

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

**MARCH 24, 2015**

Evelyn Smalls, Treasurer, presided at the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development on Tuesday, March 24, 2015, at 5:05 p.m. in PIDC's Board Room, 26th floor, Centre Square West, 1500 Market Street, Philadelphia, PA.

Members attending:

David L. Hyman, Esquire – by phone  
Harold Yaffe, DDS

Attending from the PIDC staff:

John Grady	President, PIDC
Samuel Rhoads	Executive Vice President
Anthony Simonetta	Senior Vice President
Meg Clark	Assistant Secretary
Mary Corcoran	Assistant Secretary

Upon motion made by Dr. Yaffe and seconded by Mr. Hyman, the Minutes of the Meeting of the PAID Board held on February 24, 2015 were approved.

Mr. Grady requested approval of the following Resolutions:

1. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to submit a Redevelopment Assistance Capital Program (RACP) Grant Application to the Commonwealth of Pennsylvania's Office of the Budget for an amount not to exceed \$2,500,000; and to enter into a Grant Agreement with the Office of the Budget on behalf of the grant recipient; and to enter into a Sub-grant Agreement with Penrose – Equal Justice Center or its nominee or assignee.

Upon motion made by Dr. Yaffe and seconded by Mr. Hyman, the Members unanimously approved the above Resolution.

2. A Resolution authorizing the issuance of one or more series of revenue bonds (the "Bonds") through the Philadelphia Authority for Industrial Development ("PAID" or the "Authority") in the form attached hereto as Enclosure 1, in an amount not to exceed \$62,000,000, on behalf of Greater Philadelphia Health Action, Inc. ("GPHA" or the "Borrower"). The proceeds of the bonds will finance

the (i) acquisition and construction of the "Carl Moore Health Center," an approximately 60,000 square foot medical center located at 1401 South 31st Street; (ii) relocation of the existing administration offices, located at 432 N. 6<sup>th</sup> Street, to the Carl Moore Health Center; (iii) relocation of the Chinatown Medical Center to the existing administration building; (iv) extension or replacement of a \$5 million line of credit with Santander Bank; (v) current refunding of the Authority's Variable Rate Healthcare Revenue Bonds (Greater Philadelphia Health Action Project) Series 2008; (vi) refunding of a Bank of America, N.A. term loan; (vii) payment of a swap termination penalty in connection with the 2008 Bonds; (viii) funding of certain reserves, if necessary, and capitalized interest, if so determined; and (ix) 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 the Authority.

Upon motion made by Dr. Yaffe and seconded by Mr. Hyman, the Members unanimously approved the above Resolution.

There being no further business, the Meeting was adjourned.

**PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT**

**BOND RESOLUTION**

APPROVING THE PROJECT; AUTHORIZING THE ISSUANCE OF UP TO \$62,000,000 AGGREGATE PRINCIPAL AMOUNT OF THE AUTHORITY'S HEALTHCARE REVENUE BONDS; AUTHORIZING THE REDEMPTION OF ALL OF THE AUTHORITY'S VARIABLE RATE HEALTHCARE REVENUE BONDS (GREATER PHILADELPHIA HEALTH ACTION PROJECT), SERIES OF 2008; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, LOAN AGREEMENT, CONTINUING DISCLOSURE AGREEMENT AND PURCHASE CONTRACT; AUTHORIZING THE EXECUTION AND DELIVERY OF THE BONDS, IN ONE OR MORE SERIES; PROVIDING FOR THE PRINCIPAL AMOUNTS OF, REDEMPTION AND MATURITIES OF, AND RATES OF INTEREST ON, SUCH BONDS; AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; REQUESTING THE TRUSTEE TO AUTHENTICATE THE BONDS; AUTHORIZING THE IMPRINTING OF CUSIP NUMBERS ON THE BONDS; AUTHORIZING THE TRUSTEE TO INVEST MONEYS HELD UNDER THE TRUST INDENTURE; AUTHORIZING FURTHER ACTION; AND REPEALING INCONSISTENT RESOLUTIONS.

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"), established to promote the health, safety, morals and general welfare of the people of the Commonwealth for the public purposes of alleviating unemployment, maintaining employment at a high level, eliminating and preventing blight, and creating and developing business opportunities by the construction, improvement, rehabilitation, revitalization and financing of industrial, commercial, and other economic activities; and

WHEREAS, the Authority has heretofore issued on behalf of Greater Philadelphia Health Action, Inc. (the "Borrower") its Variable Rate Healthcare Revenue Bonds (Greater Philadelphia Health Action Project), Series of 2008 (the "2008 Bonds"); and

WHEREAS, the Authority, at the request of the Borrower, proposes to undertake a project (the "Project") consisting of any one or more of the following components: (i) the current refunding of all or a portion of the 2008 Bonds; (ii) the refunding of a Term Loan Note of the Borrower in favor of Bank of America, N.A.; (iii) the extension or replacement of a \$5 million line of credit of the Borrower with Santander Bank or another financing source; (iv) the acquisition of land and an existing building and the renovation and retrofit of the building to construct an approximately 60,000 sq. ft. medical center to-be-called the "Carl Moore Health

Center” (the “Center”) which will replace Borrower’s existing Wilson Health Center, at which Borrower will lease approximately 13,000 sq. ft. of space to third party-tenants; (v) the relocation of the existing administration offices of the Borrower to the new Center; (vi) the relocation of the Chinatown Medical Center to the existing administration building; (vii) the termination of the ISDA Master Agreement between the Borrower and Bank of America, N.A., and the payment of a swap termination penalty in connection therewith; (viii) the funding of certain reserves, if necessary, and capitalized interest, if so determined; and (ix) the payment of the costs and expenses of the proposed financing; and

WHEREAS, at the request of the Borrower, the Authority proposes to issue one or more series of taxable and tax-exempt Healthcare Revenue Bonds, Series 2015, in an aggregate principal amount not to exceed \$62,000,000 (the “Bonds”); and

WHEREAS, the Bonds will be issued and secured under a Trust Indenture (the “Indenture”), between the Authority and Wells Fargo Bank, N.A. (the “Trustee”); and

WHEREAS, the proceeds of the Bonds are expected to be loaned to the Borrower under a Loan Agreement between the Authority and the Borrower (the “Loan Agreement”), which will obligate the Borrower to make payments at the times and in the amounts sufficient to meet the debt service requirements of the Bonds, and is expected to contain a pledge of certain revenues and other collateral of the Borrower, as set forth in the Loan Agreement; and

WHEREAS, in order to secure its obligations to the Authority under the Loan Agreement, the Borrower is expected to grant to the Authority or to the Trustee a mortgage or mortgages on certain of its real property (such mortgage or mortgages are collectively referred to herein as the “Mortgage”); and

WHEREAS, in connection with the offering and sale of the Bonds, there will be prepared one or more Official Statements and/or other offering documents, in preliminary, if necessary, and final form (the “Preliminary Official Statement” and “Official Statement”, respectively) describing the Authority, the Borrower, the Bonds, the Project and other matters relating to the financing; and

WHEREAS, Sterne, Agee & Leach, Inc., or its successor (the “Underwriter”) has been engaged as the underwriter for the Bonds and will present a firm proposal for the purchase of all of the Bonds pursuant to a bond purchase contract among the Underwriter, the Authority and the Borrower (“Purchase Contract”); and

WHEREAS, the Authority, the Borrower and the Trustee, and/or certain other parties, may enter into a Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) in order to help the Underwriter satisfy its obligations under Securities and Exchange Commission Rule 15c2-12.

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

Section 1. Approval of the Project. The Authority hereby approves the Project and the issuance of the Bonds (subject to the further provisions hereof) to provide funds for the Project. Without limiting the generality of the foregoing, the Authority hereby approves, and authorizes the taking of all necessary action in connection with the Project.

Section 2. Approval of Indenture, Loan Agreement, Continuing Disclosure Agreement, Mortgage, Purchase Contract and Other Documents. The Indenture, Loan Agreement, Continuing Disclosure Agreement, Mortgage and Purchase Contract 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 (or any designee of either such officer). The Authority also authorizes any other documents necessary in connection with the issuance of the Bonds and the execution of the Purchase Contract, including, but not limited to, an escrow agreement relating to the 2008 Bonds, if necessary. The Chairman or Vice Chairman (or any designee of either such officer) is hereby authorized and directed to execute and deliver, and (where appropriate) the Secretary or Assistant Secretary (or any designee of either such officer) 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.

Section 3. Issuance of Bonds. The Authority hereby authorizes the issuance of the Bonds. The Chairman or Vice Chairman of the Authority (or any designee of either such officer) is hereby authorized to execute (by manual or facsimile signature) and deliver, and the Secretary or Assistant Secretary of the Authority (or any designee of either such officer) is hereby authorized to affix (manually or by facsimile) the corporate seal of the Authority to the Bonds. The Chairman or Vice Chairman (or any designee of either such officer) is authorized and directed to deliver the Bonds issued pursuant to the Indenture to the Trustee for authentication under the Indenture, and, when such Bonds have been authenticated, to deliver them or cause them to be delivered to The Depository Trust Company, New York, New York ("DTC"), on behalf of the Underwriter, against receipt of the purchase price therefor.

Section 4. Redemption of 2008 Bonds. The Authority hereby authorizes the redemption on the earliest practicable redemption date on or after the date of issuance of the Bonds of all or a portion of the outstanding principal amount of the 2008 Bonds, and the authorized officers of the Authority are hereby authorized and directed to take all necessary steps to effect such redemption, all as directed by the Borrower.

Section 5. Terms of Bonds. The Bonds shall be issued in such aggregate principal amounts, mature on such dates and bear interest at such rates and be payable on such dates as shall be set forth in the Purchase Contract and approved by the Borrower (as evidenced by the Borrower's execution of the Purchase Contract); provided that the aggregate principal amount of the Bonds shall not exceed \$62,000,000 and the final maturity date shall not be later than July 1, 2055. The Bonds shall be in the denominations and in such form carrying such exchangeability privileges, be payable in the medium of payment and at such places, be subject to mandatory, optional, special and extraordinary redemption prior to maturity and be entitled to the priorities in the revenues of the Authority as provided in the Indenture. The Bonds will be sold to the Underwriter pursuant to the terms of the Purchase Contract.

Section 6. Authentication of Bonds. The Trustee is hereby requested to authenticate the Bonds issued pursuant to the Indenture and to deliver them to or upon the order of the Chairman or any Vice Chairman 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. Appointments of Underwriter and Bond Counsel. The appointments of Sterne, Agee & Leach, Inc., or its successor as the Underwriter and Saul Ewing LLP as bond counsel are hereby confirmed.

Section 9. 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 Indenture, which by the terms of such Indenture may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by such Indenture, all subject to the terms and limitations contained in such Indenture.

Section 10. Approval of Official Statement. The distribution by the Underwriter to prospective purchasers of the Bonds of the Preliminary Official Statement is hereby approved. The Chairman or Vice Chairman or other appropriate officer of the Authority is hereby authorized to execute a final Official Statement to be in substantially the same form as the Preliminary Official Statement, with such changes therein as are necessary or appropriate to reflect the final terms of the Bonds described therein and such other changes from the Preliminary Official Statement as are deemed necessary or appropriate by counsel to the Authority, the authorization of changes to be evidenced by the execution of the Official Statement by the Chairman or Vice Chairman or other appropriate officer of the Authority. The distribution of the final Official Statement in connection with the offering for sale of the Bonds described therein is hereby authorized.

Section 11. Further Action. The Chairman, Vice Chairman, Secretary and Assistant Secretary of the Authority (and any designees of any such officers) are hereby authorized and directed to execute and deliver such other documents and to take such other action as may be necessary or appropriate to effectuate the financing of the Project and the execution, delivery and receipt of the Indenture, the Loan Agreement, the Mortgage, the Continuing Disclosure Agreement, the Purchase Contract, any other documents prepared in connection with the purchase of the Bonds and the issuance and sale of the Bonds, all in accordance with the foregoing Sections hereof.

Section 12. Nature of Authority's Obligations. All covenants, obligations and agreements of the Authority set forth in this 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 Resolution shall be personally liable thereunder or be subject to any personal liability or accountability by reason of the execution and delivery thereof.

Section 13. Notwithstanding any other provision of this Resolution, the Bonds, when and if issued, shall not be deemed an obligation of the City and County of Philadelphia, the Commonwealth of Pennsylvania or any other political subdivision thereof, and shall be payable solely from the payments made by or on behalf of the Borrower. 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.

Section 14. 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.

Adopted: March 24, 2015

I, the undersigned (Assistant) Secretary of Philadelphia Authority for Industrial Development, hereby certify that the foregoing is the text of a resolution adopted by said Authority at a regular meeting held on March 24, 2015, after the giving of the required public notice and at which a quorum was present.

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(Assistant) Secretary