

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT  
May 5, 2020**

Chairperson Evelyn Smalls presided over the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development held on Tuesday, May 5, 2020 at 5:00 p.m. via teleconference.

Other Members attending:

David Hyman  
Malcolm Ingram  
Christina Wong  
Thomas A. K. Queenan

Attending from PIDC staff:

Anne Bovaird Nevins, President  
Ilene Burak, Esq., Senior Vice President and General Counsel  
Cassie Gardner, Executive Assistant to the President

Others Attending:

Michael Davidson, Turner Law, P.C.  
Timothy B. Anderson, Dinsmore & Shohl LLP.

Upon a motion duly made and seconded the Minutes of the meeting held on April 21, 2020 were unanimously approved.

Chairperson Smalls requested approval of the following Resolutions:

- I. A Resolution, in the form attached as Enclosure 1, authorizing approval of a tax-exempt financing through PAID, in an amount not to exceed \$2,500,000 in accordance with the terms of the form attached hereto, on behalf of the Starfinder Foundation Inc.

The proceeds of the note will be used by the Foundation to finance (i) the refunding all of the Foundation's outstanding approximately \$2,226,000 (the original par amount of which was \$2,800,000) 2011 Revenue Note, the proceeds of which refinanced the Foundation's 2008 Revenue Note, the proceeds of which were used to provide funds to acquire the Foundation's 32,000 square foot facility and for certain renovations and equipping thereof, including converting the facility to soccer use, installing artificial turf, netting and curtains, upgrading field lighting and HVAC and mechanical systems, repairing the roof and various other capital improvements; and (ii) cost 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 Foundation 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, in the form attached as Enclosure 2, amending the Initial Resolution on behalf of Pennsylvania Academy of the Fine Arts, adopted on April 7, 2020 by PAID to broaden the definition of the term bank.

On April 7, 2020 the PAID board adopted a resolution on behalf of the Pennsylvania Academy of the Fine Arts for a project in the amount of \$25,000,000 to finance (i) the current refunding all of PAID's Tax-Exempt Revenue Bond, Series 2015A (Pennsylvania Academy of the Fine Arts Project); (ii) the repayment of all or a portion of the amounts owed by the Borrower on certain lines of credit; (iii) the payment of certain payments due from the Borrower in connection with the Borrower's termination of certain interest rate protection agreements; and (iv) pay all or a portion of the costs of issuance (the "Initial Resolution").

The Initial Resolution defined the term "Bank" as The Bryn Mawr Trust Company, this definition is now redefined as The Bryn Mawr Trust Company or another bank or financial institution.

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.

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

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

APPROVING THE FINANCING OF A PROJECT FOR THE STARFINDER FOUNDATION; PROVIDING FOR AND AUTHORIZING THE CREATION, ISSUANCE AND SALE OF THE AUTHORITY'S REVENUE NOTE TO FINANCE SUCH PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY BY THE AUTHORITY OF VARIOUS FINANCING DOCUMENTS RELATING TO THE ISSUANCE AND SALE OF THE NOTE; AUTHORIZING OTHER NECESSARY OR DESIRABLE ACTION; RATIFYING PRIOR ACTIONS; AND REPEALING INCONSISTENT RESOLUTIONS.

**Background:**

**WHEREAS**, the Philadelphia Authority for Industrial Development (the "Authority") is organized and existing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth") pursuant to the Pennsylvania Economic Development Financing Law, as amended (the "Act"), established to promote the health, safety, morals and general welfare of the people of the Commonwealth for the public purpose of alleviating unemployment, maintaining employment at a high level, eliminating and preventing blight, and creating and developing business opportunities by the construction, improvement, rehabilitation, revitalization and financing of industrial, commercial, and other economic activities; and

**WHEREAS**, the Starfinder Foundation, a Pennsylvania nonprofit corporation and a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), has applied to the Authority for financial assistance, and the Authority has determined to issue and sell its Revenue Note (Starfinder Foundation Project), Series of 2020, as a tax exempt note (the "Note") in an aggregate principal amount not to exceed \$2,500,000, the proceeds of which will be loaned to the Borrower and used to: (a) refund all of the Borrower's outstanding \$2,226,000 (the original par amount of which was \$2,800,000) 2011 Revenue Note, the proceeds of which refinanced the Borrower's 2008 revenue note, the proceeds of which were used to provide funds to acquire the Borrower's 32,000 square foot facility and for certain renovations and equipping thereof, including converting the facility to soccer use, installing artificial turf, netting and curtains; upgrading field lighting and HVAC and mechanical systems, repairing the roof and various other capital improvements; and (ii) paying allowable issuance costs of the Note.

**WHEREAS**, based upon the details set forth in the Borrower's application submitted to the Authority for the financing of the Project, the Authority has determined that the Project is authorized by, and will promote the public purposes of, the Act; and

**WHEREAS**, the Authority shall issue and secure the Note, sell it to the Purchaser (defined below) and lend the proceeds thereof to the Borrower under a loan agreement or other

form of credit or financing agreement (the “Loan Agreement”) by and among the Authority, the Borrower and TD Bank, N.A. (or other qualified bank selected by the Borrower), as the purchaser of the Note (the “Purchaser”); and

**WHEREAS**, the Authority shall lend the proceeds of the issuance and sale of the Note to the Borrower pursuant to the Loan Agreement for application to the Project, and under the Loan Agreement the Borrower shall be required to repay such by making loan payments to the Purchaser, as the assignee of the Authority, at such times and in such amounts as shall enable the Authority to pay principal or purchase price of, premium, if any, and interest on the Note; and

**WHEREAS**, as security for the payment of the Note, the Authority shall assign to the Purchaser all of the Authority’s right to receive loan payments from the Borrower under the Loan Agreement along with any rights the Authority may have in a mortgage on the Borrower’s facilities;

**WHEREAS**, in order to establish the basis upon which the interest payable on all or a portion of the Note shall be excludable from gross income for Federal income tax purposes, the Borrower and the Authority shall enter into a Tax Compliance Agreement (the “Tax Agreement”) with respect to the Note; and

**WHEREAS**, certain action is required to be taken by the Authority as a prerequisite to the issuance and sale of the Note and the consummation of the other transactions in connection therewith;

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

1. The Authority hereby finds, determines and declares that the Project is in the public interest, promotes economically sound commerce, industry and employment within the Commonwealth of Pennsylvania and otherwise furthers the public purposes of the Act, and accordingly the Authority hereby approves the application submitted by the Borrower for the financing of the Project and authorizes and approves the Project and the financing thereof by the Authority as provided in this Resolution.

2. The Authority hereby authorizes the issuance of the Note, in one or more series, in an aggregate principal amount not to exceed \$2,500,000 to be designated substantially as “Philadelphia Authority for Industrial Development Revenue Note (Starfinder Foundation Project), Series of 2020” or by such other name as may be approved by the officer of the Authority that executes the Note pursuant to Section 4 of this Resolution, such approval to be conclusively evidenced by the execution of the Note by such officer.

3. In order to provide for the issuance of and security for the Note and to establish the terms and conditions upon which the Note may be issued and delivered, and the terms and conditions upon which the Note are secured, and in order to provide for the terms of the loan of the proceeds of the issuance and sale of the Note to the Borrower, the Authority is

hereby authorized to enter into the Loan Agreement and Mortgage, if applicable. The Chairman or Vice Chairman of the Authority is hereby authorized and directed to execute and deliver the Loan Agreement in such form as shall be approved by the officer executing the same upon the advice of counsel, such approval and the approval of the Authority to be conclusively evidenced by the execution thereof by such officer.

4. The Chairman or Vice Chairman of the Authority is hereby authorized and directed to execute the Note in the name and on behalf of the Authority by his or her manual or facsimile signature, and there shall be affixed or imprinted on the Note the corporate seal of the Authority or a facsimile thereof attested by the facsimile or manual signature of the Secretary or Assistant Secretary of the Authority.

5. The Note shall be a limited obligation of the Authority payable only out of the payments made by the Borrower under the Agreement. The Note shall not be in any way a debt or liability of the Commonwealth, the City of Philadelphia or of any other political subdivision thereof and shall not create or constitute any indebtedness, liability or obligation of the Commonwealth, the City of Philadelphia or any other political subdivision, legal, moral or otherwise, nor shall the Note be payable out of any funds, revenues or properties of the Authority other than those pledged therefor. Neither the general credit of the Authority nor the credit or taxing power of the City of Philadelphia, the Commonwealth or any other political subdivision thereof is pledged to the payment of the principal or purchase price of the Note or interest thereon or any premium or other cost incident thereto. The Authority has no taxing power.

6. In order to establish the basis upon which the interest on all or a portion of the Note will be excludable from the gross income of the holders thereof for Federal income tax purposes, the Chairman or Vice Chairman of the Authority is hereby authorized and directed to execute and deliver the Tax Agreement in such form as shall be approved by the officer executing the same with the advice of counsel, such approval and the approval of the Authority to be conclusively evidenced by the execution thereof by such officer.

7. The appropriate officers are hereby authorized and directed, jointly and severally, to take such further actions and execute such additional documents, including any amendments or supplements thereto, as may be necessary or appropriate to effectuate the matters contemplated by this Resolution, to implement and complete the Project, to issue and sell the Note, or to otherwise effectuate the purposes of this Resolution. Whether or not so expressly stated herein, where the proper execution by the Authority of any document, agreement or instrument requires that the corporate seal of the Authority be affixed to such document, agreement or instrument, the Secretary, any Assistant Secretary or any other appropriate officer of the Authority is hereby authorized to affix such corporate seal and to attest the same.

8. The appointment of the law firm of Dinsmore & Shohl LLP as Bond Counsel in connection with the issuance of the Note is hereby ratified, approved and confirmed.

9. The Authority hereby ratifies and confirms any and all prior actions taken by or on behalf of the Authority consistent with the intent of this Resolution.

10. This Resolution is effective immediately.

CERTIFICATE OF SECRETARY

The undersigned, (Assistant) Secretary of the Board of the Philadelphia Authority for Industrial Development HEREBY CERTIFIES that:

The foregoing Resolution was duly moved and seconded and adopted by a majority vote of all members of the Board of the Authority at a duly called and convened public meeting of said Board held on May 5, 2020; that public notice of said meeting was given as required by law and that such Resolution and the votes thereon have been duly recorded in the minutes.

WITNESS my hand and seal of the Authority this \_\_\_\_ day of May, 2020.

(Seal)

\_\_\_\_\_  
(Assistant) Secretary

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT  
(COMMONWEALTH OF PENNSYLVANIA)

AMENDMENT TO BOND RESOLUTION

May 5, 2020

SUPPLEMENTING AND AMENDING THE BOND RESOLUTION ADOPTED BY THE AUTHORITY ON APRIL 7, 2020, WHICH AUTHORIZED A PROJECT FOR THE PENNSYLVANIA ACADEMY OF THE FINE ARTS TO BE FINANCED THROUGH THE ISSUANCE OF THE AUTHORITY'S BONDS OR NOTES; AND CERTAIN RELATED MATTERS.

WHEREAS, the Philadelphia Authority for Industrial Development (the "Authority"), pursuant to the Bond Resolution of the Authority adopted on April 7, 2020 (the "Initial Resolution") authorized the issuance of the Bonds (as defined in the Initial Resolution) for the purposes set forth in the Initial Resolution; and

WHEREAS, the Initial Resolution appointed The Bryn Mawr Trust Company as the Bank (as defined in the Initial Resolution) for the Bonds; and

WHEREAS, the Authority desires to supplement and amend the Initial Resolution by revising all references to the Bank set forth in the Initial Resolution to mean The Bryn Mawr Trust Company or another bank or financial institution.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF THE AUTHORITY AS FOLLOWS:

SECTION 1. All references to the "Bank" in the Initial Resolution shall be revised to mean The Bryn Mawr Trust Company or another bank or financial institution.

SECTION 2. All other provisions of the Initial Resolution shall remain in full force and effect, except as amended hereby, or as otherwise necessary to effect the purposes of this Amendment to Bond Resolution. This Amendment to Bond Resolution and the Initial Resolution shall be read together and construed as one and the same document.

SECTION 3. This Amendment to Bond Resolution may be executed in any number or by the different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same document.

SECTION 4. All actions previously taken in furtherance of the purposes of this Amendment to Bond Resolution are hereby ratified and confirmed.

SECTION 5. All prior resolutions or parts thereof inconsistent herewith are hereby repealed to the extent of such inconsistency.

SECTION 6. This Amendment to Bond Resolution shall take effect immediately.

Adopted: May 5, 2020

CERTIFICATE OF SECRETARY

The undersigned, (Assistant) Secretary of the Philadelphia Authority for Industrial Development (the "Authority"), hereby certifies that the foregoing is a true and correct copy of the Amendment to Bond Resolution which was adopted by a majority vote of the Authority, at a meeting thereof held after due public notice as required by law, on May 5, 2020.

(SEAL)

BY: \_\_\_\_\_  
(Assistant) Secretary