

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

JUNE 16, 2015

Thomas A.K. Queenan, Chairman, presided at the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development on Tuesday, June 16, 2015, at 5:00 p.m. in PIDC's Board Room, 26th floor, Centre Square West, 1500 Market Street, Philadelphia, PA.

Members attending:

Leslie Anne Miller, Esquire
Evelyn Smalls
David L. Hyman, Esquire
Harold Yaffe, DDS

Attending from the PIDC staff:

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

Upon motion made by Mr. Hyman and seconded by Ms. Miller, the Minutes of the Meeting of the PAID Board held on June 2, 2015 were approved.

Mr. Grady requested approval of the following Resolutions:

1. A Resolution authorizing the Philadelphia Authority for Industrial Development ("PAID") to execute and deliver a Guarantee Agreement in favor of Philadelphia 2016 Host Committee (the "Host Committee") in an amount up to the sum of \$15,000,000 plus accrued and unpaid interest thereon, a PAID Services Contract with the City of Philadelphia, a Reimbursement Agreement with the Host Committee, and any other agreements and documents as may be reasonably necessary to provide a financial guarantee of the obligations of the Host Committee in hosting the Democratic National Convention in the year 2016.

Upon motion duly made by Ms. Miller and seconded by Mr. Hyman, the Members unanimously approved the above Resolution.

2. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to adopt PennDOT's modified consultant

selection procedures, as attached (see Enclosure 1), to select a consultant for construction inspection services for specific use on the Langley Avenue Project.

Upon motion duly made by Ms. Smalls and seconded by Mr. Hyman, the Members unanimously approved the above Resolution.

3. A Resolution authorizing Philadelphia Authority for Industrial Development's ("PAID" or the "Authority") consent for the issuance of bank qualified bonds, in an amount not to exceed \$7,000,000 through the Bangor Area Commercial and Industrial Development Authority ("BACIDA"), on behalf of NorthEast Treatment Centers, Inc. (the "Borrower" or "NET") in the form attached hereto as Enclosure 2. BACIDA is a qualified small issuer and eligible issuer of bank-qualified tax-exempt bonds. The proceeds will be used to finance (i) the costs (including the reimbursement and refinancing thereof) of the purchase of two lots with existing buildings located at 7520 and 7550 State Road, in the city of Philadelphia, (ii) the conversion, furnishing and equipping of approximately 26,000 square feet of existing warehouse space located at 7520 State Road into office space, outpatient treatment space for adult drug and alcohol counseling, children's behavioral health counseling, and programs for children with autism, as well as the upgrade of associated utilities; (iii) the demolition of a smaller building located at 7550 State Road, for the construction of a parking lot (iv) the overall rehabilitation and improvement of the space on both lots at 7520 State Road and 7550 State Road; 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 Borrower upon such terms and conditions as they deem to be in the best interests of the Authority.

Upon motion duly made by Dr. Yaffe and seconded by Ms. Miller, the Members unanimously approved the above Resolution.

4. 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 3, in an amount not to exceed \$8,000,000, on behalf of The University of the Arts (the "University" or "Borrower"). The proceeds of the bonds will be used to finance (i) the refunding of an outstanding bank loan (ii) additional capital projects, renovations, and repairs of the University's facilities and (iii) 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.

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

There being no further business, the Meeting was adjourned.

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

APPROVING THE FINANCING BY THE BANGOR AREA COMMERCIAL AND INDUSTRIAL
DEVELOPMENT AUTHORITY OF A CAPITAL PROJECT ON BEHALF OF NORTHEAST
TREATMENT CENTERS, INC.

WHEREAS, NorthEast Treatment Centers, Inc. (the "Borrower"), a Pennsylvania nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), was formed for the purposes of providing comprehensive behavioral healthcare services and supportive social services to adults, adolescents, children, and their families; and

WHEREAS, the Borrower has requested that the Bangor Area Commercial and Industrial Development Authority ("BACIDA") provide financial assistance by undertaking a program (the "Capital Project") consisting of financing the costs (including the reimbursement and refinancing thereof) of the purchase of two lots with existing buildings located at 7520 State Road and 7550 State Road in the city of Philadelphia, Pennsylvania, the conversion of approximately 26,000 square feet of existing warehouse space into office space, and outpatient treatment space for adult drug and alcohol counseling, children's behavioral health counseling, and programs for children with autism, the demolition of a second building, the construction of a parking lot, the furnishing and equipping of the building, and the overall rehabilitation and improvement of the space, and has requested that BACIDA issue up to \$7,000,000 of its bank-qualified tax-exempt Revenue Bonds (the "2015 Bonds") to fund the costs of the Capital Project, including the costs of issuance of the 2015 Bonds; and

WHEREAS, BACIDA has approved a resolution determining that the Capital Project will promote the general health, employment, and welfare of the people of the Bangor area as it improves the ability of the Borrower to better administer and manage its facilities in that area; and

WHEREAS, BACIDA has approved the Capital Project and desires to undertake the financing of the Capital Project with the consent and approval of PAID; and

WHEREAS, in connection with the financing by BACIDA of the Capital Project, PAID will be required to conduct a public hearing and to cooperate with appropriate officials of the City of Philadelphia for the purpose of securing the necessary public 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 consents and approves the financing of the Capital Project by BACIDA as described herein and as described in the financing application of BACIDA 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 assist BACIDA in connection with the Capital Project including, without limitation, conducting a public hearing with respect to the Capital Project and the issuance of the

2015 Bonds by BACIDA and to seek the approval of the Mayor of the City of Philadelphia, all as required by Section 147 of the Code.

3. All costs of the Capital Project, including fees and expenses of PAID, shall be paid by the Borrower from the proceeds of the financing or otherwise from its available funds, and PAID shall have no responsibility therefor.

4. BACIDA 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 16th day of June, 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 June 16, 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

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT
PHILADELPHIA COUNTY, PHILADELPHIA

RESOLUTION

Adopted: June 16, 2015

APPROVING THE FORM OF AND AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY OF A FINANCING AGREEMENT; AUTHORIZING THE ISSUANCE OF UP TO \$8,000,000 AGGREGATE PRINCIPAL AMOUNT UNIVERSITY REVENUE BOND (THE UNIVERSITY OF THE ARTS PROJECT), SERIES OF 2015; AUTHORIZING THE UNDERTAKING OF A PROJECT DESCRIBED HEREIN, AND THE PAYMENT OF BOND ISSUANCE EXPENSES; AUTHORIZING OFFICERS OF THE AUTHORITY TO TAKE RELATED ACTIONS; AND REPEALING INCONSISTENT RESOLUTIONS.

WHEREAS, the Philadelphia Authority for Industrial Development (the “Authority”) is an industrial development authority existing under and governed by the provisions of the Pennsylvania Economic Development Financing Law (formerly the Industrial and Commercial Development Law), Act of 1957, as amended; and

WHEREAS, the Act vests the Authority, inter alia, with power to provide financing and the development and promotion of commercial facilities, including higher education facilities; and

WHEREAS, The University of the Arts is a Pennsylvania nonprofit corporation (the “University”), organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the University has requested the Authority to provide funds for a project consisting of: (a) refunding of a bank loan, the proceeds of which were used to refund certain tax-exempt bonds, which bonds were used to finance the cost of renovation and various capital improvements to the University’s educational facilities located in Philadelphia, Pennsylvania (the

“Facilities”), (b) financing of certain capital improvements, renovations and repairs to the Facilities, and (c) paying bond issuance expenses and related costs and expenses (the “Project”); and

WHEREAS, at the request of the University, the Authority has determined that it is in the best interests of the residents of the City of Philadelphia to participate in the financing of the Project and to issue for such purpose up to \$8,000,000 in aggregate principal amount a university revenue bond to be designated “Philadelphia Authority for Industrial Development University Revenue Bond (The University of the Arts Project), Series of 2015” (the “2015 Bond”); and

WHEREAS, the Authority desires to issue the 2015 Bond under the terms of a Financing Agreement (the “Financing Agreement”), which shall secure the 2015 Bond and provide for the payment of amounts thereunder sufficient to pay the principal, redemption price or purchase price of, and interest on, the 2015 Bond; and

WHEREAS, TD Bank, N. A. (the “Purchaser”), will purchase the 2015 Bond pursuant to the terms and subject to the conditions set forth in the Financing Agreement; and

WHEREAS, certain Board actions are required to be taken by the Authority as a prerequisite to the issuance and sale of the 2015 Bond;

NOW THEREFORE, BE IT RESOLVED, by the Board of the Authority that:

Section 1. Pursuant to the provisions of the Act and subject to the conditions hereinafter set forth, the Authority hereby declares the financing of the Project to be an authorized undertaking of the Authority for the purpose of providing funds for the Project, and

the Authority hereby authorizes the issuance of the 2015 Bond in fully registered form in an aggregate principal amount not to exceed \$8,000,000.

Section 2. The 2015 Bond shall be issued and secured under the terms of the Financing Agreement by certain revenues and monies of the University, which are pledged for the payment of principal or redemption price of, and interest on, the 2015 Bond.

Section 3. The Chairman or Vice-Chairman of the Authority is hereby authorized and directed to execute, acknowledge and deliver, and the Secretary or Assistant Secretary is hereby authorized and directed to affix and attest the corporate seal of the Authority to, the Financing Agreement in such form as shall be approved by such officers executing the same with such changes therein as counsel to the Authority may advise and the officers executing the same may approve, their approval to be conclusively evidenced by their execution of said document. All payments which under the terms of the Financing Agreement are to be made to the Authority (excluding therefrom administrative expenses of the Authority and the Authority's rights to indemnification thereunder), will be assigned, transferred, pledged and set over unto the Purchaser for the purposes and under the provisions of the Financing Agreement.

Section 4. The form of the 2015 Bond in such form as will be contained in the form of the Financing Agreement approved in Section 3 hereof is hereby approved, with appropriate insertions and variations therefrom as are necessary or desirable to conform to the final terms of the 2015 Bond provided in the Financing Agreement. The 2015 Bond shall be executed on behalf of the Authority by the manual or facsimile signatures of the Chairman or Vice-Chairman

of the Authority and shall bear the Authority seal or a facsimile thereof, attested by the Secretary or Assistant Secretary of the Authority. Following such execution, the Chairman or Vice-Chairman is authorized and directed to deliver the 2015 Bond to the Purchaser against receipt of the agreed purchase price plus accrued interest due, if any.

Section 5. The Chairman or Vice-Chairman of the Authority is hereby authorized and directed to execute and deliver the Financing Agreement in such form as approved by such officers executing the same and subject to such changes and modifications therein as counsel may advise and the officers executing the same may approve, the execution thereof to be conclusive evidence of such approval; provided that the aggregate principal amount of the 2015 Bond does not exceed \$8,000,000.

Section 6. The appropriate officers of the Authority are hereby authorized, empowered and directed on behalf of the Authority (a) to execute, acknowledge and deliver and cause the corporate seal of the Authority to be affixed thereto, duly attested by the Secretary or the Assistant Secretary, any and all papers and documents, and to take all such other action not inconsistent with law, as may be necessary or appropriate in order to effectuate the execution and delivery of the agreements and documents approved herein, and any other documents necessary or appropriate in connection therewith, including appropriate financing statements, and (b) to do or cause to be done any and all acts and things necessary and proper for the execution or carrying out of the purposes of this Resolution, the Project, the Financing Agreement, the issuance and delivery of the 2015 Bond, and the transactions contemplated under the foregoing documents.

Section 7. All prior resolutions or parts thereof inconsistent herewith are hereby rescinded, cancelled and annulled.

Section 8. This Resolution shall take effect immediately upon its adoption.

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 June 16, 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.

(Assistant) Secretary

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