

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

NOVEMBER 10, 2015

Thomas A.K. Queenan, Vice Chairman, presided by phone at the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development on Tuesday, November 10th, 2015 at 5:00 p.m. in PIDC's Board Room, 26th floor, Centre Square West, 1500 Market Street, Philadelphia, PA.

Members attending:

David L. Hyman, Esquire
Evelyn Smalls

Attending from the PIDC staff:

John Grady	President, PIDC
Ilene Burak, Esquire	Senior Vice President/General Counsel
Anthony Simonetta	Senior Vice President
Wanda Speight	Senior Vice President
Meg Clark	Assistant Secretary

Upon motion duly made and seconded, the Minutes of the Meeting of the PAID Board held on October 13th, 2015 were approved.

Mr. Grady requested approval of the following Resolutions:

1. A Resolution (see Enclosure 1) authorizing Philadelphia Authority for Industrial Development's ("PAID" or the "Authority") consent for the issuance of bank qualified notes in one or more series (the "Notes"), in an amount not to exceed \$10,000,000 through the Horsham Industrial and Commercial Development Authority ("HICDA") on behalf of the Borrower. HICDA is a qualified small issuer and eligible issuer of bank-qualified tax-exempt notes. The proceeds of the Notes will be used to finance (i) the current refunding of PAID's \$9,675,000 Tax-Exempt Construction/Permanent Mortgage Note, Series 2008A and \$5,525,000 Tax-Exempt Construction/Permanent Mortgage Note, Series 2008B, (ii) termination of interest rate swaps related to the 2008 notes, (iii) the purchase of Building 215 at 5301 Tacony Street, (iv) various capital improvements including, but not limited to, a gymnasium, additional classrooms and athletic fields, 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 School upon such terms and conditions as they deem to be in the best interests of the Authority.

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

2. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to enter into a lease with T. Parker Host or its nominee or assignee for 2,225 square feet of space in Building 101 located in The Navy Yard's Historic Core section. The lease will have a term of five years and three months with one five-year renewal. Annual rent is on a triple net basis with the tenant paying for its portion of all building operating expenses and the Navy Yard Common Area Maintenance Charges (CAM) in addition to Base Rent. Base Rent commences at \$25.00 per square foot with increases of 3 percent every year thereafter but provides three months of free rent in lieu of providing any tenant improvements. 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 the Authority.

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

There being no further business, the Meeting was adjourned.

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

APPROVING THE FINANCING BY THE HORSHAM INDUSTRIAL AND COMMERCIAL DEVELOPMENT AUTHORITY OF A PROJECT ON BEHALF OF FRANKLIN TOWNE CHARTER HIGH SCHOOL

WHEREAS, the Philadelphia Authority for Industrial Development (“**PAID**”) is a public instrumentality of the Commonwealth of Pennsylvania and a public body corporate and politic organized and existing under the Pennsylvania Economic Development Financing Law, being the Act of August 23, 1967, P.L. 251, as amended (the “**Act**”), for the purposes of alleviating unemployment, maintaining employment at a high level, providing financing for Section 501(c)(3) facilities, facilities and services for persons requiring special care and other basic service and facilities conducive to economic activity within the Commonwealth of Pennsylvania; and

WHEREAS, Franklin Towne Charter High School (the “**Project Applicant**”) is a Pennsylvania not-for-profit corporation and an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

WHEREAS, the Project Applicant has requested assistance from the Horsham Industrial and Commercial Development Authority (the “**Issuing Authority**”) in connection with the application of the Project Applicant for the financing of a project (the “**Project**”) consisting of: (i) the current refunding of PAID’s (a) \$9,675,000 Tax-Exempt Construction/Permanent Mortgage Note Series 2008A; and (b) \$5,525,000 Tax-Exempt Construction/Permanent Mortgage Note Series 2008B (sometimes collectively referred to herein as the “**2008 Notes**”); (ii) payment of the costs of terminating qualified hedges relating to the 2008 Notes, (iii) financing the costs of (a) the purchase of a building known as Building 215 at 5301 Tacony Street, Philadelphia, Pennsylvania (the “**Acquired Premises**”), (b) the construction of improvements to the facilities upon the Acquired Premises including, but not limited to, a gymnasium, additional classrooms and athletic fields, and (c) related facility evaluation costs, engineering costs, environmental assessment costs, surveying costs, architectural costs, legal fees and costs, demolition costs, feasibility studies, construction expenditures, renovation costs, furniture, fixture and equipment expenditures and related expenses, including the funding of required reserves, cost of issuance and such other costs as the Project Applicant deems appropriate in connection therewith, (iv) the payment of certain of the costs of issuance of the Authority Notes (as defined below) for the Project; (v) the funding of capitalized interest upon the Authority Notes, if required; and (vi) other proper and lawful purposes; and

WHEREAS, the Issuing Authority desires to issue one or more of its bank qualified tax-exempt revenue notes (the “**Authority Notes**”) and to approve and undertake the Project with the consent and approval of PAID; and

WHEREAS, in connection with the financing by the Issuing Authority of the Project, PAID will be required to cooperate with appropriate officials of the City of Philadelphia to conduct a public hearing for the purpose of securing the necessary public approval required under Section 147(f) of the Code, as amended; and

NOW, THEREFORE, BE IT RESOLVED, by PAID as follows:

1. PAID hereby consents and approves the financing of the Project by the Issuing Authority as described herein and as described in the financing application of the Issuing Authority prepared under the Pennsylvania Economic Development Financing Law, a copy of which has been provided to PAID.

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 Issuing Authority in connection with the Project including, without limitation conducting a public hearing, with respect to the Project and the issuance of the Authority Notes by the Issuing Authority 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 the Project Applicant from the proceeds of the financing or otherwise from its available funds, and PAID shall have no responsibility therefor.

4. The Issuing Authority reasonably anticipates that it, and any other entities issuing debt on its behalf will not issue, in the aggregate, more than \$10,000,000 of tax-exempt obligations during calendar year 2015.

5. This Resolution shall take effect immediately upon adoption.

Adopted this 10th day of November, 2015.

I, the 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 November 10, 2015, 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 been amended, modified or repealed.

Secretary