

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
August 20, 2019**

In the absence of Chairperson Evelyn Smalls, Vice Chair David Hyman presided over the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development held on Tuesday, August 20, 2019 at 5:00 p.m. in PIDC's Board Room, 35th floor, Centre Square West, 1500 Market Street, Philadelphia, PA.

Other Members attending:

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

Attending from PIDC staff:

John Grady, President
Ilene Burak, Esq., Senior Vice President and General Counsel
Shayne Moore, Vice President
Cassie Gardner, Executive Assistant

Upon a motion duly made and seconded the Minutes of the meeting held on July 16, 2019 were unanimously approved.

Vice Chair Hyman requested approval of the following Resolutions:

- I. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to enter into a contract with Burns Engineering, Inc. for professional engineering services relating to the design of a new electric service for the US Government, Naval Surface Warfare Center, Carderock Division (NSWCCD) located at Kitty Hawk Ave and League Island Blvd in the Navy Yard, in the amount of \$1,047,000. The contract will commence on or about August 21, 2019.

The appropriate officers of PAID are hereby authorized and empowered to execute all necessary documents and agreements, 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 the Philadelphia Authority for Industrial Development (PAID) to execute a Sales and Development Agreement to transfer title to Parcel 7SS at the Navy Yard, located at 300 Rouse Boulevard, Philadelphia, PA 19112 (the "Property") from PAID to Gattuso Development Partners or its nominee or assignee for the development of a new facility for Iovance Biotherapeutics for consideration of \$1,361,740.

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 approval of a tax-exempt financing through the Philadelphia Authority for Industrial Development (“PAID” or the “Authority”) in an amount not to exceed \$30,000,000, on behalf of the Worlds of Opportunity II.

The proceeds of the bonds will be used by the Foundation to finance (i) the acquisition, renovation, and equipping of property including facilities housing a charter school currently serving grades K-6 located at 5600 & 5628 Chester Ave.; (ii) the demolition of an existing structure and the construction and equipping of a new building to be used for school purposes; (iii) the construction of a parking lot; (iv) miscellaneous equipment and other capital expenses; (v) the payment of capitalized interest; (vi) the funding of a debt service reserve fund; and (vii) costs of issuance.

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

Upon a motion duly made and seconded, the Members unanimously recommended the above Resolution to the PAID Board for consideration and approval.

- IV. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to amend its master lease with RMPKEY LLC, successor in interest to Rodin Market Partners, LP, and its sublease with The City of Philadelphia, acting by and through its Department of Public Property, to add an additional 2,250 square feet to the premises in the Rodin Place, located at 2000 Hamilton Street. The increased space will be leased for \$22.26 psf, with 3% increases over the remaining term of the lease.

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.

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

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

ADOPTED: August 20, 2019

APPROVING A PROJECT FOR WORLDS OF OPPORTUNITY II; AUTHORIZING THE ISSUANCE OF UP TO \$30,000,000 AGGREGATE PRINCIPAL AMOUNT OF THE AUTHORITY'S REVENUE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AND TRUST AGREEMENT AND A BOND PURCHASE AGREEMENT IN CONNECTION WITH THE ISSUANCE AND SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF THE BONDS; PROVIDING FOR THE PRINCIPAL AMOUNT OF, MATURITY OF, AND RATE OF INTEREST ON, SUCH BONDS; AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFERING DOCUMENT AND FINAL OFFERING DOCUMENT; REQUESTING THE TRUSTEE TO AUTHENTICATE THE BONDS; AUTHORIZING THE IMPRINTING OF CUSIP NUMBERS ON THE BONDS; APPROVING THE APPOINTMENT OF THE TRUSTEE, BOND COUNSEL AND THE UNDERWRITER; AUTHORIZING THE TRUSTEE TO INVEST MONEYS HELD UNDER THE LOAN AND TRUST AGREEMENT; AUTHORIZING INCIDENTAL ACTION; AND REPEALING INCONSISTENT RESOLUTIONS.

WHEREAS, the Philadelphia Authority for Industrial Development (the "Authority") is a body corporate and politic 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 Communities and Economic Development; and

WHEREAS, the Authority, at the request of Worlds of Opportunities II (the "Borrower"), a Pennsylvania nonprofit corporation, intends to issue its Tax-Exempt or Taxable Revenue Bonds (the "Bonds") in one or more series in an aggregate principal amount not to exceed \$30,000,000, the proceeds of which will be used to provide funds to finance and refinance the following project (the "Project") : (1) the acquisition, renovation, and equipping of property including facilities housing a charter school currently serving grades K-6 (which will be expanded to serve grades K-8) located at 5600 & 5628 Chester Ave, Philadelphia, PA 19143; (2) the demolition of an existing structure and the construction and equipping of a new building to be used for school purposes; (3)

the construction of a parking lot; (4) miscellaneous equipment and other capital expenses; (5) the payment of capitalized interest on the Bonds; (6) the funding of a debt service reserve fund for the Bonds; and (7) the payment of the costs of issuing the Bonds; and

WHEREAS, the Borrower will lease the School Facilities to Independence Charter School – West (the “School”) pursuant to one or more Lease Agreements (collectively, the “Lease”) and the School will operate the School Facilities as a public charter school; and

WHEREAS, the Bonds will be issued pursuant to a Loan and Trust Agreement (the “Loan and Trust Agreement”) among the Authority, the Borrower and U.S. Bank National Association, as Trustee (the “Trustee”); and

WHEREAS, pursuant to the Loan and Trust Agreement, the Authority will lend the proceeds of the Bonds to the Borrower to be applied to finance the Project and Borrower will make (or cause the School to make) periodic payments to the Authority in amounts sufficient to pay the Authority’s administrative expenses and to provide funds for payment of the principal of and interest on the Bonds and other moneys due from the Authority to the Trustee; and

WHEREAS, as security for the payment of the Bonds, the Authority will assign to the Trustee its right, title and interest in and to the Loan and Trust Agreement and the trust estate established thereunder; and

WHEREAS, the obligations of Borrower under the Loan and Trust Agreement will be further secured by a mortgage on the School Facilities in favor of the Trustee, and an assignment of the Lease from the Borrower in favor of the Trustee; and

WHEREAS, the Bonds will be sold to BB&T Capital Markets, a division of BB&T Securities, LLC (the “Underwriter”) pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”) among the Authority, the Borrower, the School and the Underwriter; and

WHEREAS, the Authority, the Borrower, the School and the Underwriter will prepare for use by the Underwriter in connection with the offer and sale of the Bonds a preliminary offering memorandum or other offering document (the “Preliminary Offering Document”) and a final offering memorandum or other offering document (the “Offering Document”); 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 Loan and Trust Agreement, the Bond Purchase Agreement, the Preliminary Offering Document, the Offering Document and such other instruments and documents as shall be necessary or appropriate to effect the purposes of this Resolution;

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

Section 1. Approval of the Project. The Authority hereby approves the Project and agrees to undertake the financing and refinancing of the Project using the proceeds of the Bonds; provided however, that such approval shall be subject to and contingent upon the approval of the

issuance of the Bonds and the financing and refinancing of the Project by the Mayor of the City of Philadelphia.

Section 2. Authorizing the Execution and Delivery of the Loan and Trust Agreement and the Bond Purchase Agreement. The Chair or Vice Chair is hereby authorized and directed to execute and deliver and, if necessary, the Secretary or Assistant Secretary is hereby authorized and directed to affix the corporate seal of the Authority to, and attest, the Loan and Trust Agreement and the Bond Purchase Agreement in such forms as counsel to the Authority may recommend and the officer or officers of the Authority executing the same may approve, such approval to be conclusively evidenced by their execution thereof.

Section 3. Issuance of Bonds. The Authority hereby authorizes the issuance of the Bonds in one or more series as tax-exempt or taxable Bonds in the form or forms to be contained in the Loan and Trust Agreement. The Chair or Vice Chair 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, and to attest (by manual or facsimile signature) the Bonds in substantially such form with appropriate changes, insertions and variations. The Chair or Vice Chair is authorized and directed to deliver the Bonds to the Trustee for authentication pursuant to the Loan and Trust Agreement and, when such Bonds have been authenticated, to deliver them to, or upon the order of, the Chair or Vice Chair of the Authority, against receipt of the purchase price therefor and to deposit the amount so received with the Trustee, as provided in the Loan and Trust Agreement.

Section 4. Terms of Bonds. The Bonds shall be issued in such aggregate principal amount, mature on such dates and bear interest at such rates as shall be set forth in the Loan and Trust Agreement on terms acceptable to the Borrower (as evidenced by the Borrower's execution of the Loan and Trust Agreement); provided that the aggregate principal amount of the Bonds (exclusive of any original issue discount) shall not exceed \$30,000,000, the final maturity date thereof shall not be later than 35 years from the date of issuance of the Bonds and the Bonds shall bear interest at an average rate not exceeding 7.0% per annum. The Bonds shall be in the denominations and in registered book-entry only form carrying the exchangeability privileges, be payable in the medium of payment and at such places, be subject to mandatory, optional and extraordinary redemption prior to maturity and be entitled to the priorities in the revenues of the Authority, as provided in the Loan and Trust Agreement.

Section 5. Approval of Offering Document. The distribution to prospective purchasers of the Bonds of a Preliminary Offering Document in a form deemed appropriate by counsel to the Authority is hereby approved. The Chair or Vice Chair or other appropriate officer of the Authority is hereby authorized to execute a final Offering Document to be in substantially the same form as the Preliminary Offering Document, with such changes therein as are necessary or appropriate to reflect the final terms of the Bonds and such other changes from the Preliminary Offering Document as are deemed necessary or appropriate by counsel to the Authority, the authorization of changes to be evidenced by the execution of the Offering Document by the Chair or Vice Chair or other appropriate officer of the Authority. The Authority hereby authorizes and directs the Chair or Vice Chair 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. The distribution of the final Offering Document in connection with the offering for sale of the Bonds is hereby authorized.

Section 6. Authentication of Bonds. The Trustee is hereby requested to authenticate the Bonds and to deliver them to or upon the order of the Chair or Vice Chair or other appropriate officer of the Authority.

Section 7. 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.

Section 8. Investment of Funds. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed and requested to invest and reinvest in accordance with instructions from the Borrower all moneys available therefor pursuant to the Loan and Trust Agreement, which by the terms of the Loan and Trust Agreement may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by the Loan and Trust Agreement, all subject to the terms and limitations contained in the Loan and Trust Agreement.

Section 9. Appointment of the Trustee, Bond Counsel and Underwriter. The Authority hereby approves the appointment of U.S. Bank National Association to act as the Trustee, Ballard Spahr LLP to act as Bond Counsel and BB&T Capital Markets, a division of BB&T Securities, LLC, to act as Underwriter.

Section 10. Incidental Action. The Chair or Vice Chair or other appropriate officers of the Authority are hereby authorized and directed, jointly and severally, to accept and approve completed bond financing application (the “Application”) from the Borrower and submit such Application to the Department of Community and Economic Development of the Commonwealth for final approval and to execute and deliver such other documents, including without limitation any tax certificate or agreement necessary to assure and maintain the tax-exempt status of Bonds issued as tax-exempt Bonds, and to take such other action as may be necessary or appropriate in order to effectuate the financing of the Project, and the execution, delivery and receipt of the Loan and Trust Agreement and the Bond Purchase Agreement and the issuance and sale of the Bonds, all in accordance with the foregoing Sections hereof.

Section 11. Limited Obligation. 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 Loan and Trust Agreement.

Section 12. Repeal. This Resolution shall take effect immediately upon its adoption, and all prior resolutions or parts thereof inconsistent herewith are hereby repealed to the extent of such inconsistencies.

I, the undersigned (Assistant) Secretary of the Philadelphia Authority for Industrial Development hereby certify that the foregoing is the text of a resolution adopted by said Authority at a meeting held on August 20, 2019 after the giving of the required public notice and at which a quorum was present.

[SEAL]

(Assistant) Secretary