

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT  
March 26, 2019**

Chairperson Smalls presided over the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development held on Tuesday, March 26, 2019 at 5:00 p.m. in PIDC's Board Room, 26<sup>th</sup> floor, Centre Square West, 1500 Market Street, Philadelphia, PA.

Other Members attending:

David Hyman  
Kate Hagedorn (via phone)  
Thomas A. K. Queenan

Attending from PIDC staff:

John Grady, President  
Shayne Moore, Vice President  
Cassie Gardner, Executive Assistant

Upon a motion duly made and seconded the Minutes of the meeting held on March 12, 2019 were unanimously approved.

Chairperson Smalls requested approval of the following Resolutions:

- I. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to take title to a 13.1-acre property located at 4601 Market Street from the City of Philadelphia and further authorizing PAID to execute a Sales and Development Agreement with IS3 LLC, or its nominee or assignee for consideration of \$10,000,000.

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.

- II. A Resolution authorizing Philadelphia Authority for Industrial Development (PAID) to renew its commercial line of credit from PNC Bank, N.A. (PNC) of up to \$20 million for a two (2) year term at an interest rate of LIBOR (or the Bank overnight rate, in the event LIBOR becomes unavailable) plus 100 basis points.

The appropriate officers 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 the Corporation.

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

- III. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to accept a \$3,000,000 grant from the United States Economic Development Administration to fund roadway, streetscape, deck replacement, and associated utility improvements to the Quay wall located along Broad Street at 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 necessary to implement this Resolution 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 Enclosure 1, authorizing the Philadelphia Authority for Industrial Development (“PAID” or the “Authority”), at the direction of the City of Philadelphia (the “City”), to approve the extension of the direct-pay letter of credit issued by TD Bank, N.A in connection with the 2007 Series B-2 Bonds.

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

Upon a motion duly made and seconded, with Mr. Hyman abstaining, see Enclosure 2, the Members unanimously approved the above Resolution.

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

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

Adopted March 26, 2019

APPROVING EXTENSIONS, FROM TIME TO TIME, OF THE CREDIT ENHANCEMENT AND LIQUIDITY FACILITY FOR MULTI-MODAL LEASE REVENUE REFUNDING BONDS, 2007 SERIES B-2; AUTHORIZING THE EXECUTION AND DELIVERY OF AGREEMENTS, INSTRUMENTS AND OTHER DOCUMENTS; APPOINTING BOND COUNSEL; AND AUTHORIZING OTHER NECESSARY ACTION

WHEREAS, Philadelphia Authority for Industrial Development (the “Authority”) is organized and existing under the laws of the Commonwealth of Pennsylvania (the “Commonwealth”) pursuant to the Economic Development Financing Law, as amended (the “Act”), with all powers necessary or appropriate to carry out and effectuate the purposes and provisions of the Act including, *inter alia*, the powers to finance projects, including recreational facilities, sports facilities, and public facilities, and to issue bonds for any of its corporate purposes; and

WHEREAS, at the request of the City of Philadelphia (the “City”), the Authority previously issued its Multi-Modal Lease Revenue Refunding Bonds, 2007 Series B, in the aggregate principal amount of \$289,675,000 (the “2007 Series B Bonds”), pursuant to a certain Trust Indenture dated as of April 1, 2001, as amended and supplemented (the “Indenture”), between the Authority and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the “Trustee”); and

WHEREAS, the 2007 Series B Bonds consist of four subseries including the 2007 Series B-2 issued in the original principal amount of \$72,400,000 (the “Series B-2 Bonds”); and

WHEREAS, the Series B-2 Bonds currently bear interest at variable rates determined, and are remarketed, on a weekly basis; and

WHEREAS, the scheduled payment of principal and redemption price of and interest on the Series B-2 Bonds and purchase price of the Series B-2 Bonds tendered for purchase but not remarketed currently are funded with proceeds of draws on an irrevocable, direct-pay letter of credit issued by TD Bank, N.A. (the “Existing B-2 Letter of Credit”) pursuant to a Reimbursement Agreement, dated as of May 1, 2011, as amended and restated by a Reimbursement Agreement, dated as of April 1, 2014, by and between the Authority and TD Bank, N.A. (the “Series B-2 Reimbursement Agreement”); and

WHEREAS, the City has requested the Authority, and the Authority has determined, to obtain an extension of the term of the Existing B-2 Letter of Credit (the “2019 Extension”); and

WHEREAS, the Authority desires to authorize the 2019 Extension, together with additional extensions of the term of the Existing B-2 Letter of Credit, as it may be amended, which the City may from time to time request of the Authority (collectively, the “Future Extensions,” and together with the 2019 Extension, the “Extensions”) any related amendments to or amendments and restatements of the Series B-2 Reimbursement Agreement (the “Reimbursement Agreement Amendments”) and to authorize its Chairman or Vice Chairman to execute on behalf of the Authority such agreements, instruments and documents as shall be necessary or appropriate to effectuate the Extensions and the Reimbursement Agreement Amendments as may be contemplated under this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT AS FOLLOWS:

1. Approval of the Extensions. The Chairman and Vice Chairman of the Authority are each hereby authorized to approve the Extensions, upon such terms as such officer shall approve, such approval to be conclusively evidenced by the execution of the Reimbursement Agreement Amendments as provided in Section 3 below or by an officer’s certificate.

2. Authorizing the Execution and Delivery of Reimbursement Agreement Amendments and Financing Documents. The Chairman or Vice Chairman of the Authority is hereby authorized to execute and deliver, in the name of the Authority and on its behalf, and the Secretary, Assistant Secretary, or Treasurer is hereby authorized to attest, the Reimbursement Agreement Amendments and such other documents, agreements, security agreements, remarketing agreements, assignments, financing statements, instruments and certifications, as the executing officer determines to be reasonable and appropriate, upon the advice of counsel to the Authority and bond counsel, to effectuate the Extensions, and to approve the final forms 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 by the Chairman or Vice Chairman of the Authority, and the Secretary or any Assistant Secretary is hereby authorized to affix to all of such documents the seal of the Authority and to attest to the same, all as necessary and appropriate to accomplish the purposes of this Resolution.

3. 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 and liabilities imposed upon the Authority by the provisions of this Resolution or the documents authorized hereby have been assumed, and shall be exercised or performed by the 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 any document 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.

4. Approval of Director of Finance. The terms of the Extensions and the Reimbursement Agreement Amendments are subject to the approval of the Director of Finance of the City.

5. Further Action. Any officer or member of the Authority is hereby authorized and directed to execute such further documents, instruments and certificates 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.

6. Repeal of Inconsistent Resolutions. All prior resolutions or parts thereof inconsistent herewith are hereby repealed to the extent of such inconsistency.

7. Appointment of Bond Counsel. The Authority hereby appoints Cozen O'Connor as Bond Counsel in connection with the Extensions and the Reimbursement Agreement Amendments.

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

The undersigned (Assistant) Secretary of Philadelphia Authority for Industrial Development, does hereby certify that the foregoing is a true, correct and complete copy of a resolution adopted by the Authority at a meeting held on March 26, 2019, 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.

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(Assistant) Secretary

Dated: March 26, 2019

Enclosure 2

March 26, 2019

Mr. John S. Grady, President  
Philadelphia Industrial Development Corporation  
2600 Centre Square West, 1500 Market Street  
Philadelphia, PA. 19102

James Leonard, Esq  
Commissioner of Records  
Department of Records  
Room 156, City Hall  
Philadelphia, PA. 19107

RE: Potential Conflicts of Interest - Chapter 20-600 Philadelphia Code

Dear Mr. Leonard:

I am a Member of the Board of Directors of the Philadelphia Authority for Industrial Development (PAID). I am also a Partner of the law firm of Kleinbard LLC.

I participated in a meeting of the PAID Board today and disclosed that Kleinbard LLC represents the City of Philadelphia Stadiums, therefore I announced my disqualification from consideration of a Resolution authorizing the Philadelphia Authority for Industrial Development (PAID), at the direction of the City of Philadelphia, to approve the extension of the direct-pay letter of credit issued by TD Bank, N.A in connection with the 2007 Series B-2 Bonds.

Sincerely,

DAVID L. HYMAN, ESQUIRE

DLH/jg