

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
July 16, 2019**

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, July 16, 2019 at 5:00 p.m. in PIDC's Board Room, 35th 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
Ilene Burak, Esq., Senior Vice President and General Counsel
Cassie Gardner, Executive Assistant

Upon a motion duly made and seconded the Minutes of the meeting held on June 18, 2019 were unanimously approved.

Chairperson Smalls requested approval of the following Resolutions:

- I. A Resolution authorizing PAID to enter into a lease with Herdt Consulting, Inc. to lease 1,307 rentable square feet in 1321 Intrepid Avenue, Philadelphia, PA 19112, known as Quarters M-7 Suite 310.

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary documents and agreements with Tenant or its nominee or assignee, and to 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.

- II. A Resolution authorizing PAID to execute a Sales and Development Agreement to transfer title to an approximately 2.64-acre parcel (to be subdivided out of Parcels 3 and 3A) at the Navy Yard, located at S. 26th Street, Philadelphia, PA 19112 from PAID to TLC Properties, a wholly-owned subsidiary of Lamar Media Corp., or its nominee or assignee for consideration of \$800,000.

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 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 the issuance of tax-exempt revenue bonds through PAID in an amount not to exceed \$22,000,000, on behalf of Philadelphia Electrical and Technology Charter High School.

The proceeds of the Bonds will be used by the School to finance (i) the purchase of the property located at 1525 North American Street, Philadelphia, PA 19122, (ii) the construction, equipping and furnishing of an approximately 60,000 square foot high school expected to contain 40 classrooms, a multi-use gymnasium, cafeteria, broadcast lab, green space, one or more multimedia rooms, a life skills center, a café and parking, including equipping and (iii) funding of a debt service reserve fund, (iv) funding of a capitalized interest fund, and (v) payment of 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 School 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 PAID at the direction of the City of Philadelphia, to finance a project not to exceed \$280,000,000.

The proceeds of the bond will be used to finance (i) the current refunding of all or a portion of the Series B-2 Bonds, Series B-3 Bonds and 2014A Bonds and amounts necessary to effect such refunding, (ii) any termination payments for all or a portion of the amended and restated 2007B/2014A Swaps and (iii) costs of issuance.

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 PAID.

Upon a motion duly made and seconded, with Mr. Hyman abstaining (see Enclosure 3), the Members unanimously approved the above Resolution.

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

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

AMENDED AND RESTATED BOND RESOLUTION

AUTHORIZING THE UNDERTAKING OF A PROJECT ON BEHALF OF PHILADELPHIA ELECTRICAL AND TECHNOLOGY CHARTER HIGH SCHOOL, INCLUDING THE FINANCING OF A CAPITAL PROJECT, AUTHORIZING THE ISSUANCE NOT TO EXCEED \$30,000,000 AGGREGATE PRINCIPAL AMOUNT OF THE AUTHORITY'S OBLIGATIONS AND MAKING CERTAIN FINDINGS; APPOINTING BOND COUNSEL; AND AUTHORIZING OTHER NECESSARY AND APPROPRIATE DOCUMENTS AND ACTIONS.

WHEREAS, the Philadelphia Authority for Industrial Development (the "**Authority**") is organized under the laws of the Commonwealth of Pennsylvania (the "**Commonwealth**") and a body politic and corporate, and is authorized and empowered by the provisions of the Pennsylvania Economic Development Financing Law, as amended, the Act of August 23, 1967, P.L. 251, as amended, *codified at* 73 P.S. 371 *et seq.*, (as amended or modified, the "**Act**"); and

WHEREAS, Philadelphia Electrical and Technology Charter High School (the "**Charter School**"), is a nonprofit corporation organized under the laws of the Commonwealth and is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") and operates a charter school for grades 9 through 12; and

WHEREAS, the Charter School made application to the Authority requesting that the Authority finance the Charter School's project which consists of the following: (1) the purchase of the property located at 1525 North American Street, Philadelphia, PA 19122, which is currently an undeveloped lot (the "**Real Estate**"), (2) the construction of an approximately 60,000 square foot high school facility expected to contain approximately 40 classrooms, a multi-use gymnasium, a cafeteria, a broadcast lab, green space, one or more multimedia rooms, a life skills center, a café, and parking (the "**Building**," and together with the Real Estate, the "**Property**"), including equipping and furnishing said facility, (3) funding of a debt service reserve fund, (4) funding of a capitalized interest fund, and (5) payment of costs of issuance (collectively, the "**Project**"); and

WHEREAS, the Authority has determined, based solely upon information provided to it by the Charter School, that the Project will serve the public purposes of the Act and improve the economic and general welfare of the people of the City of Philadelphia and the Commonwealth by creating, developing and/or preserving business opportunities and employment within the City of Philadelphia and the Commonwealth; and

WHEREAS, the Charter School has requested that certain Bonds (defined herein) be issued, which Bonds will be secured under a trust indenture, a bond resolution, a loan and trust agreement, or some substantially similar agreement, including any supplemental indentures, resolutions, or agreement (the "**Trust Agreement**") between the Authority and U.S. Bank, National Association, as bond trustee (the "**Trustee**"); and

WHEREAS, the proceeds of the Bonds are to be loaned to the Charter School under a loan agreement, a financing agreement, a loan and trust agreement, or some substantially similar agreement (the "**Loan Agreement**"), which agreement will be by and between the Authority and the

Charter School and will obligate the Charter School to make payments at the times and in the amounts sufficient to meet the debt service requirements on the Bonds and will be secured (i) by an assignment of all of the right, title and interest of the Authority in and to the payments due from the Charter School (other than certain payments for administrative fees) and all funds held by the Trustee under the Trust Agreement (other than a rebate fund) and (ii) a mortgage (the “**Mortgage**”) on the Property; and

WHEREAS, the Bonds will be limited obligations of the Authority payable from (1) certain pledged revenues derived by the Authority from the Charter School and assigned to the Trustee and (2) certain other sources and security, in each case as to be described in the Trust Agreement and the Loan Agreement; and

WHEREAS, the Bonds, or any portion thereof, will be underwritten, placed, and/or purchased by a purchaser selected by the Charter School (the “**Purchaser**”), pursuant to a purchase contract, a bond purchase agreement, a private placement agreement, or a substantially similar agreement (the “**Purchase Agreement**”) approved by the Charter School and the Authority and to be executed by and between the Purchaser and the Authority (and, if required by the Purchaser, the Charter School); and

WHEREAS, all or a portion of the Bonds will be offered for sale pursuant to a preliminary official statement followed by a final official statement, a preliminary limited offering memorandum followed by a limited offering memorandum, a private placement memorandum, or some other substantially similar offering documents (the “**Offering Documents**”);

WHEREAS, in connection with the issuance of the Bonds and the completion of the Project, the Authority will be required to execute various agreements, certificates and documents in addition to Trust Agreement, the Loan Agreement, the Mortgage, and the Purchase Agreement (collectively, and together with the Trust Agreement, the Loan Agreement, the Mortgage, and the Purchase Agreement, the “**Bond Documents**”), including, among others, the following: (i) a tax regulatory certificate or compliance agreement containing the Authority’s reasonable expectations as to the use of the proceeds of the Bonds and compliance with the applicable statutory and regulatory requirements for tax exemption of any of the Bonds that are issued as tax-exempt; (ii) an Internal Revenue Service Form 8038; and (iii) a Continuing Disclosure Agreement (the “**Continuing Disclosure Agreement**”) containing an undertaking to comply with the requirements of Securities and Exchange Commission Rule 15c2-12; and

WHEREAS, the Authority desires to assist the Charter School by approving the Project and the financing thereof through the issuance of the Bonds; and

WHEREAS, the Authority, at the request of the Charter School, met on April 23, 2019, and during that meeting adopted a Resolution (the “**Prior Resolution**”) authorizing the issuance of a maximum aggregate principal amount of obligations not exceeding \$22,000,000 in one or more series of revenue bonds; and

WHEREAS, the Authority, at the request of the Charter School, proposes to amend and restate the Prior Resolution in its entirety through this Amended and Restated Resolution (this “**Resolution**”); and

WHEREAS, pursuant to this Resolution, the Authority proposes to issue up to a maximum aggregate principal amount of obligations not exceeding \$30,000,000 in one or more series of revenue bonds (the “**Bonds**”), and in connection therewith, the Authority desires to authorize all action necessary to effect the issuance, execution and delivery of the Bonds and the undertaking of the Project, including the submission by the Authority of the application or applications of the Charter School, together with this Resolution and other necessary or desirable additional materials, to the Secretary of the Department

of Community and Economic Development (the “**DCED Secretary**”) of the Commonwealth in order to obtain the approval of the DCED Secretary for the Project as and to the extent required pursuant to the Act.

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

1. ***Approval of the Project.*** The Authority hereby finds, determines, and declares that the Project will further the public purposes of the Act and the purposes for which the Authority was created and continues to exist, and, accordingly, the Authority hereby approves the Project, and the financing of thereof, as provided in this Resolution. Without limiting the generality of the foregoing, the Authority hereby approves, and authorizes the taking of all necessary action in connection with the Project, including the submission of an application with respect to the Project to the Department of Community and Economic Development of the Commonwealth for approval.

2. ***Approval of the Loan Agreement, Trust Agreement, Continuing Disclosure Agreement, and Purchase Agreement.*** The Trust Agreement (including, for the sake of clarity, any supplemental agreements, resolutions, or indentures), the Loan Agreement (including, for the sake of clarity, any supplemental agreements), the Continuing Disclosure Agreement, and the Purchase Agreement shall be in a form acceptable to the Authority, its counsel and Bond Counsel, the approval of such documents to be conclusively evidenced by execution thereof by the Chairman or Vice Chairman. The Authority also authorizes any other documents necessary in connection with the issuance of the Bonds and the execution of the Purchase Agreement or the Loan Agreement, including, but not limited to, additional agreements among the Authority, the Purchaser, and the Charter School. The Chairman or Vice Chairman is hereby authorized and directed to execute and deliver, and (where appropriate) the Secretary or Assistant Secretary is hereby authorized and directed to affix the corporate seal of the Authority to, and attest, all such documents in substantially such forms with such changes, insertions and variations therein as counsel to the Authority may advise and as such officers of the Authority shall approve, such approval to be conclusively evidenced by their execution thereof.

3. ***Issuance of Bonds.*** The Authority hereby authorizes the issuance of the Bonds. The Chairman or Vice Chairman of the Authority is hereby authorized to execute (by manual or facsimile signature) and deliver, and the Secretary or Assistant Secretary of the Authority is hereby authorized to affix (manually or by facsimile) the corporate seal of the Authority to the Bonds. The Chairman or Vice Chairman is authorized and directed to deliver the Bonds issued pursuant to the Trust Agreement to the Trustee for authentication, and, when such Bonds have been authenticated, to deliver them or cause them to be delivered as directed by the Purchaser or the Charter School at a subsequent date, which may include delivery to The Depository Trust Company, New York, New York, on behalf of the Purchaser, against receipt of the purchase price therefor. The Trustee is hereby requested to authenticate the Bonds issued pursuant to the Trust Agreement

4. ***Bond Terms.*** The Charter School is hereby authorized and directed to approve the final terms of the Bonds, including without limitation, the interest rates, maturity dates, redemption provisions, sources of payment, the denominations, the priority of revenues, and other features, provided that the aggregate principal amount of the Bonds shall not exceed \$30,000,000. The Bonds shall be designated as both the Authority and the Charter School shall subsequently determine and may be issued in one or more series. The Bonds shall be sold to the Purchaser pursuant to the terms of the Purchase Agreement.

5. ***Appointments.*** McGuireWoods LLP is hereby appointed Bond Counsel. U.S. Bank, National Association, is hereby appointed to serve as Trustee for the Bonds issued pursuant to the Trust Agreement. Robert W. Baird & Co. Incorporated is hereby appointed as the Purchaser.

6. **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.

7. **Investment of Funds.** The Trustee shall be, by virtue of this Bond Resolution and without further authorization from the Authority, authorized, directed and requested to invest and reinvest in accordance with instructions from the Charter School all moneys available therefor pursuant to the Trust Agreement, which by the terms of such Trust Agreement may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by such Trust Agreement, all subject to the terms and limitations contained in such Trust Agreement.

8. **Approval of Offering Document.** The distribution by the Purchaser to prospective purchasers of the Bonds of any Offering Document is hereby approved. The Chairman or Vice Chairman or other appropriate officer of the Authority is hereby authorized to approve and execute the final Offering Document as approved by counsel to the Authority. The distribution of the final Offering Document in connection with the offering for sale of the Bonds is hereby authorized. The Authority also hereby authorizes the execution and delivery of any Offering Document to be prepared in connection with the direct purchase of the Bonds by the Purchaser.

9. **Authorization of Post-Issuance Compliance Policy.** The Chairman or Vice Chairman is hereby authorized and directed to execute and deliver a written post-issuance compliance procedures policy in order to demonstrate compliance with the Internal Revenue Code of 1986, as amended, on such terms as such officers, with advice of counsel, may approve, their approval to be evidenced by their execution thereof.

10. **Execution of Documents.** The Chairman, Vice Chairman, and other proper officers of the Authority are hereby authorized and directed to sign, execute, acknowledge, deliver and file, as applicable, any and all Bond Documents and other certificates, forms, financing statements, instruments and documents, with such changes therein with such final terms as are consistent with these resolutions and as the Authority’s counsel or the officer executing the same may approve, his or her approval to be conclusively evidenced by his or her execution thereof, and to take any and all other action as may be required or which they may deem appropriate, to carry out and consummate the transactions to be carried out and consummated by the Authority as contemplated by these Resolutions and the Bond Documents for the issuance of the Bonds and the completion of the Project.

11. **Authority Obligation.** All covenants, obligations and agreements of the Authority set forth in this Bond Resolution and the documents authorized hereby shall be deemed to be the covenants, obligations and agreements of the Authority to the fullest extent authorized and 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 powers or duties affecting the same shall be transferred by, or in accordance with, law. No covenant, obligation or agreement herein contained or contained in any document 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 Bonds or any of such documents authorized by this Bond Resolution shall be personally liable thereunder or be subject to any personal liability or accountability by reason of the execution and delivery thereof.

12. **Further Action.** The officers of the Authority are hereby authorized and directed to execute and deliver such other documents including any amendments or supplements thereto, as may be necessary or appropriate to effectuate the matters contemplated by this Resolution, and to take such other action as may be necessary or appropriate in order to effectuate the financing of the Project and the

execution and delivery of the Loan Agreement, the Trust Agreement, the Continuing Disclosure Agreement, the Purchase Agreement, any other documents prepared in connection with the offering or direct purchase of the Bonds by the Purchaser and any bond insurance, letter of credit and/or other credit enhancement documents for the Bonds and the issuance and sale of the Bonds, all in accordance with the foregoing Resolutions.

13. *Other.*

(a) The liability and undertakings of the Authority contemplated by the foregoing Resolutions shall be strictly limited as provided by the Act, and neither the general credit of the Authority nor the general credit or taxing power of the City or County of Philadelphia, or the Commonwealth or any political subdivision thereof, shall be pledged for the payment of the Bonds. No recourse shall be had for the payment of principal or the redemption price of or the interest on the Bonds or for any other claim based on the Bonds, against the Authority or any successor body, against any officer, board member or employee of the Authority, past, present or future, or against any other moneys, accounts, rights or other assets the Authority may possess.

(b) All covenants, obligations and agreements of the Authority set forth in this Resolution and in the Bond Documents authorized hereby are to 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 are to 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, stipulation, obligation or agreement contained in this Resolution, the Bond Documents or other related and appropriate documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Authority in his individual capacity and neither the members of the Authority nor any officer executing the Bonds shall be personally liable on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

(c) The Authority approves, ratifies, and confirms all action heretofore taken by its officers and other persons in the name of and on behalf of this Authority in connection with the undertakings herein contemplated. In the event any provisions, section, sentence, clause, or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause, or part of this Resolution, it being the intent of this Authority that such remainder shall be and remain in full force and effect.

(d) All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, are, to the extent of such conflict, hereby repealed and this Resolution shall be in immediate effect from and after its adoption.

This Resolution shall take effect immediately upon adoption.

Adopted this ____ day of July, 2019.

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 Amended and Restated Resolution adopted by the Board of the Philadelphia Authority for Industrial Development on July ____, 2019, 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

CERTIFICATE OF SECRETARY

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

The foregoing Bond 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 July __, 2019; that public notice of said meeting was given as required by law and that such Bond Resolution and the votes thereon have been duly recorded in the minutes.

WITNESS my hand and seal of the Authority this ___ day of _____, 2019.

(Assistant) Secretary

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

Adopted July 16, 2019

AUTHORIZING THE REFUNDING OF ALL OR A PORTION OF THE AUTHORITY'S LEASE REVENUE REFUNDING BONDS, 2007 SERIES B-2, LEASE REVENUE REFUNDING BONDS, 2007 SERIES B-3 AND LEASE REVENUE REFUNDING BONDS, 2014 SERIES A (COLLECTIVELY, THE "EXISTING BONDS"); APPROVING THE 2019 PROJECT; AUTHORIZING THE EXECUTION AND ISSUANCE OF THE 2019 BONDS; AUTHORIZING A SUPPLEMENTAL INDENTURE; AUTHORIZING THE PURCHASE AGREEMENT; APPROVING THE PRELIMINARY OFFICIAL STATEMENT AND THE OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER FINANCING DOCUMENTS; AUTHORIZING APPROPRIATE OFFICERS OF THE AUTHORITY TO AGREE TO ANY TERMINATION, AMENDMENT, MODIFICATION OR NOVATION OF ALL OR ANY PORTION OF ANY SWAP RELATED TO THE EXISTING BONDS; APPROVING CREDIT ENHANCEMENT; APPOINTING CO-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 power to finance projects, including recreational facilities, sports facilities, and public facilities and to refund its bonds issued to finance such projects; and

WHEREAS, at the request of The City of Philadelphia, Pennsylvania (the "City"), the Authority previously issued its Fixed Rate Lease Revenue Refunding Bonds, 2007 Series A in the aggregate principal amount of \$50,320,000 (the "2007A Bonds") and its Multi-Modal Lease Revenue Refunding Bonds, 2007 Series B in the aggregate principal amount of \$289,675,000 (the "2007B Bonds" and together with the 2007A Bonds, the "2007 Bonds") to finance a project consisting of the advance refunding of all of the Authority's outstanding Lease Revenue Bonds, Series B of 2001 and the payment of certain costs of issuance; and

WHEREAS, the 2007 Bonds were issued pursuant to a certain Trust Indenture dated as of April 1, 2001 (the "Original Indenture"), as amended and supplemented by a First Supplemental Trust Indenture dated as of December 1, 2001, a Second Supplemental Trust Indenture dated as of June 30, 2004, a Third Supplemental Trust Indenture dated as of October 1, 2007 (the "Third Supplemental Indenture") and a Fourth Supplemental Trust Indenture dated as of April 8, 2008 (the "Fourth Supplemental Indenture"), all between the Authority and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "Trustee"); and

WHEREAS, pursuant to a Fifth Supplemental Trust Indenture dated as of May 1, 2011, between the Authority and the Trustee, the Authority provided for the amendment and

restatement of the Third Supplemental Indenture and the Fourth Supplemental Indenture which included, among other things, the designation of four subseries of the 2007B Bonds, including 2007 Series B-1 (the “Series B-1 Bonds”) in the original principal amount of \$117,275,000, 2007 Series B-2 (the “Series B-2 Bonds”) in the original principal amount of \$72,400,000, 2007 Series B-3 (the “Series B-3 Bonds”) in the original principal amount of \$44,605,000, and 2007 Series B-4 (the “Series B-4 Bonds”) in the original principal amount of \$55,395,000; and

WHEREAS, at the request of the City, pursuant to the Original Indenture, as amended and supplemented through and including a Sixth Supplemental Trust Indenture dated as of May 1, 2014 (the “Sixth Supplemental Indenture”), the Authority previously issued its variable rate Lease Revenue Refunding Bonds, 2014 Series A in the aggregate principal amount of \$117,275,000 (the “2014A Bonds”) which financed a project consisting of the current refunding of all of the outstanding Series B-1 Bonds; and

WHEREAS, at the request of the City, pursuant to the Original Indenture, as amended and supplemented through and including a Seventh Supplemental Trust Indenture dated as of July 1, 2014 (the “Seventh Supplemental Indenture”), the Authority previously issued its fixed rate Lease Revenue Refunding Bonds, 2014 Series B in the aggregate principal amount of \$56,655,000 (the “2014B Bonds”) which financed a project consisting of: (i) the current refunding of all of the outstanding Series B-4 Bonds, (ii) the payment of certain costs of terminating the portion of the 2007B Swaps (hereafter defined), as theretofore amended, related to the Series B-4 Bonds, and (iii) the payment of the costs of issuing the 2014B Bonds; and

WHEREAS, the Original Indenture, as amended and supplemented through and including the Sixth Supplemental Indenture, as amended by an Amendment to the Sixth Supplemental Indenture dated May 10, 2017, and the Seventh Supplemental Indenture, is hereafter referred to as the “Existing Indenture,” and all terms used and not otherwise defined herein have the meanings given to them in the Existing Indenture; and

WHEREAS, the Series B-2 Bonds and Series B-3 Bonds were publicly offered and reoffered, and the 2014A Bonds were privately purchased directly by Banc of America Preferred Funding Corporation (the “Direct Purchaser”) pursuant to a Continuing Covenant Agreement, dated as of May 1, 2014 (the “Series 2014A Agreement”), between the Authority and the Direct Purchaser; and

WHEREAS, in order to mitigate its interest rate risk with respect to the 2007B Bonds, the Authority previously entered into a certain interest rate swap agreement by and between JPMorgan Chase Bank, National Association, as Counterparty (“JPMorgan”), and the Authority as evidenced by the Master Agreement dated October 18, 2007, the Schedule to the Master Agreement dated October 18, 2007, the Credit Support Annex to the Schedule to the Master Agreement dated October 18, 2007, and the Swap Confirmation dated October 18, 2007, as amended on May 6, 2011 (collectively, the “JPMorgan Swap”) and a certain interest rate swap agreement by and between Merrill Lynch Capital Services, Inc., as Counterparty (“MLCS”), and the Authority as evidenced by the Master Agreement dated October 18, 2007, the Schedule to the Master Agreement dated October 18, 2007, the Credit Support Annex to the Schedule to the Master Agreement dated October 18, 2007, and the Swap Confirmation dated October 18, 2007,

as amended on May 6, 2011 (collectively, the “MLCS Swap” and, together with the JPMorgan Swap, the “2007B Swaps”); and

WHEREAS, the 2007B Swaps as originally executed and delivered were identified as qualified hedges with respect to the 2007B Bonds in connection with the original issuance thereof; and

WHEREAS, in connection with the designation of the four subseries of the 2007B Bonds, the reissuance, as of May 24, 2011, of the Series B-4 Bonds, and the amendment of the 2007B Swaps on May 6, 2011, portions of such swaps were identified as qualified hedges with respect to the Series B-4 Bonds; and

WHEREAS, in connection with the issuance of the 2014A Bonds to refund the outstanding Series B-1 Bonds, the 2007B Swaps were further amended, and portions of such swaps were identified as qualified hedges with respect to the 2014A Bonds; and

WHEREAS, in connection with the issuance of the 2014B Bonds to refund the outstanding Series B-4 Bonds, the portions of the 2007B Swaps, as theretofore amended, related to the Series B-4 Bonds were terminated and the remaining portions of the 2007B Swaps were further amended as reflected in an amendment and restatement of the confirmation for each of the JPMorgan Swap and the MLCS Swap, effective July 15, 2014 (as amended and restated, the “Amended and Restated 2007B/2014A Swaps”); and

WHEREAS, in order to secure the bonds issued under the Existing Indenture (the “Bonds”), the Authority has assigned certain of its right, title and interest in the Security Leases, including the Eagles Prime Lease and the Phillies Prime Lease (as such terms are defined in the Existing Indenture) and certain moneys payable thereunder to the Trustee for the benefit of the holders of the Bonds; and

WHEREAS, the City has requested the assistance of the Authority in financing a project consisting of: (i) the current refunding of all or a portion of the Series B-2 Bonds, Series B-3 Bonds and 2014A Bonds (collectively, the “Existing Bonds”), and (ii) the payment of certain costs of issuance and amounts necessary to effect such refunding, including any termination payments for all or a portion of the Amended and Restated 2007B/2014A Swaps (collectively, the “2019 Project”); and

WHEREAS, to finance the 2019 Project, the Authority expects to issue one or more series of bonds bearing interest at fixed rates, taxable and/or tax-exempt, under and subject to a supplemental trust indenture to the Existing Indenture (the “Supplemental Indenture,” and collectively with the Existing Indenture, the “Indenture”) between the Authority and the Trustee in an aggregate principal amount not to exceed \$280,000,000 (net of original issue discount) (the “2019 Bonds”); and

WHEREAS, the 2019 Bonds shall be special and limited, nonrecourse obligations of the Authority payable solely from certain amounts payable by the City under the Eagles Prime Lease and the Phillies Prime Lease and any other Security Lease and certain other funds and moneys held by the Trustee under the Indenture; and

WHEREAS, RBC Capital Markets, LLC as representative (the “Representative”) of a group of underwriters (collectively, the “Underwriters”) will distribute a Preliminary Official Statement (the “Preliminary Official Statement”) and a final Official Statement (the “Official Statement”) on behalf of the Authority and the City in connection with the offer and sale of the 2019 Bonds; and

WHEREAS, the 2019 Bonds will be sold pursuant to a bond purchase agreement (the “Purchase Agreement”) between the Authority and the Representative, acting for itself and the other Underwriters, and the City will deliver to the Authority and the Representative a Letter of Representations (the “Letter of Representations”) at the time of execution and delivery of the Purchase Agreement; and

WHEREAS, in connection with the refunding of all or a portion of the Existing Bonds, the City may request the Authority to terminate, amend, modify or novate all or any portion of any of the Amended and Restated 2007B/2014A Swaps; and

WHEREAS, the Authority desires to authorize the issuance and sale of the 2019 Bonds and the undertaking of the 2019 Project, and desires to authorize its Chairperson or Vice Chairperson to execute on behalf of the Authority, the Supplemental Indenture, the 2019 Bonds, the Purchase Agreement, the Official Statement, any agreements related to the termination, amendment, modification or novation of all or any part of the Amended and Restated 2007B/2014A Swaps, and such other instruments and documents as shall be necessary or appropriate to effectuate the issuance and sale of the 2019 Bonds, the refunding of all or a portion of the Existing Bonds and the termination or amendment of the Series 2014A Agreement.

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

1. Approval of the 2019 Project. The Authority hereby finds, determines and declares that financing the 2019 Project will further the public purposes of the Act and the purposes for which the Authority was created and continues to exist, and accordingly the Authority hereby approves the 2019 Project and the financing of such project by the Authority as provided in this Resolution.

The Authority is hereby authorized to file applications for approval of the 2019 Project by the Pennsylvania Department of Community and Economic Development.

2. Authorization of the 2019 Bonds. The issuance of the 2019 Bonds is authorized and approved. The 2019 Bonds are hereby authorized and directed to be prepared for delivery in accordance with the terms of the Purchase Agreement and the Indenture. The 2019 Bonds shall be in such form as may be advised by Authority Counsel and Co-Bond Counsel and as may be approved by the Authority's officer executing the same, such approval to be conclusively evidenced by the execution and delivery thereof.

The 2019 Bonds shall be designated “Philadelphia Authority for Industrial Development Lease Revenue Refunding Bonds, Series 2019” or such other designation as is approved by the

Chairperson or Vice Chairperson of the Authority (such approval to be evidenced by execution of the 2019 Bonds), with any appropriate series or subseries designation, if required.

The Authority hereby authorizes the issuance of the 2019 Bonds in an aggregate principal amount not to exceed \$280,000,000 (net of original issue discount). All 2019 Bonds shall mature within the periods provided in the Eagles Prime Lease and/or the Phillies Prime Lease, subject to such provisions related to redemption prior to maturity as described in the Indenture, and shall bear interest at fixed rates not to exceed: (i) four and one-half percent (4.50%) per annum on a net interest cost basis in the case of 2019 Bonds issued as tax-exempt obligations for federal income tax purposes and (ii) six percent (6.00%) per annum on a net interest cost basis in the case of 2019 Bonds, if any, issued as taxable obligations for federal income tax purposes. The final terms of the 2019 Bonds shall be approved by the officer of the Authority executing the 2019 Bonds, such approval to be conclusively evidenced by such officer's execution and delivery thereof.

The 2019 Bonds shall be limited, nonrecourse obligations of the Authority payable solely out of certain of the payments made by the City under the Eagles Prime Lease, the Phillies Prime Lease and any other Security Lease, and certain other funds and moneys held by the Trustee under the Indenture. The 2019 Bonds shall not be in any way a debt or liability of the Commonwealth, the City (except to the extent of its lease rental obligations under the leases described in the preceding sentence) or any other political subdivision thereof and shall not create or constitute an indebtedness, liability or obligation of the Commonwealth, the City or any other political subdivision, legal, moral or otherwise, nor shall the 2019 Bonds be payable out of any funds, revenues or properties of the Authority other than those pledged or designated therefor. Neither the general credit of the Authority nor the credit or taxing power of the City, the Commonwealth or another political subdivision thereof shall be pledged to the payment of the principal of the 2019 Bonds or interest thereon or any premium or other cost incident thereto. Notwithstanding the foregoing, the City is obligated under the Eagles Prime Lease and the Phillies Prime Lease to make certain payments to the Authority which have been pledged by the Authority to the Trustee as security for the 2019 Bonds.

3. Execution and Issuance of the 2019 Bonds. The Chairperson or Vice Chairperson of the Authority is hereby authorized to execute the 2019 Bonds by manual or facsimile signature; the Secretary or any Assistant Secretary of the Authority is hereby authorized to attest by manual or facsimile signature and impress or cause to be imprinted, the seal of the Authority or a facsimile thereof on the 2019 Bonds, and following such execution, the officers of the Authority are hereby authorized to deliver or to cause to be delivered the 2019 Bonds to the Trustee for authentication, and after such authentication, to deliver them, or cause them to be delivered, to the Representative against receipt of the purchase price plus accrued interest, if any, specified in the Purchase Agreement herein authorized, and to deposit and disburse the amount so received as provided in the Supplemental Indenture.

4. Authorization of the Supplemental Indenture. The 2019 Bonds shall be issued as "Additional Debt" and shall be secured under the Indenture. The Authority is hereby authorized to enter into the Supplemental Indenture with the Trustee. The Supplemental Indenture shall be on such terms and in the form as may be approved by the Chairperson or Vice Chairperson of the Authority, upon advice of Authority Counsel and Co-Bond Counsel, such

approval to be conclusively evidenced by execution and delivery thereof by the Chairperson or Vice Chairperson of the Authority.

5. Authorization of Purchase Agreement. The Authority is hereby authorized to enter into the Purchase Agreement with the Representative (and to accept the Letter of Representations) providing for the sale of the 2019 Bonds to the Underwriters at negotiated sale, at such price, plus accrued interest, if any, and on such other terms as may be mutually agreed upon by all parties. The Purchase Agreement shall be on such terms and in such form as may be approved by the Chairperson or Vice Chairperson of the Authority, upon advice of Authority Counsel and Co-Bond Counsel, such approval to be conclusively evidenced by execution and delivery thereof by the Chairperson or Vice Chairperson of the Authority.

6. Approval of Preliminary Official Statement and the Official Statement. The Chairperson or Vice Chairperson is hereby authorized to approve and “deem final” the Preliminary Official Statement for purposes of Rule 15c2-12 promulgated pursuant to the Securities and Exchange Act of 1934, as amended (including any necessary supplement or amendment) on behalf of the Authority in such form as may be advised by Authority Counsel, Co-Disclosure Counsel to the City and Co-Bond Counsel and as may be approved by such officer. The Chairperson or Vice Chairperson is authorized to sign and deliver the Official Statement (including any necessary supplement or amendment) on behalf of the Authority in such form as may be advised by Authority Counsel, Co-Disclosure Counsel to the City and Co-Bond Counsel and as may be approved by the Authority's officer executing the same, such approval to be conclusively evidenced by the execution and delivery thereof. The distribution of the Preliminary Official Statement and the Official Statement in connection with the offering and sale of the 2019 Bonds is hereby approved.

7. Amended and Restated 2007B/2014A Swaps. The Chairperson or Vice Chairperson of the Authority are hereby authorized to execute and deliver such documents as may be necessary or proper to terminate, amend, modify or novate all or any part of the Amended and Restated 2007B/2014A Swaps, to appoint a swap advisor for the Authority, and to adopt or amend any policies of the Authority related to interest rate swap agreements, all upon such terms and in such form as approved by the Chairperson or Vice Chairperson of the Authority, upon advice of Authority Counsel and Co-Bond Counsel, such approval to be conclusively evidenced by execution and delivery thereof by the Chairperson or Vice Chairperson of the Authority. The Chairperson or Vice Chairperson may delegate the acceptance of any such termination, amendment, modification or novation to another officer of the Authority.

8. Execution and Delivery of Financing Documents. The Chairperson or Vice Chairperson of the Authority is hereby authorized to execute and deliver, in the name of the Authority and on its behalf, and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer, as applicable, is hereby authorized to attest, the following documents, agreements, security agreements, assignments, financing statements, instruments and certifications, as the executing officers, upon advice of Authority Counsel and Co-Bond Counsel, determine to be reasonable and appropriate to provide for the issuance of the 2019 Bonds, and to approve the final form and substance thereof, and any amendments or supplements thereto before or after the initial execution and delivery thereof, and to approve the exact principal amount and

interest rates of the 2019 Bonds, such approvals to be conclusively evidenced by the execution and/or delivery thereof, as applicable, and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer is hereby authorized to affix to all of such documents the seal of the Authority and to attest to the same, as may be required:

- (a) The Supplemental Indenture;
- (b) The 2019 Bonds;
- (c) The Purchase Agreement;
- (d) The Preliminary Official Statement;
- (e) The final Official Statement; and
- (f) Such other documents, agreements, including, but not limited to, any escrow agreements, security agreements, assignments, financing statements, instruments and certifications all in such form as shall be acceptable to Authority Counsel, Co-Bond Counsel and the executing officers to provide for the issuance and sale of the 2019 Bonds, the refunding of all or a portion of the Existing Bonds, the termination or amendment of the Series 2014A Agreement or any other agreement or facility relating to the Existing Bonds, or any transactions related to the Amended and Restated 2007B/2014A Swaps pursuant to Section 7 above; including agreements with any insurance or financial company providing credit enhancement or insurance for the 2019 Bonds and documents relating to the investment of proceeds of the 2019 Bonds including with respect to the subscription, bidding and/or purchase of any escrow securities related to the refunding of all or a portion of the Existing Bonds.

9. Approval of Credit Enhancement. The proper officers of the Authority are hereby authorized to make determinations, in cooperation with the City Treasurer, with respect to credit enhancement for the 2019 Bonds. If determined to be financially advantageous in connection with the issuance of the 2019 Bonds and subject to Section 13 below, the proper officers of the Authority are hereby authorized to approve and accept the terms and conditions of a commitment for municipal bond insurance or other credit enhancement and to execute a copy of said commitment and deliver the same to the credit facility provider. Without limitation of Sections 8 or 14 hereof, the officers of the Authority are hereby authorized to execute all other documents and take all other action necessary to effect the issuance of a credit facility including the payment of the commitment fee and/or premium therefor from the proceeds of the 2019 Bonds or other legally available moneys. If applicable, the 2019 Bonds shall include a statement of the terms of the credit facility, and the Preliminary Official Statement and the final Official Statement shall include appropriate disclosure language relating to the insurance policy or other credit enhancement and the credit facility provider.

10. 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 Supplemental Indenture, the 2019 Bonds, the Purchase Agreement, the final Official Statement or any 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.

11. Request to Authenticate. The Trustee is hereby requested to authenticate the 2019 Bonds and to deliver them to the Representative on behalf of the Underwriters upon the order of the Chairperson or Vice Chairperson.

12. Authorization for Investment. The Trustee is hereby, and without further authorization from the Authority, authorized, directed and requested to invest and reinvest all moneys available therefor pursuant to the Indenture, which by the terms of the Indenture may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by the Indenture, all subject to the terms and limitations contained in the Indenture or any escrow agreement or letter of instruction relating to the investment of proceeds of the 2019 Bonds to refund all or a portion of the Existing Bonds.

13. Approval of Director of Finance. The terms of the 2019 Bonds, the Supplemental Indenture, any credit enhancement and any transactions related to the Amended and Restated 2007B/2014A Swaps pursuant to Section 7 above are subject to the approval of the Director of Finance of the City.

14. Further Action. The officers of the Authority are hereby authorized and directed to appoint, upon the recommendation of the City Treasurer, such professional advisers or additional Underwriters for the 2019 Bonds, and, without limitation of Section 8 hereof, to execute and deliver such other documents and instruments in connection with the 2019 Project, together with any amendments or supplements required by or at the direction of the City and satisfactory to Authority Counsel and Co-Bond Counsel after the sale of the 2019 Bonds, and to take such other action as may be necessary or appropriate in order to effectuate the implementation and completion of the 2019 Project, the execution, delivery and performance of the Purchase Agreement, the Indenture, the distribution of the Preliminary Official Statement, the execution, delivery and distribution of the Official Statement and the consummation of the transactions described therein, and the issuance and sale of the 2019 Bonds, or otherwise effectuate the purposes of this Resolution, all in accordance with the provisions of this Resolution. Without limitation of the other authorizations pursuant to this Resolution, the officers of the Authority are hereby authorized and directed to take such actions as are required to refund all or a portion of the Existing Bonds, including making a call for redemption of such Existing Bonds that are redeemed (as directed by the City), executing and delivering an appropriate escrow deposit agreement or letter of instructions, acquiring (by subscription, bid or otherwise) escrow investments, appointing, upon the recommendation of the City Treasurer, any required escrow bidding agent or verification agent, and any actions required to cause such Existing Bonds to no longer be treated as outstanding under the Existing Indenture.

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

16. Appointment of Co-Bond Counsel. The Authority hereby appoints Cozen O'Connor and Ahmad Zaffarese LLC as Co-Bond Counsel.

17. Ratification of Prior Actions. The Authority approves, ratifies and confirms all action heretofore taken by officers and other persons in the name or on behalf of the Authority in connection with the undertakings herein contemplated.

18. Effective Date. This Resolution shall take effect immediately upon its adoption.

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 duly adopted by the Authority at a meeting held on July 16, 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 acting throughout; and that such resolution has not been amended, modified or repealed.

Name:

Title: (Assistant) Secretary

Dated: July ____, 2019

Enclosure 3

July 16, 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 PAID, at the direction of the City of Philadelphia, to finance a project not to exceed \$280,000,000.

The proceeds of the bond will be used to finance (i) the current refunding of all or a portion of the Series B-2 Bonds, Series B-3 Bonds and 2014A Bonds and amounts necessary to effect such refunding, (ii) any termination payments for all or a portion of the amended and restated 2007B/2014A Swaps and (iii) costs of issuance.

Sincerely,

DAVID L. HYMAN, ESQUIRE

DLH/jg