

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

June 8, 2021

Chair Evelyn Smalls presided over the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development held on Tuesday, June 8, 2021, at 5:00 p.m. via Zoom.

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

Upon a motion duly made and seconded the Minutes of the meeting held on May 18, 2021, were unanimously approved.

Chair Smalls requested approval of the following Resolutions:

- I. A Resolution authorizing PAID to acquire fee simple title to 2401 Chestnut Street (the Property) from the City of Philadelphia, and further authorizing PAID to convey this property to 2400 Market Street VII, L.P., or its assignee or nominee (Buyer), for a consideration of \$657,000.

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.

- II. A Resolution for PAID to support the request to release the Economic Development Agency's federal interest in the Defense Conversion Fund and to commit to continuing to use the funds as a revolving loan fund in accordance with The Reinvigorating Lending for the Future Act and the EPA guidelines related to the RLF Act.

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.

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

- III. A Resolution, in the form attached as Enclosure 1, authorizing approval of a tax-exempt financing through PAID in an amount not to exceed \$45,000,000, on behalf of the Isaac Newton Foundation, Inc.

The proceeds of the bonds will be used to finance (i) the current refunding of the Authority's Revenue Bonds (MaST III Charter School Project) Series 2019A and Series 2019B Bonds (ii) financing the costs of renovations to the existing charter school facility known as MaST III Charter school, located at One Crown Way, Philadelphia, PA; (iii) the payment of capitalized interest; (iv) funding any necessary reserves and (v) 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 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.

- IV. A Resolution, in the form attached as Enclosure 2, authorizing approval of a tax-exempt financing through PAID in an amount not to exceed \$11,000,000 on behalf of Moore College of Art and Design.

The proceeds of the bonds will be used by the Borrower to finance (i) the financing of certain planned capital expenditures, including renovations to buildings located on the campus of the Borrower, the acquisition of certain capital equipment, all as now or hereafter set forth in capital budgets approved by the Borrower and (ii) 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 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.

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

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

Adopted: June 8, 2021

AUTHORIZING THE UNDERTAKING BY THE PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT OF THE FINANCING OF A PROJECT FOR THE BENEFIT OF ISAAC NEWTON FOUNDATION, INC. (THE "BORROWER"); AUTHORIZING THE ISSUANCE OF UP TO \$45,000,000 AGGREGATE PRINCIPAL AMOUNT OF ONE OR MORE SERIES OF CHARTER SCHOOL REVENUE BONDS OF THE AUTHORITY (THE "BONDS") PURSUANT TO A PLAN OF FINANCE FOR THE BENEFIT OF THE BORROWER; AUTHORIZING ALL ACTIONS OF THE AUTHORIZED OFFICERS OF THE AUTHORITY, INCLUDING WITHOUT LIMITATION THE APPROVAL, EXECUTION AND DELIVERY OF ALL FINANCING DOCUMENTS, NECESSARY AND APPROPRIATE TO EFFECTUATE THE ISSUANCE AND SALE OF THE BONDS AND FINANCING OF THE PROJECT; AUTHORIZING AN AMENDMENT TO THE TRUST INDENTURE EXECUTED IN CONNECTION WITH THE AUTHORITY'S REVENUE BONDS (MAST III CHARTER SCHOOL PROJECT), SERIES 2019A AND 2019B, TO MODIFY THE OPTIONAL REDEMPTION DATE OF SUCH BONDS AND AUTHORIZING ALL ACTIONS OF THE AUTHORITY IN CONNECTION THEREWITH.

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 Economic Development Financing Law, the Act of August 23, 1967, P.L. 251, as amended (the "Act"); and

WHEREAS, pursuant to the Act, the Authority has the power to issue revenue obligations to pay costs of "educational facilities" as defined in the Act, pending approval by the Department of Community and Economic Development; and

WHEREAS, Isaac Newton Foundation, Inc. (the "Borrower"), is a nonprofit corporation duly organized and existing under the laws of the Commonwealth and an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Borrower has made an application to the Authority requesting that the Authority issue its revenue bonds, tax-exempt or taxable, in one or more series (together, the "Bonds") pursuant to a plan of finance to fund the costs of a project (the "Project") that consists of:

- (1) refunding the outstanding amount of the Authority's Revenue Bonds (MaST III Charter School Project) Series 2019A originally issued in the aggregate principal amount of

\$30,465,000 (the “Series 2019A Bonds”) the proceeds of which were loaned to the Borrower to (a) refinance a taxable loan the proceeds of which were applied to the acquisition of an approximately 238,000 square foot building and related facilities and real property located at One Crown Way, Philadelphia, PA 19154 for use as a charter school, including the construction of an approximately 16,000 square foot gymnasium and installation of athletic fields (collectively the “School Facilities”); (b) finance the construction, renovation, improvement, furnishing and equipping of the School Facilities (c) fund capitalized interest and (d) pay a portion of the cost of issuance related to the Series 2019A Bonds;

- (2) refunding the outstanding amount of the Authority’s Revenue Bonds (MaST III Charter School Project) Series 2019B (the “Series 2019B Bonds” and, together with the Series 2019A Bonds, the “Series 2019 Bonds”) originally issued in the aggregate principal amount of \$3,435,000 the proceeds of which were loaned to the Borrower to current refund the Authority’s Revenue Bonds (MaST III Charter School Project), Series 2019B the proceeds of which were used to finance a portion of the acquisition of the School Facilities and the construction, renovation, improvement, furnishing and equipping of the School Facilities;
- (3) financing the costs of renovations to the existing School Facilities;
- (4) paying capitalized interest on the Bonds, if deemed necessary in connection with the sale of the Bonds;
- (5) funding any required reserves; and
- (6) paying allowable issuance costs of the Bonds; and

WHEREAS, to finance the Project, the Authority, at the Borrower’s request, has determined to issue the Bonds, pursuant to one or more trust indentures or trust agreements (as may be amended or supplemented from time to time, the “Indenture”) to be dated as of the dated date to be established (the “Dated Date”), between the Authority and U.S. Bank National Association, as trustee (the “Trustee”), and to loan the proceeds of the Bonds (the “Loan”) to the Borrower to pay costs of the Project; and

WHEREAS, pursuant to one or more loan agreements (as may be amended or supplemented from time to time, the “Loan Agreement”) dated as of the Dated Date, between the Authority and the Borrower, the Authority will make the Loan to the Borrower and the Borrower will (i) repay the principal and interest on the Loan in the amounts and at the times necessary for the Authority to timely pay debt service on the Bonds and (ii) pay other amounts as required under the Loan Agreement and the Indenture, including without limitation periodic payments to the Authority in amounts sufficient to pay the Authority’s administrative expenses; and

WHEREAS, the Borrower will continue to lease, as landlord, the School Facilities to MaST Community Charter School III, a public charter school duly organized and validly existing under the Pennsylvania Charter School Law (24 P.S. §17-1701-A, *et seq.*), or an affiliate thereof or successor (by merger, consolidation, assignment or otherwise) thereto, as tenant (the “Charter School”), pursuant to that certain Lease dated as of May 1, 2019 (the “Original Lease”), as amended by a First Amendment to Lease dated as of the Dated Date (the “First Amendment to Lease” and, together with the Original Lease, the “Lease Agreement”), each between the Borrower and the Charter School; and

WHEREAS, the Charter School is a nonprofit corporation duly created and validly existing under the laws of the Commonwealth and a tax-exempt organization under Section 501(c)(3) of the Code; and

WHEREAS, to secure its obligations under the Loan Agreement, the Borrower will deliver to the Trustee, as assignee of the Authority, for the benefit of the Bondholders, a promissory note (the “Master Note”) to be issued by the Borrower under the terms of a Supplemental Master Trust Indenture No. 2 dated as of the Dated Date, supplementing the Master Trust Indenture dated as of May 1, 2019, as previously supplemented, between the Borrower and U.S. Bank National Association, as master trustee (the “Master Trustee”), which Master Note is to be secured by a mortgage on the School Facilities previously granted by the Borrower to the Master Trustee; and

WHEREAS, to further secure its obligations under the Loan Agreement, the Authority may pledge and assign its rights under the Loan Agreement (including without limitation the Authority’s rights to the loan payments made by the Borrower thereunder) and the Master Note to the Trustee for the benefit of Bondholders pursuant to one or more assignments (the “Assignments”); and

WHEREAS, in connection with the offering and sale of the Bonds, the Authority will enter into a Bond Purchase Agreement (the “Purchase Agreement”) with the Borrower, the Charter School and Truist Securities, Inc., as underwriter (the “Underwriter”), pursuant to which the Underwriter will offer to purchase the Bonds upon the terms and conditions set forth therein; and

WHEREAS, in connection with the offering and sale of the Bonds, the Authority may prepare and deliver for use by the Underwriter a preliminary official statement or other preliminary offering document (the “Preliminary Offering Document”) and a final official statement or other final offering document (the “Offering Document”) relating to the Project, the Borrower, the Charter School, the Authority and the Bonds; and

WHEREAS, the Authority desires to authorize and approve the Project, the issuance, execution and delivery of the Bonds, and the execution and delivery of the Indenture, the Loan Agreement, the Purchase Agreement, the Assignments, the Preliminary Offering Document, the Offering Document and such other instruments and documents as shall be necessary or appropriate to effectuate the purposes of this Resolution; and

WHEREAS, in order to the issue the Bonds and to finance the Project described above, the Authority, at the request of the Borrower, has determined that it is necessary to modify the optional redemption provisions related to the Series 2019 Bonds set forth in Section 401 of the Trust Indenture dated as of May 1, 2019 (the “2019 Indenture”), between the Authority and U.S. Bank National Association, as trustee; and

WHEREAS, pursuant to Section 902 of the 2019 Indenture, the optional redemption provisions in the 2019 Indenture may be amended with the prior written consent of the Authority and the holders of at least 75% in aggregate principal amount of the outstanding Series 2019 Bonds; and

WHEREAS, the Authority desires to authorize and approve an amendment to the 2019 Indenture (the “2019 Amendment”) and such other instruments and documents as shall be necessary or appropriate to effectuate the purposes thereof;

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

Section 1. Approval of Project and Issuance of the Bonds. The Authority hereby authorizes and approves the undertaking of the Project and the issuance of the Bonds to finance all or a portion of the costs of the Project. The Bonds shall be issued in one or more series as tax-exempt and/or taxable bonds and secured pursuant to the Indenture in an aggregate amount not to exceed \$45,000,000. The Bonds shall be designated “Philadelphia Authority for Industrial Development Charter School Revenue Bonds

(MaST Community Charter School III Project), Series 2021” with such further designation or sub-designation as shall be set forth in the Indenture. The Bonds shall have a final maturity not exceeding 30 years, shall bear interest at a variable or fixed rate or rates to be established as provided in the Indenture and the Bonds, and shall contain such other terms and conditions as set forth in the Indenture and permitted in the Act.

Section 2. Approval of the Indenture and the Loan Agreement. The Authority hereby authorizes and approves the execution and delivery of the Indenture, and any amendments or supplements thereto, containing such terms and provisions as Bond Counsel (as defined in Section 9 hereof), counsel to the Authority and the Authorized Officer (as defined in Section 6 hereof) of the Authority executing the Indenture shall approve, such approval to be conclusively evidenced by such officer’s execution thereof.

The Authority hereby authorizes and approves the execution and delivery of the Loan Agreement, and any amendments or supplements thereto, containing such terms and provisions as Bond Counsel, counsel to the Authority and the Authorized Officer of the Authority executing the Loan Agreement shall approve, such approval to be conclusively evidenced by such officer’s execution thereof.

Section 3. Sale of the Bonds; Approval of the Purchase Agreement.

(a) The Authority hereby authorizes and approves the sale of the Bonds to the Underwriter. The Bonds shall be sold at such rates and on such terms and conditions as are set forth in the Purchase Agreement.

(b) The Authority hereby authorizes and approves the execution of the Purchase Agreement containing such terms and provisions as Bond Counsel, counsel to the Authority and the Authorized Officer of the Authority executing the same shall approve, such approval to be conclusively evidenced by such officer’s execution thereof.

Section 4. Approval of Preliminary Offering Document and Offering Document. The Authority hereby authorizes and approves the distribution of a Preliminary Offering Document and the distribution and execution of an Offering Document (if any), and any amendments or supplements thereto, in such forms as counsel to the Authority and the Authorized Officer of the Authority executing the same (if any) shall approve. The Authority hereby authorizes and directs any Authorized Officer to certify to the Underwriter that the Preliminary Offering Document and/or the Offering Document, as approved, is deemed final within the meaning of Rule 15c2-12 of the Securities and Exchange Commission.

Section 5. Approval of the 2019 Amendment. The Authority hereby authorizes and approves the execution and delivery of the 2019 Amendment, and any amendments or supplements thereto, containing such terms and provisions as Bond Counsel, counsel to the Authority and the Authorized Officer of the Authority executing the 2019 Amendment shall approve, such approval to be conclusively evidenced by such officer’s execution thereof.

Section 6. Direction to Authorized Officers.

(a) For purposes of this Resolution, the Chairman or Vice Chairman of the Board of the Authority shall be deemed to be an “Authorized Officer.” Each Authorized Officer may act jointly or severally in performing its duties hereunder.

(b) The Board of the Authority hereby authorizes and directs any Authorized Officer to deliver the Preliminary Offering Document and execute and deliver the Bonds, the Indenture, the Loan Agreement, the Assignments, the Purchase Agreement, the Offering Document, the 2019 Amendment and

any amendments or supplements thereto and, subject to the approval thereof by counsel to the Authority and the Authorized Officer executing the same, to execute and deliver any other agreement, amendment, supplement, instrument, certificate or other document required to be executed by the Authority in connection with the offering, issuance and delivery of the Bonds and the Project, the execution and delivery of the 2019 Amendment and such execution and delivery shall be conclusive evidence of the approval thereof by the Board of the Authority.

(c) The Board of the Authority hereby authorizes and directs the Secretary, the Assistant Secretary or another Authorized Officer of the Authority to affix and attest the seal of the Authority to any document as may be required, and to attest the signature of any Authorized Officer where required.

Section 7. Further Action. The Authorized 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 Bonds, or to otherwise effectuate the purposes of this Resolution.

Section 8. Prior Actions. All actions heretofore taken and all documents and instruments heretofore executed by or on behalf of the Authority in connection with the Project, the Bonds and the 2019 Amendment are hereby ratified and approved.

Section 9. Appointment of Bond Counsel, Trustee and Underwriter. Ballard Spahr LLP is hereby appointed Bond Counsel; and Truist Securities, Inc. (or any successor(s) to its underwriting business to be designated by the Borrower) is hereby appointed to serve as Underwriter with respect to the issuance, offering and sale of the Bonds; and U.S. Bank National Association is hereby appointed to serve as Bond Trustee for the Bonds. The Authorized Officers are authorized to appoint a replacement Bond Counsel, Underwriter or Bond Trustee at the request of the Borrower; provided that any such replacement firm has satisfied the related application approval requirements of the Pennsylvania Department of Community and Economic Development for the issuance of bonds by the Authority under the Act.

Section 10. Limitation of Liability. The issuance and sale of the Bonds shall not be construed so as to give rise to any pecuniary liability of the Authority or any of its members, officers, or employees, or to give rise to a charge upon the general credit of the Authority or such members, officers or employees, including without limitation in respect of general liability for repayment of the Bonds; any pecuniary liability hereunder of the Authority shall be limited exclusively to the extent provided for in the Indenture and Loan Agreement.

Section 11. Effective Date of Resolution. This Resolution shall take effect immediately.

CERTIFICATION

I, the undersigned (Assistant) Secretary of the Philadelphia Authority for Industrial Development, hereby certify that this is a true and correct copy of the Resolution adopted by the Board of the Philadelphia Authority for Industrial Development on June 8, 2021 at a duly called and convened public meeting of said Board; 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.

[SEAL]

By: _____
(Assistant) Secretary

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

Adopted: June 8, 2021

AUTHORIZING THE UNDERTAKING BY THE AUTHORITY OF THE FINANCING OF A PROJECT FOR THE BENEFIT OF THE MOORE COLLEGE OF ART AND DESIGN (THE “BORROWER”); AUTHORIZING THE ISSUANCE OF UP TO \$11,000,000 AGGREGATE PRINCIPAL AMOUNT OF REVENUE BONDS OF THE AUTHORITY (“BONDS”) FOR THE BENEFIT OF THE BORROWER; AUTHORIZING ALL ACTIONS OF THE AUTHORIZED OFFICERS OF THE AUTHORITY, INCLUDING WITHOUT LIMITATION THE APPROVAL, EXECUTION AND DELIVERY OF ALL DOCUMENTS NECESSARY AND APPROPRIATE TO EFFECTUATE THE ISSUANCE AND SALE OF THE BONDS AND FINANCING OF THE PROJECT.

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 Economic Development Financing Law, the Act of August 23, 1967, P.L. 251, as amended (the “Act”); and

WHEREAS, pursuant to the Act, the Authority has the power to issue revenue obligations to pay costs of “educational facilities” as defined in the Act, pending approval by the Department of Community and Economic Development; and

WHEREAS, Moore College of Art and Design (the “Borrower”), is a nonprofit corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and an organization described under §501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “Code”) that is exempt from federal income taxes under Section 501(a) of the Code; and

WHEREAS, the Borrower owns and operates higher educational facilities in the Commonwealth, in various buildings of the Borrower located at, or contiguous to 1916 Race Street, Philadelphia, Pennsylvania: and

WHEREAS, the Borrower has made application to the Authority requesting that the Authority undertake a project (the “Project”) that consists of: (i) the financing of certain planned capital expenditures of the Borrower, including renovations to buildings located on the campus of the Borrower in Philadelphia, Pennsylvania and the acquisition of certain capital equipment, all as now or hereafter set forth in capital budgets approved by the Borrower and (ii) the payment of the costs of issuance relating to the Bonds; and

WHEREAS, to finance the Project, the Authority, at the Borrower's request, has determined to issue a series of its tax-exempt revenue bonds (the "Bonds"), which shall be purchased by PNC Bank, National Association (the "Bank") pursuant to a Bond Purchase and Loan Agreement (the "Agreement") by and among the Authority, the Borrower and the Bank and the proceeds thereof lent to the Borrower; and

WHEREAS, pursuant to the Agreement, the Authority may assign its rights thereunder to the Bank, subject to reserved rights which may be set forth therein; and

WHEREAS, the Authority desires to authorize and approve the Project, the issuance, execution and delivery of the Bonds, and the execution and delivery of the Agreement and such other instruments and documents as shall be necessary or appropriate to effectuate the purposes of this Resolution.

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

Section 1. Approval of Project and Issuance of the Bonds. The Authority hereby authorizes and approves the undertaking of the Project and the issuance of the Bonds to finance all or a portion of the costs of the Project. The Bonds shall be issued as a series as tax-exempt bonds and secured pursuant to the Agreement in an aggregate amount not to exceed \$11,000,000. The Bonds shall be designated "Philadelphia Authority for Industrial Development Revenue Bonds, Direct Purchase of Tax-Exempt Revenue Bonds (Moore College of Art and Design Project) or such other designation as shall be acceptable to the Borrower and the Bank. The Bonds shall have a final maturity not exceeding 7 years, shall bear interest at a fixed rate and shall contain such other terms and conditions as set forth in the Agreement and permitted in the Act.

Section 2. Approval of the Agreement. The Authority hereby authorizes and approves the execution and delivery of the Agreement, containing such terms and provisions as Special Counsel to the Borrower, counsel to the Authority and the Authorized Officer (as defined in Section 3 hereof) of the Authority executing the Agreement shall approve, such authorization and approval to be conclusively evidenced by such officer's execution thereof.

Section 3. Approval of Special Counsel. The Authority hereby acknowledges that Eckert Seamans Cherin & Mellott, LLC, Special Counsel to the Borrower, will, with the approval of the Bank, provide the opinion with respect to the issuance and tax exempt status of interest on the Bonds.

Section 4. Direction to Authorized Officers.

(a) For purposes of this Resolution, the Chairman or Vice Chairman of the Board of the Authority shall be deemed to be an "Authorized Officer." Each Authorized Officer may act jointly or severally in performing its duties hereunder.

(b) The Board of the Authority hereby authorizes and directs any Authorized Officer to execute and deliver the Bonds, the Agreement, and, subject to the approval thereof by counsel to the Authority and the Authorized Officer executing the same, to execute and deliver any other document, agreement, instrument or certificate required to be executed by the Authority

in connection with the issuance of the Bonds, such execution and delivery shall be conclusive evidence of the authorization and approval thereof by the Board of the Authority.

(c) The Board of the Authority hereby authorizes and directs the Secretary, the Assistant Secretary or another Authorized Officer of the Authority to affix and attest the seal of the Authority to any document as required, and to attest the signature of any Authorized Officer where required.

Section 5. Further Action. The Authorized Officers are hereby authorized and directed, jointly and severally, to take such further actions and execute such additional documents 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 Bonds, or to otherwise effectuate the purposes of this Resolution.

Section 6. Prior Actions. All actions heretofore taken and all documents and instruments heretofore executed by or on behalf of the Authority in connection with the Project and the Bonds are hereby ratified and approved.

Section 7. Limitation of Liability. The issuance and sale of the Bonds shall not be construed so as to give rise to any pecuniary liability of the Authority or any of its members, officers, or employees, or to give rise to a charge upon the general credit of the Authority or such members, officers or employees, including without limitation in respect of general liability for repayment of the Bonds; any pecuniary liability hereunder of the Authority shall be limited exclusively to the extent provided for in the Agreement.

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

CERTIFICATION

I, the undersigned (Assistant) Secretary of the Philadelphia Authority for Industrial Development, hereby certify that this is a true and correct copy of the Resolution adopted by the Board of the Philadelphia Authority for Industrial Development on June 8, 2021 at a duly called and convened public meeting of said Board; 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.

[SEAL]

By: _____
(Assistant) Secretary