

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

September 21, 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, September 21, 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:

Ilene Burak, Esq., Senior Vice President and General Counsel
Nicole I. Krippel, Director, Tax Exempt Financing
Cassie Gardner, Executive Assistant to the President

Upon a motion duly made and seconded the Minutes of the meeting held on September 9, 2021 were unanimously approved.

Chair Smalls requested approval of the following Resolutions:

- I. A Resolution authorizing PAID to enter into a lease with C. Abbonizio Contractors Inc. for 208 rentable square feet in 4605 South Broad Street, Philadelphia, PA 19112, known as Quarters M-3, Suite 240 for \$1,300.00 per month for a 6-month term.

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 an Option Agreement for a 2.89-acre parcel located at 2639 S. 58th Street in the Lower Schuylkill River to the Philadelphia Housing Authority (PHA) or its nominee or assignee for nominal consideration. The term of this Option Agreement will run to September 30, 2022.

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

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

- III. A Resolution authorizing PAID to convey fee simple title to an approximately 4.9-acre site at 5509 Tacony Street in Bridesburg to the Pennsylvania Department of Transportation (PennDOT), or their assignee or nominee, for consideration of \$2,636,500; and to grant a perpetual drainage easement on a 0.124-acre portion of 5501 Tacony St. for a consideration of \$12,100.

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

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

- IV. A Resolution, in the form attached as Enclosure 1, authorizing PAID to obtain the approvals necessary for the issuance of tax-exempt financing through the Chester County Health and Education Facilities Authority (CCHEFA) on behalf of Simpson House, Inc., Simpson Meadows and Jenner's Pond, Inc. and certain affiliates, in an amount not to exceed \$ 69,500,000 for all facilities cumulatively.

The proceeds of the proposed financing will be used to finance the (i) refunding of Chester County Health and Education Facilities Authority's Series 2015B Bonds (ii) miscellaneous capital improvements and equipment acquisition for each above aforementioned facility (iii) the funding of a debt service reserve fund, (iv) the funding of capitalized interest on a portion of the bonds 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 Simpson House, Inc., Simpson Meadows and Jenner's Pond, Inc and CCHEFA 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

AGREEING TO ASSIST IN THE FINANCING BY THE CHESTER COUNTY HEALTH AND EDUCATION FACILITIES AUTHORITY OF A PROJECT ON BEHALF OF SIMPSON HOUSE, INC. AND CERTAIN AFFILIATES; AND THE TAKING OF NECESSARY OR DESIRABLE RELATED ACTION IN CONNECTION THEREWITH

WHEREAS, Simpson House, Inc. ("SHI"), is a Pennsylvania nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), with facilities located in the City of Philadelphia, Pennsylvania (the "City"); and

WHEREAS, on December 23, 2015, the Chester County Health and Education Facilities Authority issued \$33,045,000 aggregate principal amount of its Revenue Bonds (Simpson Senior Services Project), Series 2015B (the "Series 2015B Bonds"), a portion of the proceeds of which were used to refund certain prior obligations which financed or refinanced projects of SHI located in the City and to finance certain capital improvements at SHI; and

WHEREAS, SHI has requested that the Chester County Health and Education Facilities Authority (the "Chester County Authority") provide financial assistance by issuing its revenue bonds (the "Bonds") to finance a project (the "Project") on behalf of SHI and certain of its affiliates as further described in the TEFRA Notice attached hereto as Exhibit A which includes, among other things, the refunding of the Series 2015B Bonds and the financing of certain capital improvements at SHI; and

WHEREAS, the Chester County Authority desires the assistance of the Philadelphia Authority for Industrial Development ("PAID") in the financing of the Project and the issuance of the Bonds; and

WHEREAS, in connection with the financing of the Project by the Chester County Authority, it is necessary for PAID to cooperate with appropriate officials of The City of Philadelphia, Pennsylvania, to provide notice of a public hearing for the purpose of securing the necessary public approval and host approval required under Section 147(f) of the Code; and

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

1. PAID hereby agrees to assist the Chester County Authority in the financing of the Project, and the issuance of the Bonds.
2. The appropriate officers of PAID are hereby authorized and directed to take such action as may be necessary or desirable to do and perform for or on behalf of PAID to assist the Chester County Authority in connection with the Project including, without limitation, providing notice of a public hearing with respect to the Project and the issuance of the Bonds by the Chester County Authority, in the form attached hereto as Exhibit A, and to report thereon to the Mayor of the City of Philadelphia, all as required by Section 147 of the Code.
3. All costs of the Project, including fees and expenses of PAID, shall be paid by SHI from the proceeds of the Bonds or otherwise from its available funds, and PAID shall have no responsibility therefor.
4. This Resolution shall take effect immediately upon adoption.

Adopted this 21st day of September, 2021.

I, the (Assistant) Secretary of Philadelphia Authority for Industrial Development, do hereby certify that the foregoing is a true, correct and complete copy of a resolution adopted by the Authority at a meeting held on September 21, 2021, notice of which was given in accordance with the requirements of law and the by-laws of the Authority and at which a quorum of the Authority was present and acted throughout; and that such resolution has not be altered or amended and remains in full force and effect.

PHILADELPHIA AUTHORITY FOR INDUSTRIAL
DEVELOPMENT

By: _____
Name: Samuel V. Rhoads
Title: (Assistant) Secretary

Exhibit A

TEFRA Notice

NOTICE OF PUBLIC HEARING

Notice is hereby given of a Public Hearing by the Chester County Health and Education Facilities Authority (the "Authority"), on behalf of itself, Chester County, Pennsylvania (the "County") and The City of Philadelphia, Pennsylvania (the "City"), to be held on October 5, 2021 at 12:00 p.m. prevailing time in the offices of Lamb McErlane PC, 24 East Market Street, West Chester, Pennsylvania 19382. Such hearing will be conducted for the purpose of receiving public comment with respect to the proposed issuance by the Authority of tax-exempt revenue bonds (the "Bonds") to finance and/or refinance projects in the County and the City on behalf of the companies of which Simpson (as defined below) is the sole member as follows:

- A. Significant True Beneficial Party of Interest:** Simpson Senior Services ("Simpson"), a Pennsylvania nonprofit corporation and an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), is the sole member of the Pennsylvania nonprofit corporations that own and operate the respective nonprofit, continuing care retirement communities related to the Projects (defined below).

- B. Description of Projects:** The Projects consist of the issuance of qualified 501(c)(3) bonds as defined in Section 145 of the Internal Revenue Code of 1986, as amended, to finance and refinance: (i) independent living, assisted living, personal care and skilled nursing care facilities; (ii) similar long and short term residential and healthcare facilities; (iii) a deposit to a debt service reserve fund for the Bonds; and (iv) costs of issuance of the Bonds (collectively, the "Projects") at the following locations.

- C. Maximum Stated Principal Amount of the Bonds by Project Location:**
 - \$19,500,000 at Simpson House located at 2101 Belmont Avenue, Philadelphia, Pennsylvania.
 - \$15,000,000 at Simpson Meadows located at 101 Plaza Drive, Downingtown, Pennsylvania.
 - \$35,000,000 at Jenner's Pond located at 2000 Greenbriar Lane, West Grove, Pennsylvania.

This notice is published and the public hearing is being held by the Authority as the issuer of the Bonds and on behalf of the County and the City, as required by section 147(f) of the Code and regulations promulgated thereunder.

Additional information concerning the above may be obtained from, and any written comments should be addressed to the Authority c/o its counsel Lamb McErlane PC, 24 East Market Street, West Chester, Pennsylvania 19382, Attention: James E. McErlane/Helen H. Mountain (telephone: (610) 430-8000). In accordance with the Americans with Disabilities Act of 1990, the needs of persons requesting special accommodations (hearing or visually impaired) shall be met if the Authority's counsel is notified at least 48 hours prior to the public hearing as provided above in this paragraph.

CHESTER COUNTY HEALTH AND EDUCATION FACILITIES AUTHORITY