the Project from the Secretary of Community and Economic Development of the Commonwealth to the extent so required.

3. Authorization of Loan Agreement. The Authority is hereby authorized to enter into the Loan Agreement with the Borrower providing for the Borrower to pay the Authority the purchase price in payments sufficient to meet the debt service payments on the Bonds. The Authority hereby approves and authorizes the Loan Agreement in such form as may be acceptable to counsel to the Authority, the officers of the Authority and bond counsel which approval by the Authority shall be conclusively evidenced by the execution thereof.

4. Authorization of Indenture and Ratification of Trustee. The Bonds shall be issued and shall be secured under the Indenture. The appointment of a trustee under the Indenture and as paying agent, transfer agent and registrar for the Bonds, to be selected by Borrower, is hereby ratified and confirmed. The Authority hereby approves and authorizes the

Indenture in such form as may be acceptable to counsel to the Authority, the officers of the Authority and bond counsel which approval by the Authority shall be conclusively evidenced by the execution thereof.

5. Authorization of Purchase Contract. The Authority is hereby authorized to enter into a Purchase Contract with the Borrower and the Underwriter, providing for the purchase of the Bonds by the Underwriter at a price plus accrued interest, if any, and on such other terms as may be mutually agreed upon by all such parties pursuant to the Parameters set forth in Paragraph 2 hereof.

The Bonds shall be special obligations of the Authority and will be payable solely from the Trust Estate (as defined in the Indenture) held under the Indenture. There shall be no other recourse under the Bonds against the Authority or any other property now or hereinafter owned by it.

6. Approval of Official Statement. The Preliminary Official Statement shall set forth certain information relating to the Authority, the Project, the Borrower, the Bonds and the plan of financing in such form as counsel to the Authority, Borrower's Counsel, Underwriter's counsel and the officers of the Authority executing the same shall approve. The Authority hereby approves the distribution by the Underwriter of the Preliminary Official Statement to potential investors. The Authority hereby approves and authorizes the preparation of a final Official Statement and the distribution thereof by the Underwriter setting forth the final interest rates and other final terms of the Bonds, in such form as counsel to the Authority, bond counsel and the officers of the Authority executing the same may approve, which approval shall be conclusively evidenced by the execution thereof. The appropriate officers and agents of the Authority are hereby directed to make the appropriate changes to the Preliminary Official Statement in order to produce the final Official Statement, to execute the final Official Statement and to deliver it to the Underwriter. The use and distribution of the final Official Statement by the Underwriter is hereby authorized. The Authority hereby approves and authorizes the preparation of the Preliminary Official Statement and the distribution thereof by the Underwriter, in such form as counsel to the Authority, bond counsel and the officers of the Authority executing the same may approve, which approval shall be conclusively evidenced by the execution thereof. The Authority hereby deems the Preliminary Official Statement as of its date to be "final" in accordance with Securities and Exchange Commission Rule 15c2-12.

7. Blue Sky. The officers of the Authority are authorized to execute such documents and take such other actions as may be necessary in order to comply with the blue sky laws of the various states as may be reasonably requested from time to time by the Underwriter.

8. Execution and Issuance of 2017 Bonds. The Chairman of the Authority is hereby authorized to execute the Bonds by manual or facsimile signature in substantially the form set forth in the Indenture; the Secretary or any Assistant Secretary of the Authority is hereby authorized to attest by manual or facsimile signature the seal of the Authority on the Bonds (which is hereby authorized to be impressed or imprinted on the Bonds); and following such execution, the officers of the Authority are hereby authorized to deliver or to cause to be delivered, the Bonds to the Trustee for authentication, and, after such authentication, to deliver them, or cause them to be delivered, to the Underwriter against receipt of the purchase price

specified in the Purchase Contract herein authorized, and to deposit and disburse the amount so received as provided in the Indenture. Pending preparation of the Bonds in definitive form, the appropriate officers of the Authority are hereby authorized to execute and deliver a temporary 2017 Bond or Bonds against payment therefor of said purchase price by the Underwriter, the amount so received to be deposited and disbursed as aforesaid.

9. Execution and Delivery of Documents. The Chairman is hereby authorized to execute and deliver, in the name of the Authority and on its behalf, the following documents and to approve the final form and substance thereof, and any amendments or supplements thereto before or after the initial execution and delivery thereof, such approvals to be conclusively evidenced by the execution thereof, and the Secretary or any Assistant Secretary is hereby authorized to affix to all of the following documents the seal of the Authority and to attest to the same:

- A. The Indenture;
- B. The Loan Agreement;
- C. The Official Statement;
- D. The Purchase Contract;
- E. Such documents as are required by the Indenture and Purchase Contract;
and
- F. Such other documents as the executing officers determine to be reasonable and appropriate to complete the financing for the Project as authorized by this Resolution.

Copies of the foregoing documents, together with the other documents relating to the transactions authorized hereby, in final form as executed and delivered by the parties thereto, shall be filed in the official records of the Authority.

10. Tax Covenants. The Authority hereby covenants not to take or omit to take any action so as to cause interest on the Bonds to be no longer excluded from gross income for the purposes of federal income taxation and to otherwise comply with the requirements of Section 103 and 141 through 150 of the Code and all applicable regulations promulgated with respect thereto, throughout the term of the Bonds. Provided that the liability of the Authority thereunder shall be limited as set forth in the loan documents.

11. Authorization of Officers. For the purposes of expediting the closing and the issuance and delivery of the Bonds, or in the event that the Chairman or the Secretary of the Authority shall be absent or otherwise unavailable for the purpose of executing the Loan Agreement, the Indenture or the Bonds or other documents, or for the purpose of taking any other action which they or either of them may be authorized to take pursuant to this Resolution, any officer of the Authority, is hereby authorized and directed to execute the Loan Agreement, the Escrow Agreement, the Indenture, the Bonds and other documents, and otherwise to act on behalf of the Authority in their stead.

12. Binding Effect of Covenants and Agreements. All covenants, obligations and agreements of the Authority set forth in this Resolution and in the documents authorized hereby shall be deemed to be the covenants, obligations and agreements of the Authority to the full extent authorized or permitted by law, and all such covenants, obligations and agreements shall be binding upon the Authority and its successors from time to time and upon any board or body to which any powers or duties affecting the same shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Authority or the members thereof by the provisions of this Resolution or the documents authorized hereby shall be exercised or performed by such members, officers or other representatives of the Authority as may be required or permitted by law to exercise or perform the same. No covenant, obligation or agreement herein contained or contained in any documents authorized hereby shall be deemed to be a covenant, obligation or agreement of any member, officer, agent or employee of the Authority in his or her individual capacity and neither the members of the Authority nor any officer executing the Indenture, the Bonds, the Loan Agreement, the Purchase Contract or other documents authorized by this Resolution shall be liable personally thereunder or be subject to any personal liability or accountability by reason of the execution and delivery thereof.

13. Authority Fees. The Authority may charge the Borrower an application, origination and Authority counsel fee. Any fees shall be in an amount mutually agreed upon by the Authority and the Borrower.

14. Further Action. Any member or officer of the Authority is hereby authorized and directed to execute and deliver the financing documents and such further documents and do such further things as may be necessary or proper to carry out the intent and purpose of this Resolution or any document herein authorized.

15. Repeal of Inconsistent Resolutions. All prior resolutions of this Authority or portions thereof which are inconsistent with this Resolution are hereby repealed.

16. Effective Date. This Resolution shall take effect immediately.

Adopted: October 10, 2017

CERTIFICATE

I certify that I am the (Assistant) Secretary of the Philadelphia Authority for Industrial Development and that the foregoing Resolution was adopted at a meeting of the Authority on the 10th day of October, 2017, after due and proper notice and at which a quorum was in attendance and that no other actions have been taken by the Authority altering, amending or revoking said Resolution.

WITNESS my hand and seal of the Authority this _____ day of October, 2017.

(Assistant) Secretary

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
Philadelphia, Pennsylvania

BOND RESOLUTION

Adopted: October 10, 2017

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 Act of August 23, 1967, P.L. 251, as amended, known as the Economic Development Financing Law (the “Act”) and is authorized under the Act to lend funds to finance the costs of certain projects; and

WHEREAS, the Act authorizes the Authority to issue revenue bonds for the purposes of defraying the cost of any such project and all incidental expenses incurred in connection with the issuance of such bonds and to secure the payment of such bonds as provided by the Act; and

WHEREAS, Southwest Leadership Academy, a Pennsylvania nonprofit corporation (the “Borrower”) and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, has requested the Authority to issue up to \$11,000,000 aggregate principal amount of its bonds (the “Bonds”), in one or more series in order to finance a project (the “Project”) consisting generally of: (i) the acquisition of an approximately 5.915 acre (257,638 SF) site of land consisting of 1 city block located at 1300 South 58th Street, Philadelphia, Pennsylvania 19143 (the “Site”), demolition of existing structures on the Site and remediation of the Site; (ii) reimburse certain expenditures incurred by the Borrower related to such acquisition and the financing thereof and the project referenced in the following paragraph, (iii) funding capitalized interest on the Bonds, if any, a deposit to a debt service reserve fund, if required, and related costs; and (iv) funding costs of issuance of the Bonds; and

WHEREAS, at a future date, the Borrower intends to construct an approximately 78,492 square foot charter school, and 200 meter track on the Site (and related capital improvements) able to accommodate 1,100 students in grades Kindergarten through 8th grade; but these costs are not expected to be financed with proceeds of the Bonds (except only for any reimbursement referenced in the preceding paragraph); and

WHEREAS, the Authority proposes to sell the Bonds to Robert W. Baird & Co. (the “Underwriter”) pursuant to a bond purchase agreement among the Authority, the Borrower and the Underwriter (the “Bond Purchase Agreement”); and

WHEREAS, the Bonds will be issued pursuant to a Trust Indenture (the “Indenture”) between the Authority and Wilmington Trust, N.A. as trustee (the “Trustee”);

WHEREAS, the Authority will loan the proceeds of the Bonds (the “Loan”) to the Borrower pursuant to a Loan Agreement (the “Loan Agreement”), between the Borrower and the

Authority, and the Borrower will agree, among other things, pursuant to the Loan Agreement, to make timely loan repayments in amounts equal to the principal of, premium, if any, and interest due on the Bonds; and

WHEREAS, the Loan will be evidenced by a promissory note (the “Note”) from the Borrower to the Authority (and assigned to the Trustee) and the Note will be secured by, among other interests granted by the Borrower to the Trustee and a mortgage and a security interest in certain assets of the Borrower granted by the Borrower for the benefit of the Trustee; and

WHEREAS, a public hearing will be held on behalf of the Authority in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), and the Authority will request the Mayor of the City of Philadelphia, Pennsylvania (the “City”) to approve the issue of the Bonds prior to their delivery; and

WHEREAS, the Authority desires to authorize the issuance, execution and delivery of the Bonds, and the execution and delivery of the documents, agreements and certificates further described herein and the undertaking of the Project, and desires to authorize any officer of the Authority to execute such documents, agreements and certificates on behalf of the Authority as shall be necessary or appropriate to issue the Bonds and to finance the Project.

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

Section 1. APPROVAL OF PROJECT. In accordance with the purposes and objectives of the Act, the Authority hereby finds, determines and declares that financing the Project will be a “project” within the meaning of that term as defined in the Act, and approves of and undertakes the financing of the Project as described in the preambles of this Resolution, subject to such modifications as the Authority shall approve with the advice of its counsel.

Section 2. AUTHORIZATION AND EXECUTION OF THE BONDS; LOAN TO BORROWER.

(a) In order to provide funds to pay the costs of the Project, the Authority is hereby authorized to issue the Bonds in aggregate principal amount of up to \$11,000,000, in one or more series, upon the terms and conditions further approved hereby.

(b) The issuance of the Bonds in one or more series is hereby approved, each series to bear interest on a tax-exempt or taxable basis, as advised by bond counsel. Each series of the Bonds shall be designated as approved by an officer of the Authority (such approval to be evidenced by execution of the Bonds) with appropriate subseries designation if required.

(c) The Bonds shall be special obligations of the Authority payable only out of the payments made by the Borrower under the Loan Agreement. The Bonds shall not be in any way a debt or liability of the Commonwealth, the City or of any political subdivision thereof and shall not create or constitute any indebtedness, liability or obligation of the Commonwealth, the City or any political subdivision, 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. No taxing power of the City, the Commonwealth or any other political subdivision thereof is

pledged to the payment of the principal or purchase price of the Bonds or interest thereon or any premium or other cost incident thereto. The Authority has no taxing power.

(d) The officers of the Authority are hereby authorized to approve the form, exact principal amount, maturity dates, interest rates, redemption provisions and other terms of each series of the Bonds, on the advice of its counsel and bond counsel, such approval to be conclusively evidenced by the execution of the Bonds as provided below.

(e) Any officer of the Authority is hereby authorized to execute the Bonds by manual or facsimile signature; any officer of the Authority is hereby authorized to attest by manual or facsimile signature and to affix the seal of the Authority on the Bonds (which is hereby authorized to be impressed or imprinted on the Bonds); and following such execution, the officers of the Authority are hereby authorized to deliver or to cause to be delivered the Bonds to the Underwriter against receipt of the purchase price specified in the Bond Purchase Agreement, and to deposit and disburse such purchase price as provided in the Indenture and Loan Agreement.

(f) The proceeds of the Bonds shall be loaned to the Borrower to finance the Project, including reimbursement of the Borrower for costs paid by the Borrower prior to the issuance of the Bonds. The Loan Agreement shall provide for the Borrower to make loan repayments in amounts sufficient to, among other things, meet the debt service requirements on the Bonds and any fees or other amounts due the Authority with respect to the Bonds.

The final terms of each series of Bonds shall be conclusively evidenced by the execution by authorized officers of the Authority of the Bond Purchase Agreement.

Section 3. APPROVAL AND EXECUTION OF DOCUMENTS. Any officer of the Authority is hereby authorized and directed to execute and deliver the Bonds, the Indenture, the Loan Agreement and the Bond Purchase Agreement, and such other documents required to be executed in connection therewith, in such forms as counsel may advise and the officers executing the same may approve, such approval to be conclusively evidenced by their execution thereof.

Section 4. APPOINTMENT OF TRUSTEE AND BOND COUNSEL. The Authority hereby approves the appointment by the Borrower of Wilmington Trust, N.A., as trustee, and Greenberg Traurig, LLP, as bond counsel, in connection with the issuance of the Bonds.

Section 5. APPROVAL OF PRELIMINARY LIMITED OFFERING MEMORANDUM AND OFFERING MEMORANDUM. A Preliminary Limited Offering Memorandum (the "Preliminary Limited Offering Memorandum") setting forth certain information relating to the Authority, the Borrower, the Project and the Bonds has previously been distributed in connection with the Bonds, but the Project and the underwriter of the Bonds have changed since its distribution. A final Limited Offering Memorandum or Official Statement (the "Offering Memorandum"), with such changes from the Preliminary Limited Offering Memorandum as approved by an officer of the Authority, shall be used by the Underwriter in connection with the offer and the sale of the Bonds. The Authority hereby authorizes the Underwriter to distribute the Offering Memorandum in connection with the offer and sale of the Bonds. Any of the

officers of the Authority are hereby authorized to “deem final” the Offering Memorandum for purposes of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended.

Section 6. INCIDENTAL ACTION. The officers of the Authority are hereby authorized and directed to execute and deliver such other documents, certificates and instruments, including without limitation such intercreditor, subordination or other security agreements reasonably requested by the Underwriter, and to take such other action as may be necessary or appropriate in order to effectuate and consummate: (i) the Project, (ii) the execution, delivery and receipt of the Indenture, the Loan Agreement, the Bond Purchase Agreement, and an Arbitrage and Tax Certificate relating to the tax exemption of any tax-exempt series of the Bonds, (iii) any amendments or supplements to the Preliminary Limited Offering Memorandum or the Offering Memorandum deemed necessary or desirable and (iv) the issuance, sale, and delivery of the Bonds, all in accordance with the foregoing Sections hereof.

Section 7. AUTHENTICATION. The Trustee is hereby authorized, directed and requested to authenticate the Bonds and to deliver them to or upon the order of an authorized officer of the Authority.

Section 8. CUSIP NUMBERS. In accordance with the recommendation of the American Bankers Association Committee on Uniform Security Identification Procedures (“CUSIP”), a CUSIP number may be imprinted on each of the Bonds in definitive form.

Section 9. RATIFICATION. All actions heretofore taken by the officers of the Authority in connection with the Project and the negotiation of the documents referred to in the foregoing provisions of this Resolution are hereby ratified, confirmed and approved.

Section 10. EFFECTIVE DATE; REPEAL. This Resolution shall take effect immediately upon its adoption, and all prior resolutions or parts thereof inconsistent herewith (including, without limitation, the previous Resolution of the Authority adopted on October 13, 2016 with respect to the Bonds) are hereby repealed to the extent of any such inconsistencies.

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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 October 10, 2017 after the giving of the required public notice and at which a quorum was present.

(Assistant) Secretary

[SEAL]