

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

**MAY 17, 2016**

Chairman Thomas A.K. Queenan presided at the Meeting of the Members of the Board of Directors of the Philadelphia Authority for Industrial Development held on Tuesday, May 17, 2016 at 5 p.m. in PIDC's offices, 2600 Centre Square West, 1500 Market Street, Philadelphia, PA.

Other Members attending:

David L. Hyman, Esquire  
Leslie Anne Miller  
Evelyn Smalls

Attending from PIDC staff:

John Grady, President  
Sam Rhoads, Executive Vice President  
Ilene Burak, Esquire, Senior Vice President/General Counsel  
Anthony Simonetta, Senior Vice President  
Wanda Speight, Senior Vice President  
Cassie Gardner, Executive Assistant to the President

Upon a motion duly made and seconded the Minutes of the meeting held on May 3, 2016 were unanimously approved.

Mr. Grady requested approval of the following Resolutions:

1. A Resolution, in the form attached as Enclosure 1, authorizing the Philadelphia Authority for Industrial Development's ("PAID" or the "Authority") consent for the issuance of bank qualified bonds in one or more series (the "Bonds"), in an amount not to exceed \$3,800,000 through the West Norriton Township Industrial Development Authority ("WNTIDA") on behalf of the Pennsylvania Ballet Association (the "Borrower"). WNTIDA is a qualified small issuer and eligible issuer of bank-qualified tax-exempt notes.

The proceeds of the Bonds will be used by the Borrower to (i) refinance a taxable bank loan the proceeds of which were used for the acquisition of the facilities at 323 N. Broad Street, 329-331 N. Broad Street, and 1315-1347 Wood Street, in the City of Philadelphia (ii) pay costs of issuance and (iii) other appropriate and lawful purposes.

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

2. A Resolution authorizing the Philadelphia Authority for Industrial Development (PAID) to enter into a master lease with Girard Estates Leasehold, and a sublease with The City of Philadelphia, acting by and through its Department of Public Property, for an approximately 179,295 square foot space located at 1101 Market Street(the Premises). The term of the lease is fifteen (15) years. The rent will be \$12.50 psf, triple net, with annual increases of \$.45 per square foot. The lease will also include approximately 1,150 square feet of storage at \$10 psf with 3% annual increases.

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 items presented to the Board, the meeting was adjourned.

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

RESOLUTION

APPROVING THE FINANCING BY THE WEST NORRITON TOWNSHIP  
INDUSTRIAL DEVELOPMENT AUTHORITY OF A PROJECT ON BEHALF OF  
THE PENNSYLVANIA BALLET ASSOCIATION

WHEREAS, the Philadelphia Authority for the Industrial Development (“PAID” or the “Authority”) is organized under the Pennsylvania Economic Development Financing Law (the “Act”) and is empowered under the Act to acquire, by purchase or otherwise, any lands or interest therein or other property which it may determine is reasonably necessary for any project (as defined in the Act) and to enter into contracts with respect to the financing for any project (as defined in the Act); and

WHEREAS, The Pennsylvania Ballet Association (the “Borrower”), 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”), formed for the purpose of engaging in charitable and education activities; and

WHEREAS, the Borrower has requested the West Norriton Township Industrial Development Authority (“WNTIDA”) to issue up to Three Million Eight Hundred Thousand Dollars (\$3,800,000.00) in indebtedness to fund (1) the refinancing of a current outstanding debt to PNC Bank in the amount of \$3,650,000 which was used as follows: (a) \$2,000,000 to purchase 323 N. Broad Street, Philadelphia, PA 329-331 N. Broad Street, Philadelphia, PA and 1315-1347 Wood Street, Philadelphia, PA (the “Project Locations”) and (b) \$1,650,000 line of credit; (2) payment of a portion of the costs of issuance of the indebtedness; and (3) other appropriate and lawful purposes (collectively, the “Project”); and

WHEREAS, WNTIDA desires to issue one or more of its bank qualified tax-exempt bonds (the “Bonds”) and to approve and undertake the Project with the consent and approval of PAID; and

WHEREAS, in connection with the financing by WNTIDA 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; 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 Project by WNTIDA as described herein and as described in the financing application of WNTIDA 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 WNTIDA in connection with the Project including, without limitation, conducting a public hearing with respect to the Project and the issuance of the Bonds by WNTIDA 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 Borrower from the proceeds of the financing or otherwise from its available funds, and PAID shall have no responsibility therefor.

4. WNTIDA 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 2016.

5. This Resolution shall take effect immediately upon adoption.

#### CERTIFICATION

I, the Secretary of the Philadelphia Authority for Industrial Development, do hereby certify that the foregoing is a true, correct and complete copy of the Resolution adopted by the Authority at a meeting on May 17, 2016, 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.

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Secretary