

Meeting of the Board  
**PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY**  
March 10, 2015  
**Room 515 North Office Building**  
Harrisburg, Pennsylvania  
10:39 a.m. Prevailing Time

MINUTES

1. Call to Order, Filing of Proof of Sunshine Notice and of Sending Notice of the Meeting, Roll Call and Announcement of Quorum.
2. Approval of the Minutes of the Meeting of February 5, 2015.
3. Approval of Projects.
  - A. Resolution Authorizing the Undertaking of a Project on Behalf of Ursinus College.
  - B. Resolution Authorizing the Undertaking of a Project on Behalf of Saint Joseph's University.
  - C. Resolution Authorizing the Undertaking of a Project on Behalf of the University of Pennsylvania Health System and its Members.
  - D. Resolution Authorizing the Undertaking of a New Money Project and a Refunding Project on Behalf of University Properties, Inc. at East Stroudsburg University of Pennsylvania.
4. Old Business.
5. New Business.
6. Adjournment.

**1. CALL TO ORDER, FILING OF PROOF OF SUNSHINE NOTICE AND OF SENDING NOTICE OF THE MEETING, ROLL CALL AND ANNOUNCEMENT OF QUORUM.**

With a quorum of the Board being present, the meeting of the Board of the Pennsylvania Higher Educational Facilities Authority was called to order on Tuesday, March 10, 2015 at 10:39 a.m. prevailing time, in Room 515 North Office Building, Harrisburg, Pennsylvania. The proof of the Sunshine advertisement and certification in regard to sending the notice of meeting is attached to these minutes and identified as Appendix "A".

**Board Members Present**

Steven Heuer, (Proxy for Governor Thomas W. Wolf)  
Senator Lloyd K. Smucker  
Lisa Felix, (Proxy for Senator Andrew E. Dinniman)  
Dan Green, (Proxy for Representative Anthony M. DeLuca)  
Jennifer Langan, (Proxy for Executive Deputy State Treasurer Christopher B. Craig)  
Christal Pike-Nase, (Proxy for Auditor General Eugene A. DePasquale)  
Acting Secretary of General Services Curtis M. Topper  
Ernie Helling, (Proxy for Acting Secretary of Education Pedro A. Rivera)

**Board Members Absent**

Speaker Mike Turzai

**Authority Personnel Present**

Robert Baccon, Executive Director  
David Player, Comptroller  
Beverly Nawa, Administrative Officer

**Also Present**

William McCarty, Esquire, Hartman Underhill & Brubaker LLC  
Nichole Duffy, Senior Education Advisor to Republican Leadership, House of Representatives  
Tabitha Hummer, Deputy Chief of Staff for Senator Lloyd Smucker

**Participated Via Conference Call**

Margaret Angel, Esquire, Buchanan Ingersoll & Rooney, PC  
Paul Clancy, Managing Director, RBC Capital Markets, LLC  
Jonathan Ivec, Vice President, Finance & Administration, Ursinus College  
Marc Stein, Esquire, Eckert Seamans Cherin & Mellott, LLC  
William Benzing, Esquire, Eckert Seamans Cherin & Mellott, LLC  
John Smithson, Senior Vice President, Saint Joseph's University  
Joseph Cassidy, Associate Vice President & Controller, Saint Joseph's University  
Barbara Beckman, Esquire, Ballard Spahr LLP  
Thomas Cooper, Assistant Vice President of Finance, University of Pennsylvania  
Health System  
Kevin Cunningham, Esquire, Ballard Spahr LLP  
Ken Long, Vice President Administration & Finance, East Stroudsburg University  
of Pennsylvania  
Chuck Brodbeck, Esquire, Cohen & Grigsby, P.C.  
Maria Carnicella, Esquire, Cohen & Grigsby, P.C.  
Chad Myers, Senior Vice President, Raymond James & Associates, Inc.

## **2. APPROVAL OF THE MINUTES OF THE MEETING OF FEBRUARY 5, 2015.**

A copy of the minutes of the meeting of February 5, 2015, was distributed to the Board Members prior to this meeting. It is therefore recommended that consideration be given to the adoption of the following Resolution:

RESOLVED That the minutes of the PHEFA meeting of February 5, 2015, be and hereby are approved as presented.

Upon **MOTION** by **Ms. Langan**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of March 10, 2015.

## **3. APPROVAL OF PROJECTS.**

### **A. Resolution Authorizing the Undertaking of a Project on Behalf of Ursinus College.**

Mr. Baccon explained that Ursinus College requested that we issue a maximum of \$13,500,000 in Revenue Bonds to finance the advance refunding of all or any portion of the Authority's Ursinus College Revenue Bonds, Series of 2006.

RBC Capital Markets has been selected as the Underwriter and the Bank of New York Mellon Trust Company as the Bond Trustee. At the request of the College, the Office of General Counsel has appointed Eckert Seamans Cherin & Mellott as Bond Counsel for this issue.

The Resolution in your agenda approves all of the actions necessary in connection with the issuance of the 2015 Bonds.

Jonathan Ivec, Vice President, Finance & Administration of the College, Paul Clancy of RBC, Marc Stein and Bill Benzing both of Eckert Seamans are participating by conference call to answer Board Members' questions.

Chairperson Heuer asked if Board Members had any questions or comments about the project, and hearing none, he asked for a motion to approve the Resolution.

**RESOLUTION OF THE  
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY  
AUTHORIZING  
THE UNDERTAKING OF A PROJECT ON BEHALF OF  
URSINUS COLLEGE**

**DOCKET NO. 655**

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

1. The Pennsylvania Higher Educational Facilities Authority (the “Authority”) shall undertake the financing of a project (the “Project”) on behalf of Ursinus College (the “College”) consisting of: (i) the advance refunding of all or any portion of the Authority’s Ursinus College Revenue Bonds, Series of 2006 (the “2006 Bonds”); (ii) funding a debt service reserve fund to the extent required by the Indenture (hereinafter defined); and (iii) paying all or a portion of the costs and expenses of issuing the Bonds (hereinafter defined) and a premium on a municipal bond insurance policy, if necessary; provided, however, that the Executive Director of the Authority, at the request of the College, shall have the power to add, delete or substitute for any component of the Project but only to the extent permitted by The Pennsylvania Higher Educational Facilities Authority Act of 1967, as amended, and the Federal income tax laws from time to time in effect.

2. In order to finance the Project, the Authority will enter into a trust indenture with the Trustee (hereinafter defined) to be dated as of set forth therein or will enter into an amendment or supplement to the existing Trust Indenture, dated as of October 1, 2003, as previously amended (in either form, the “Indenture”), between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), and shall issue up to \$13,500,000 in aggregate principal amount of bonds in one or more series (which may be issued on the same or different dates) to be designated “Pennsylvania Higher Educational Facilities Authority Ursinus College Revenue Bonds, Series of 2015” with year and series designations, as appropriate (the “Bonds”). The Bonds: shall have a term not to exceed 30 years; shall bear interest at a fixed or variable rates acceptable to the College; shall bear interest at tax exempt and/or taxable interest rates, as appropriate, as acceptable to the College; and shall mature in such principal amounts and at such times, and shall be subject to redemption, all as shall be approved by the Executive Director of the Authority in consultation with the College and further provided in the Bond Purchase Agreement (hereinafter defined).

In the event the College requests that the Bonds of any series bear a variable rate of interest rather than a fixed rate of interest, the Executive Director of the Authority is hereby authorized to approve the initial interest rate to be borne by such Bonds and the variable interest rate formula to be used in determining interest due on the Bonds thereafter, and to appoint an indexing agent and/or remarketing agent and to take such other action as may be required in connection with issuing such Bonds bearing interest at a variable interest rate.

The Bonds shall be limited obligations of the Authority, payable only from payments made by the College under the Loan Agreement (hereinafter defined). The Bonds shall be issued in such denominations and form and with such terms as shall be set forth in the Indenture and approved by the Executive Director of the Authority. The execution of the Bonds with the manual or facsimile signature of the President or any Vice President of the Authority together with the official seal or a facsimile of the official seal of the Authority and the attestation thereof by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority is hereby authorized. The Executive Director of the Authority is hereby authorized to deliver the Bonds to the Trustee under the Indenture for authentication, and to execute and deliver instructions to the Trustee to deliver the Bonds when so authenticated, on behalf of the Authority, to or upon the order of the purchaser thereof, against receipt of the purchase price together with any accrued interest, all in accordance with the requirements of the Indenture and/or any supplement thereof.

3. The proceeds from the sale of the Bonds shall be loaned to the College pursuant to the terms of a loan agreement or similar document to be entered into between the Authority and the College dated as set forth therein or pursuant to the terms of an amendment or supplement to the existing Loan and Security Agreement, dated as of October 1, 2003, as previously amended, between the Authority and the College (in either form, the "Loan Agreement"), and shall be applied by the College for and toward the costs of the Project.

4. The President, any Vice President or the Executive Director of the Authority is hereby authorized on behalf of the Authority to negotiate with the underwriter, hereinafter appointed, for an acceptable proposal or proposals (the "Bond Purchase Agreements" and individually a "Bond Purchase Agreement") for the purchase of each series of the Bonds issued hereunder, to enter into one or more Bond Purchase Agreements for such purpose in accordance with the terms of this Resolution and the President, any Vice President, the Secretary or any Assistant Secretary, or the Executive Director of the Authority is hereby authorized to execute and deliver the particular Bond Purchase Agreement on behalf of the Authority and to take such further action as he or she deems necessary or advisable to carry out the obligations of the Authority thereunder.

5. The Authority does hereby authorize the execution and delivery of the following documents relating to the issuance of Bonds of any series authorized hereunder and the financing of the Project: the Indenture; the Loan Agreement (and the assignment thereof by the Authority to the Trustee); any Bond Purchase Agreements; any remarketing agreement and/or indexing agent agreement to be executed in connection with the issuance of the Bonds, if any series of Bonds shall bear interest at a variable rate; and any other document to which the Authority is a party and which is required in connection with the financing of the Project, including, but not limited to, any escrow agreement(s) (containing appropriate provisions for the redemption of all or any portion of the 2006 Bonds, as appropriate, to be redeemed as part of the Project) or intercreditor agreement(s) required in connection with the issuance of the Bonds, all in such form as shall be acceptable to bond counsel, the Attorney General of the Commonwealth, the Office of General Counsel, and Authority counsel and as shall be approved by the Executive Director of the Authority.

6. The President, the Vice President or the Executive Director of the Authority, and each of them is hereby authorized to execute, acknowledge and deliver in the name and on behalf of the Authority, and the Secretary or Assistant Secretary and each of them, is hereby authorized to attest and affix the official seal of the Authority to each of the aforesaid documents. The execution of the aforesaid documents as hereinabove authorized shall be deemed to conclusively evidence the approval of the Authority of said documents.

7. Any preliminary official statement and/or final official statement which may be used in connection with the offer and sale of the Bonds shall be in such form as shall be approved by the Executive Director of the Authority with the advice of bond counsel. The Executive Director is hereby authorized to execute any such preliminary official statement and/or final official statement in the name and on behalf of the Authority, and such execution by the Executive Director of the Authority shall constitute conclusive evidence of the Authority's approval of such documents. The circulation and distribution of copies of any such documents in connection with the offer and sale of the Bonds is hereby authorized.

8. RBC Capital Markets, LLC is hereby appointed and authorized to act as managing underwriter in connection with the issuance of the Bonds. The Bank of New York Mellon Trust Company, N.A., shall be and hereby is authorized to act as Trustee under the Indenture in connection with the issuance of the Bonds. At the request of the College, the Office of General Counsel has appointed Eckert Seamans Cherin & Mellott, LLC, Philadelphia, Pennsylvania as Bond Counsel for this issue.

9. The appropriate officers of the Authority are hereby authorized to take such further action and to execute and deliver in the name and on behalf of the Authority any and all other documents and certificates, in addition to those specified above, as they shall deem necessary or advisable in connection with the issuance of the Bonds and the implementation of this Resolution.

10. Appropriate officers of the Authority, including, but not limited to, the President, the Vice President and/or the Executive Director are (or any Assistant Executive Director), and each of them is, hereby authorized to approve, and to execute and deliver any supplement, amendment or agreement (an "Amendment") providing for any amendment or other change to any trust indenture, loan agreement, bond, instrument or other document executed and delivered with respect to the financing of the Project (collectively, the "Bond Documents") requested by the College and approved by all other necessary parties, provided that: (a) the officer executing the Amendment shall have determined that the Amendment will not adversely affect the Authority, such determination to be conclusively evidenced by such officer's execution of the Amendment; and (b) the Authority shall have received an opinion of counsel in form and substance satisfactory to the Authority that: (i) the Amendment is permitted under the Act and the Bond Documents; and (ii) the Amendment will not adversely affect the excludability from gross income of interest on the Bonds for purposes of federal income taxation.

11. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed and requested to invest and reinvest 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 the Indenture, all subject to the terms and limitations contained in the Indenture.

12. The appropriate officers of the Authority are, and each of them is, hereby authorized to execute and deliver in the name and on behalf of the Authority such other documents and to take such other action as they shall deem necessary in order to effectuate the financing of the Project, the redemption of all or any portion of the 2006 Bonds, as appropriate the execution, delivery and receipt of the Indenture, the Loan Agreement (the assignment thereof by the Authority to the Trustee), any escrow agreement(s), any intercreditor agreement(s) and the Bond Purchase Agreements, the distribution of a preliminary official statement and/or final official statement and the issuance and sale of the Bonds, all in accordance with this Resolution. All actions heretofore taken by officers of the Authority in connection with the Project are hereby ratified and confirmed.

13. 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.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Acting Secretary Topper**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of March 10, 2015.

**EXHIBIT A**

**URSINUS COLLEGE**

<b><u>Docket No.</u></b>	<b><u>County</u></b>	<b><u>Project Description</u></b>	<b><u>Maximum Amount To be Financed</u></b>
655	Montgomery	(i) the advance refunding of all or any portion of the Authority's Ursinus College Revenue Bonds, Series of 2006; (ii) funding a debt service reserve fund to the extent required by the Indenture (hereinafter defined); and (iii) paying all or a portion of the costs and expenses of issuing the Bonds and a premium on a municipal bond insurance policy, if necessary.	\$13,500,000

**Term:** Up to 30 years.

**Rate:** Fixed or variable rate bonds as determined advantageous.

**Underwriter:** RBC Capital Markets, LLC.

**Bond Counsel:** At the request of the College, the Office of General Counsel has appointed Eckert Seamans Cherin & Mellott, LLC as Bond Counsel.

**Trustee:** The Bank of New York Mellon Trust Company, N.A.

**Expected Rating:** "A-" with a stable outlook from Standard & Poor's.

**Minority, Veteran and/or Female participation in this issue:** McElwee & Quinn, a female-owned business, will serve as the financial printer for the transaction.

Approved at the PHEFA Board meeting of March 10, 2015.

### **3. APPROVAL OF PROJECTS (CONTINUED).**

#### **B. Resolution Authorizing the Undertaking of a Project on Behalf of Saint Joseph's University.**

Mr. Baccon explained that Saint Joseph's University requested that we issue a maximum of \$76,000,000 of Revenue Bonds to finance the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series A of 2008, the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series B of 2010 and the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series 2013A.

The Bonds are expected to be issued in two series, one of which is expected to be purchased by U.S. Bank National Association and the other of which is expected to be purchased by TD Bank National Association.

At the request of the University, the Office of General Counsel has appointed Ballard Spahr as Bond Counsel for this issue.

The Resolution in your agenda approves all of the actions necessary in connection with the issuance of the bonds.

Joseph Cassidy, Associate Vice President & Controller of the University, Paul Clancy of RBC and Barbara Beckman of Ballard Spahr are participating by conference call to answer board members' questions.

Chairperson Heuer asked if Board Members had any questions or comments about the project.

Ms. Langan asked how much they expected to save with the refunding.

Mr. Cassidy explained that John Smithson, Senior Vice President was also participating on the conference call. Mr. Cassidy indicated that they expected to save were \$500,000 annually.

Chairperson Heuer asked if Board Members had any other questions or comments about the project, and hearing none, he asked for a motion to approve the Resolution.

**RESOLUTION OF THE  
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY  
AUTHORIZING  
THE UNDERTAKING OF A PROJECT ON BEHALF OF  
SAINT JOSEPH'S UNIVERSITY**

**DOCKET NO. 656**

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

1. The Pennsylvania Higher Educational Facilities Authority (the "Authority") shall undertake a project (the "Project") on behalf of Saint Joseph's University (the "Borrower") generally anticipated to consist of: (i) the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series A of 2008; (i) the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series B of 2010; (i) the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series 2013A; and (ii) the payment of certain costs of issuing the Bonds.

2. In order to finance the Project, the Authority will enter into a one or more Bond Purchase and Loan Agreements or other financing agreements with respect to the Bonds (the "Financing Agreements") among the Authority, the Borrower and U.S. Bank National Association or TD Bank, National Association or such other purchaser as selected by the Borrower and approved by the Executive Director, such approval to be evidenced by his execution of the Financing Agreements (the "Bond Purchasers"), pursuant to which the Authority shall issue revenue bonds to be designated "Pennsylvania Higher Educational Facilities Authority, Saint Joseph's University Revenue Bonds, Series 2015 \_\_\_" with the appropriate alphabetical series designations (the "Bonds") in one or more series in an aggregate principal amount up to \$76,000,000 (exclusive of any original issue discount). Each series of the Bonds shall have a term not to exceed 22 years and shall bear interest at a variable rate to be adjusted as set forth in the applicable Financing Agreement and shall be subject to redemption and purchase, as applicable, all as approved by the Executive Director of the Authority in consultation with the Borrower and further provided in the applicable Financing Agreement.

The Bonds shall be issued in such form and under such terms as shall be set forth in the Financing Agreements used in connection with the issuance of the Bonds and approved by the Executive Director. The execution of the Bonds with the manual or facsimile signature of the President of the Authority or other authorized officer together with a manual or facsimile of the official seal of the Authority and the attestation thereof by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority is hereby authorized. The Executive Director of the Authority is hereby authorized and directed to deliver the Bonds to or upon the order of the Bond Purchasers under the Financing Agreements against receipt of the purchase price together with any accrued interest, all in accordance with the requirements of the Financing Agreements.

3. The proceeds from the sale of the Bonds shall be loaned to the Borrower pursuant to the terms of the Financing Agreements, and shall be applied by the Borrower for and towards the costs of the Project, including the payment of all or a portion of the costs of issuance of the Bonds, including without limitation, printing and reproduction costs, fees and expenses of bond counsel and the Bond Purchasers, rating agency fees, and administrative costs and expenses of the Authority, all upon submission of the proper documentation thereof.

4. The Authority does hereby authorize the execution and delivery of any documents to which the Authority is a party and which are required to be executed and delivered in connection with the financing of the Project and the issuance of the Bonds authorized hereunder, including but not limited to, the Financing Agreements, provided that all such documents shall be in such form as shall be acceptable to Bond Counsel, the Office of General Counsel, the Attorney General of the Commonwealth and Authority Counsel and as shall be approved by the Executive Director of the Authority.

5. The President, any Vice President or the Executive Director of the Authority shall be, and each of them is hereby, authorized and directed to execute, acknowledge and deliver in the name of and on behalf of the Authority, and, if required, the Secretary or Assistant Secretary of the Authority shall be and each of them is hereby authorized and directed to attest and affix the official seal of the Authority to each of the aforesaid documents. The execution of the aforesaid documents as hereinabove authorized shall be deemed to conclusively evidence the approval of the Authority of the forms of said documents.

6. The appropriate officers of the Authority, including the President, the Vice President and the Executive Director (or any Assistant Executive Director) are, and each of them is, hereby authorized to approve, and to execute and deliver any supplement, amendment or agreement (an "Amendment") providing for any amendment or other change to any financing agreement, bond, instrument or other document executed and delivered with respect to the financing of the Project (collectively, the "Bond Documents") requested by the Borrower and approved by all other necessary parties, provided that (a) the officer executing the Amendment shall have determined that the Amendment will not adversely affect the Authority, such determination to be conclusively evidenced by such officer's execution of the Amendment, and (b) the Authority shall have received an opinion of counsel in form and substance satisfactory to the Authority that (i) the Amendment is permitted under the Act and the Bond Documents, and (ii) the Amendment will not adversely affect the excludability from gross income of interest on the Bonds for purposes of federal income taxation.

7. The appropriate officers of the Authority are hereby authorized to take such further action and to execute any and all other documents and certificates, in addition to those specified above, as shall be required in connection with the issuance of the Bonds and the implementation of these resolutions.

Upon **MOTION** by **Acting Secretary Topper**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of March 10, 2015.

**EXHIBIT A**

**SAINT JOSEPH'S UNIVERSITY**

<b><u>Docket No.</u></b>	<b><u>Counties</u></b>	<b><u>Project Description</u></b>	<b><u>Maximum Amount To be Financed</u></b>
656	Philadelphia/ Montgomery	(i) the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series A of 2008; (i) the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series B of 2010; (i) the current refunding of the Authority's Saint Joseph's University Revenue Bonds, Series 2013A; and (ii) the payment of certain costs of issuing the Bonds.	\$76,000,000

**Term:** Not more than 22 years.

**Rate:** Variable Rate.

**Expected Rating:** Not Applicable.

**Bond Purchaser:** U.S. Bank National Association and TD Bank, National Association, or another purchaser or purchasers as determined by the Borrower in consultation with the Executive Director.

**Financial Advisor:** RBC Capital Markets, LLC.

**Bond Counsel:** At the request of the Borrower, the Office of General Counsel has appointed Ballard Spahr LLP as Bond Counsel.

**Minority, Veteran and/or Female participation in this issue:** To be determined by the Borrower in consultation with the Executive Director of the Authority.

Approved at the PHEFA Board meeting of March 10, 2015.

### **3. APPROVAL OF PROJECTS (CONTINUED).**

#### **C. Resolution Authorizing the Undertaking of a New Money Project and a Refunding Project on Behalf of University Properties, Inc. at East Stroudsburg University of Pennsylvania.**

Mr. Baccon explained that University Properties, Inc. at East Stroudsburg University of Pennsylvania requested that we issue a maximum of \$47,000,000 in Revenue Bonds to finance the demolition, construction, equipping and furnishing of student housing facilities containing approximately 490 beds on the main campus of East Stroudsburg University of Pennsylvania.

University Properties is also requesting that we issue a maximum of \$30,000,000 in Revenue Bonds to refund our Refunding Revenue Bonds, Series A of 2006.

Raymond James & Associates has been selected as the Managing Underwriter and at the request of the Corporation, the Office of General Counsel has appointed Cohen & Grigsby as the Bond Counsel for this issue.

The Resolution in your agenda approves all of the actions necessary in connection with the issuance of the Bonds.

Participating by phone to answer questions are Ken Long, Vice President Administration & Finance of the University, Chuck Brodbeck of Cohen & Grigsby and Chad Myers of Raymond James & Associates.

Chairperson Heuer asked if Board Members had any questions or comments about the project.

Ms. Felix asked if this was a private corporation.

Mr. Baccon explained that it was a University related foundation.

Chairperson Heuer asked if Board Members had any other questions or comments about the project, and hearing none, he asked for a motion to approve the Resolution.

**RESOLUTION OF THE  
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY  
AUTHORIZING  
THE UNDERTAKING OF A NEW MONEY PROJECT AND A REFUNDING  
PROJECT ON BEHALF OF  
UNIVERSITY PROPERTIES, INC.  
AT EAST STROUDSBURG UNIVERSITY OF PENNSYLVANIA  
SERIES OF 2015**

**DOCKET NO. 658**

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

1. The Pennsylvania Higher Educational Facilities Authority (the "Authority") shall undertake the financing of

(a) a new money project (the "New Money Project") on behalf of University Properties, Inc. (or a special purpose entity created by or on behalf of University Properties, Inc.) (the "Corporation") consisting of (i) demolishing, constructing, equipping and furnishing student housing facilities containing approximately four hundred ninety (490) beds on the main campus of East Stroudsburg University of Pennsylvania (the "University") of the Pennsylvania State System of Education for the benefit of students of the University, together with site preparation (including demolition of certain existing buildings necessary to permit construction of the student housing facilities), sidewalks, landscaping, and related facilities and improvements; (ii) funding of capitalized interest and any necessary reserves, including the funding of any debt service reserve; (iii) miscellaneous capital expenditures; and (iv) payment of costs of issuing the New Money Bonds (as defined below);

(b) (i) the refunding (the "Refunding Project" and, together with the New Money Project, the "Project") of all or a portion of the Pennsylvania Higher Educational Facilities Authority Refunding Revenue Bonds, Series A of 2006 (University Properties, Inc. Student Housing Project At East Stroudsburg University of Pennsylvania) issued by the Authority on behalf of the Corporation in February 2006 (the "Prior Bonds"), the proceeds of which were used to refinance the costs of: (A) acquisition, demolition, construction, equipping and furnishing of a student housing complex on the main campus of the University consisting of approximately five hundred forty-two (542) beds, and construction, furnishing and equipping of related improvements, (B) payment of capitalized interest on the Prior Bonds during and for up to six months following the scheduled completion of all construction, (C) the funding of a debt service reserve fund with respect to the Prior Bonds, and (D) the payment of a portion of the costs of issuance of the Prior Bonds; and (ii) the payment of costs and expenses incident to the issuance of the Refunding Bonds (as defined below), including, without limitation, the Authority and trustee fees, legal fees and expenses, fees and expenses of consultants, underwriter's discount and original issue

discount; provided, however, that, at the request of the Corporation, the Executive Director of the Authority shall have the power to add, delete or substitute for any component of the Project but only to the extent permitted by The Pennsylvania Higher Educational Facilities Authority Act of 1967, Act No. 318 of the General Assembly of the Commonwealth of Pennsylvania, approved December 16, 1967, as amended (the "Act"), and the Federal income tax laws from time to time in effect.

2. The New Money Project is expected to be financed with the proceeds of two or more series of tax-exempt or taxable bonds or notes (collectively, the "New Money Bonds") issued on behalf of the Corporation by the Authority. Such series of New Money Bonds may consist of one or more of the following: (a) fixed rate bonds sold in the municipal bond market, (b) fixed rate bonds sold in the municipal bond market which are backed by a letter of credit issued by a bank or other financial institution until completion of construction, which letter of credit is replaced by a guaranty issued by the United States Department of Agriculture ("USDA") following completion of construction, (c) variable rate bonds sold to a financial institution, and/or (d) bond anticipation notes bearing a fixed rate of interest for a period extending slightly beyond the construction period, which bond anticipation notes will be refunded upon completion of construction with bonds or notes which will bear a fixed rate of interest for a term of up to 40 years following completion of construction and will be purchased by the USDA. The documents relating to the replacement of the letter of credit with the USDA guaranty and the refunding of the bond anticipation notes with bonds or notes purchased by the USDA will be considered to be part of the Bond Documents (as hereinafter defined) approved hereby.

3. The Refunding Project is expected to be financed with the proceeds of one or more series of tax-exempt or taxable bonds or notes (collectively, the "Refunding Bonds" and, together with the New Money Bonds, the "Bonds") issued on behalf of the Corporation by the Authority. Such series of Refunding Bonds may consist of one or more of the following: (a) fixed rate bonds sold in the municipal bond market, and/or (b) bond anticipation notes bearing a fixed rate of interest for a period extending until approximately August 1, 2016, when the Prior Bonds will be redeemed and the bond anticipation notes will be refunded with bonds or notes which will bear a fixed rate of interest for a term of up to 40 years and will be purchased by the USDA. The documents relating to the bond anticipation notes being replaced with new bond anticipation notes or being refunded with bonds or notes purchased by the USDA will be considered to be part of the Bond Documents (as hereinafter defined) approved hereby.

4. In order to finance the Project, the Authority will enter into one or more trust indentures or supplemental trust indentures (collectively, the "Indenture") with a trustee to be selected by the Executive Director of the Authority in consultation with the Corporation (the "Trustee") and shall issue up to \$77,000,000 in aggregate principal amount of Bonds in one or more series (which may be issued on the same or different dates) to be designated "Pennsylvania Higher Educational Facilities Authority Revenue Bonds, Series of 2015 (University Properties, Inc. Student Housing Project at East Stroudsburg University of Pennsylvania)" (or similar designation) with an appropriate series designation. The Bonds shall have a term not to exceed 40 years and shall bear interest at a fixed or variable rate and

at a tax-exempt and/or taxable rate of interest acceptable to the Corporation, shall mature in such principal amounts and at such times, and shall be subject to redemption, all as approved by the Executive Director in consultation with the Corporation and further provided in the Bond Purchase Agreement (as hereinafter defined).

5. The Bonds shall be limited obligations of the Authority, payable only from payments made by the Corporation under the Loan Agreement (as defined below). The Bonds shall be issued in such denominations and form and with such terms as shall be set forth in the Indenture used in connection with the issuance of the Bonds and approved by the Executive Director of the Authority. The execution of the Bonds with the manual or facsimile signature of the President or any Vice President of the Authority together with the official seal or a facsimile of the official seal of the Authority and the attestation thereof by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority is hereby authorized. The Executive Director of the Authority is hereby authorized to deliver the Bonds to the Trustee under the Indenture for authentication, and to execute and deliver instructions to the Trustee to deliver the Bonds when so authenticated, on behalf of the Authority, to or upon the order of the purchaser or purchasers thereof, against receipt of the purchase price together with any accrued interest, all in accordance with the requirements of the Indenture and/or any supplement thereof.

6. The proceeds from the sale of the Bonds shall be loaned to the Corporation pursuant to the terms of one or more loan agreements, supplemental loan agreements or similar documents to be entered into between the Authority and the Corporation (collectively, the "Loan Agreement"), and shall be applied by the Corporation for and toward the costs of the Project.

7. The President, any Vice President or the Executive Director is hereby authorized on behalf of the Authority to negotiate with the underwriters, hereinafter appointed, for an acceptable proposal, for the purchase or placement of any series of the Bonds issued hereunder, and to enter into one or more purchase or placement agreements (collectively, the "Bond Purchase Agreement") for such purpose in accordance with the terms of this Resolution, and the President, any Vice President, the Secretary or any Assistant Secretary, or the Executive Director of the Authority is hereby authorized to execute and deliver the particular Bond Purchase Agreement on behalf of the Authority and to take such further action as he or she deems necessary or advisable to carry out the obligations of the Authority thereunder.

8. The Authority does hereby authorize the execution and delivery of the following documents, instruments and agreements relating to the issuance of Bonds of any series authorized hereunder and the financing of the Project: (a) any Indenture and any Loan Agreement required in connection with the issuance of the Bonds; (b) any Bond Purchase Agreement; and (c) any tax compliance agreements, tax filings or any other documents, instruments or agreements to which the Authority is a party and which is required in connection with the financing of the Project; all in such form as shall be acceptable to Bond Counsel, the Attorney General of the Commonwealth, the Office of General Counsel, and Authority counsel and as shall be approved by the Executive Director of the Authority.

9. The President, the Vice President or the Executive Director of the Authority, and each of them is hereby authorized to execute, acknowledge and deliver in the name and on behalf of the Authority, and the Secretary or Assistant Secretary and each of them, is hereby authorized to attest and affix the official seal of the Authority to each of the aforesaid documents. The execution of the aforesaid documents as hereinabove authorized shall be deemed to conclusively evidence the approval of the Authority of said documents.

10. Any preliminary official statement and/or final official statement which may be used in connection with the offer and sale of the Bonds shall be in such form as shall be approved, solely for the purpose of its distribution, by the Executive Director of the Authority with the advice of Bond Counsel. The Executive Director is hereby authorized to execute any such preliminary official statement and/or final official statement in the name and on behalf of the Authority, and such execution by the Executive Director of the Authority shall constitute conclusive evidence of the Authority's approval, solely for the purpose of its distribution, of such documents. The circulation and distribution of copies of any such documents in connection with the offer and sale of the Bonds is hereby authorized.

11. Raymond James & Associates, Inc., is hereby appointed and authorized to act as managing underwriter in connection with the Bonds. The Executive Director of the Authority is hereby authorized to select, in consultation with the Corporation, a bank or trust company to act as Trustee under the Indenture in connection with the issuance of the Bonds. Cohen & Grigsby, P.C. has been selected by the Corporation and approved by the Office of General Counsel to serve as Bond Counsel for this issue.

12. The appropriate officers of the Authority are hereby authorized to take such further action and to execute and deliver in the name and on behalf of the Authority any and all other documents and certificates, in addition to those specified above, as they shall deem necessary or advisable in connection with the issuance of the Bonds and the implementation of this Resolution.

13. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed and requested to invest and reinvest 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 the Indenture, all subject to the terms and limitations contained in the Indenture.

14. The appropriate officers of the Authority are, and each of them is, hereby authorized to execute and deliver in the name and on behalf of the Authority such other documents and to take such other action as they shall deem necessary in order to effectuate the financing of the Project, the execution, delivery and receipt of the Indenture, the Loan Agreement and the Bond Purchase Agreement, the distribution of a preliminary official statement and/or final official statement and the issuance and sale of the Bonds, all in accordance with this Resolution.

15. The appropriate officers of the Authority, including the President, the Vice President and the Executive Director, (or any Assistant Executive Director) are, and each of them is, hereby authorized to approve, and to execute and deliver any supplement, amendment or agreement (an "Amendment") providing for any amendment or other change to any trust indenture, loan agreement, bond, instrument or other document executed and delivered with respect to the financing of the Project including but not limited to the documents required in connection with the replacement of a letter of credit by a USDA guaranty and the documents, instruments and agreements required in connection with the replacement or refunding of bond anticipation notes with USDA bonds or notes (collectively, the "Bond Documents") requested by the Corporation and approved by all other necessary parties, provided that (a) the officer executing the Amendment shall have determined that the Amendment will not adversely affect the Authority, such determination to be conclusively evidenced by such officer's execution of the Amendment and (b) the Authority shall have received an opinion of counsel in form and substance satisfactory to the Authority that (i) the Amendment is permitted under the Act and the Bond Documents, and (ii) the Amendment will not adversely affect the excludability from gross income of interest on any tax-exempt Bonds for purposes of federal income taxation.

16. 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.

17. Upon **MOTION** by **Ms. Langan**, and **SECONDED** by **Acting Secretary Topper**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of March 10, 2015.



six months following the scheduled completion of all construction, (C) the funding of a debt service reserve fund with respect to the Prior Bonds, and (D) the payment of a portion of the costs of issuance of the Prior Bonds; and (ii) costs and expenses incident to the issuance of the Refunding Bonds.

**Term:** Up to 40 years.

**Rate:** Fixed or Variable Rate; tax-exempt and/or taxable.

**Debt Rating:** Investment grade. No rating will be required by the United States Department of Agriculture or for a private placement.

**Underwriter:** Raymond James & Associates, Inc. (or a related or successor entity).

**Bond Counsel:** Cohen & Grigsby, P.C. has been selected by the Corporation and approved by the Office of General Counsel to serve as Bond Counsel for this issue.

**Trustee:** To be appointed by the Authority in consultation with the Corporation.

**Minority, Veteran and/or Female Participation in this Financing:** To be determined by the Corporation in consultation with the Executive Director of the Authority.

**Prevailing Wage:** The contracts for the construction of the New Money Project will require the payment of prevailing wages.

Approved at the PHEFA Board Meeting of March 10, 2015.

### **3. APPROVAL OF PROJECTS (CONTINUED).**

#### **D. Resolution Authorizing the Undertaking of a Project on Behalf of the University of Pennsylvania Health System and its Members.**

Chairperson Heuer explained that Board Members received an e-mail with the additional agenda item and there is a hand out on the table.

Mr. Baccon indicated that the Resolution was for the University of Pennsylvania Health System. He previously sent out a pre agenda notification about the project on February 24<sup>th</sup>. We were waiting for the appointment of bond counsel from the Office of General Counsel. We were advised yesterday by the Office of General Counsel that we should present this to the Board today because the approval will be forth coming.

The University of Pennsylvania Health System has asked us to issue a maximum of \$400,000,000 in Revenue Bonds to finance certain projects of the System, of which a detailed project list is included in the agenda. Proceeds may also be used for the refinancing of all or a portion of various series of bonds issued by the Authority for the benefit of the System.

The System will select one or more Underwriters or purchasers of the bonds. U.S. Bank National Association has been selected as the Trustee for the bonds.

The Resolution in your agenda approves all of the actions necessary in connection with the issuance of the bonds.

Thomas Cooper, Assistant Vice President of Finance of the System and Kevin Cunningham, Esquire, Ballard Spahr are on the phone to answer any questions.

Chairperson Heuer asked if Board Members had any questions or comments about the project.

Ms. Pike-Nase asked if representatives could provide more detail on the construction projects and the upgrades.

Mr. Cooper explained that one of the major parts is construction of the Pavilion for Advanced Care at Presbyterian Medical Center. It is the new home of Penn Medicine's level 1 trauma center. They moved the trauma center from the hospital of the University of Pennsylvania to Presbyterian. It is a six story facility. There is also an administrative building that they plan to put on the site of the old convention center to house some of their administrative areas closer to their main campus. At the Chester County Hospital they plan to do a \$20,000,000 project related to the emergency room expansion. On the HUP main campus they will demolish the Penn Tower Hotel. Projects also include the expansion of their

outpatient facility at the Perelman Center for Advanced Medicine. They will add another 300 thousand square feet on to that building.

Ms. Pike-Nase thanked Mr. Cooper for the further explanation.

Ms. Langan asked to include a caveat that the approval be subject to the OGC appointing bond counsel.

Chairperson Heuer agreed.

Chairperson Heuer asked if Board Members had any other questions or comments about the project, and hearing none, he asked for a motion to approve the Resolution.

**RESOLUTION OF THE  
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY  
AUTHORIZING  
THE UNDERTAKING OF A PROJECT ON BEHALF OF  
THE UNIVERSITY OF PENNSYLVANIA HEALTH SYSTEM AND ITS MEMBERS**

**DOCKET NO. 657**

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

1. The Pennsylvania Higher Educational Facilities Authority (the "Authority") shall undertake a project (the "Project") on behalf of any or all of the members of the University of Pennsylvania Health System (the "System"), which consists of (i) the Hospital of the University of Pennsylvania ("HUP"); (ii) the Clinical Practices of the University of Pennsylvania ("CPUP"); (iii) the Pennsylvania Hospital of the University of Pennsylvania Health System ("Pennsylvania Hospital"); (iv) Presbyterian Medical Center of the University of Pennsylvania Health System d/b/a Penn Presbyterian Medical Center ("PPMC"); (v) Wissahickon Hospice ("WH"); (vi) Clinical Care Associates of the University of Pennsylvania Health System ("CCA"); and (vii) The Chester County Hospital and Health System ("TCCHHS") (each, a "Member" and, collectively, the "Members of the System"). HUP and CPUP are operating divisions of The Trustees of the University of Pennsylvania (the "University") and Pennsylvania Hospital, PPMC, WH, CCA and TCCHHS are wholly controlled affiliates of the University. The Project consists generally of (a) the financing of certain capital projects of the System, including the financing of a portion of the projects in the System's capital budget, which may include construction of the Advanced Care Hospital Pavilion at PPMC, an administrative building, an emergency room expansion at The Chester County Hospital; the demolition of Penn Tower; the upgrade of outpatient facilities at the System's facilities in Radnor; and the extension of the Perelman Center for Advanced Medicine South Pavilion and additional parking on the HUP campus; (b) the refinancing of all or portions of various series of bonds issued by the Authority for the benefit of the System (the "Refunded Bonds"); (c) the payment of capitalized interest on the Bonds (as defined below); and (d) the payment of certain costs of issuance in respect of the Bonds; provided, however, that the Executive Director of the Authority, at the request of the System, shall have the power to add, delete or substitute for any component of the Project but only to the extent permitted by the Pennsylvania Higher Educational Facilities Authority Act of 1967, as amended, and the Federal income tax laws from time to time in effect.

2. In order to finance the Project, the Authority will enter into one or more trust indentures and/or will enter into one or more supplements to the Trust Indenture dated as of May 1, 1994, as amended and supplemented (collectively the "Indenture") with U.S. Bank National Association, as trustee, or with such other trustee (the "Trustee") as appointed by the University and approved by the Executive Director of the Authority, such approval to be evidenced by his or her execution of the Indenture, pursuant to which the Authority shall issue up to \$400,000,000 outstanding at any time in aggregate principal amount of bonds, notes, or other obligations, subject to increase to the extent of original issue discount, in one or more series which may be tax-exempt or taxable and which may be issued on the same or

different dates to be designated “Pennsylvania Higher Educational Facilities Authority University of Pennsylvania Health System Revenue Bonds” (or with the name of the applicable Member of the System) with an appropriate series and year of issuance designation (the “Bonds”). The Bonds shall have a term not to exceed 40 years, shall bear interest at fixed or variable rates acceptable to the University or the System, shall mature in such principal amounts and at such times, shall be subject to redemption and contain other features all as approved by the Executive Director of the Authority, after consultation with the System and further provided in the proposal to purchase the Bonds, or bond purchase agreement hereinafter described.

3. If deemed advantageous by the System in connection with the issuance of one or more series of the Bonds, the proper officers of the Authority are hereby authorized to purchase or cause to be purchased, and the Trustee is hereby authorized to accept, a letter of credit or a similar instrument securing the payment, when due, of the principal and/or purchase price of and interest on such series of Bonds, and the Trustee is further authorized to accept a liquidity facility, letter of credit or a similar instrument for the payment of the purchase price of one or more series of Bonds upon tender for purchase, if applicable.

4. In the event the System requests that the Bonds of any series bear a variable rate rather than a fixed rate of interest, the Executive Director of the Authority is hereby authorized to approve the initial interest rate to be borne by such Bonds and the variable interest rate formula to be used in determining interest due on the Bonds thereafter, and to appoint or approve an indexing agent, calculation agent, tender agent and/or remarketing agent and to take such other action as may be required in connection with a variable interest rate or in connection with Bonds bearing interest at fixed interest rates, including the authorization or approval of any remarketing agreement or credit facility agreement.

5. The Bonds shall be limited obligations of the Authority, payable only from the payments made by one or more Members of the System under the Loan Agreement (defined below). The Bonds shall be issued in such denominations and form and under such terms as shall be set forth in the Indenture and approved by the Executive Director of the Authority. The execution of the Bonds with the facsimile signature of the President of the Authority together with a facsimile of the official seal of the Authority and the attestation thereof by the facsimile signature of the Secretary of the Authority is hereby authorized. The Executive Director of the Authority is hereby authorized and directed to deliver the Bonds on behalf of the Authority, to or upon the order of the purchaser thereof against receipt of the purchase price together with any accrued interest, all in accordance with the requirements of the Indenture.

6. Simultaneously with the issuance of any series of the Bonds, there may be executed and delivered one or more supplements to the Master Trust Indenture dated as of May 1, 1994, as amended and supplemented, between the Obligated Group (as such term is defined therein) and U.S. Bank National Association, as successor master trustee, and pursuant to which the Obligated Group may issue one or more promissory notes in the original principal amount of the Bonds of the applicable series.

7. The proceeds from the sale of the Bonds shall be loaned to one or more Members of the System pursuant to one or more loan agreements or one or more supplements to the Loan Agreement dated as of May 1, 1994, as amended and supplemented between the Authority, the University, Pennsylvania Hospital, PPMC and TCCHHS (collectively, the "Loan Agreement") and shall be applied toward the costs of the Project including (a) the payment of all or a portion of the costs of issuance of the Bonds, including without limitation, printing and reproduction costs, fees and expenses of bond counsel, underwriters' counsel and the underwriter, fees and expenses of the Trustee, and administrative costs and expenses of the System and the Authority, all upon submission of the proper documentation thereof; and (b) the funding of funds established under the Indenture.

8. The Executive Director of the Authority is authorized to sell the Bonds at a public or private sale on such terms and conditions as are approved by the Executive Director of the Authority with the approval of the University or the System. The President, any Vice President or the Executive Director is hereby authorized and directed to deliver the Bonds to the purchaser or purchasers thereof and to execute and deliver all documents in connection therewith.

9. The President, any Vice President or the Executive Director of the Authority is hereby authorized to enter into one or more bond purchase agreements relating to the underwriting and sale of the Bonds in accordance with the terms of this resolution and the President, any Vice President, the Secretary or any Assistant Secretary, or the Executive Director is hereby authorized to execute and deliver the bond purchase agreement on behalf of the Authority and take such further action as he or she deems necessary or advisable to carry out the obligations of the Authority thereunder.

10. The Authority does hereby authorize the refunding of one or more series of the Refunded Bonds. In connection with the refunding of the Refunded Bonds, the Authority is hereby authorized to enter into one or more escrow deposit agreements (the "Escrow Agreement") with the one or more Members of the System and U.S. Bank National Association, as escrow agent.

11. The Authority does hereby authorize the execution and delivery of any of the following documents relating to the issuance of Bonds of any series authorized hereunder and the financing of the Project: the Indenture, the Loan Agreement, the Escrow Agreement, any bond purchase agreement, or other agreement or instrument described in this Resolution; and any other document to which the Authority is a party and which is required in connection with the financing of the Project; all in such form as shall be acceptable to bond counsel, the Office of General Counsel, the Attorney General of the Commonwealth and Authority counsel and as shall be approved by the Executive Director of the Authority.

12. The President, the Vice President or the Executive Director of the Authority shall be, and each of them is hereby authorized and directed to execute, acknowledge and deliver in the name of and on behalf of the Authority, and the Secretary or Assistant Secretary of the Authority shall be and each of them is hereby authorized and directed to

attest and affix the official seal of the Authority to each of the aforesaid documents. The execution of the aforesaid documents as hereinabove authorized shall be deemed to conclusively evidence the approval of the Authority of the forms of said documents.

13. Any preliminary official statement and/or final official statement which may be used in connection with the sale and issuance of the Bonds shall be in such form as shall be approved by the Executive Director of the Authority with the advice of bond counsel. The Executive Director of the Authority shall be and hereby is authorized and directed to execute any such preliminary official statement and/or final official statement or other offering document, and the execution by the Executive Director of the Authority shall constitute conclusive evidence of the Authority's approval solely for purposes of distribution of the form of such documents. The Authority is hereby authorized to circulate and distribute copies of any such documents in connection with the issuance and sale of the Bonds.

14. The underwriter of the Bonds of each series shall be appointed by the System and approved by the Executive Director of the Authority, such approval to be evidenced by his or her execution of the bond purchase agreement. Any underwriter so appointed and approved shall be authorized to act as the underwriter of the Bonds of such series. At the request of the System, the Office of General Counsel has appointed Ballard Spahr LLP as the Bond Counsel for this issue. The Executive Director of the Authority is hereby authorized to approve upon the recommendation of the University or the System, additional professionals for the Bonds, including a tender agent or agents.

15. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed and requested to invest and reinvest 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 the Indenture, all subject to the terms and limitations contained in the Indenture.

16. The appropriate officers of the Authority, including the President, the Vice President and the Executive Director (or any Assistant Executive Director) are, and each of them is, hereby authorized to approve, and to execute and deliver any supplement, amendment or agreement (an "Amendment") providing for any amendment or other change to any trust indenture, loan agreement, bond, instrument or other document executed and delivered with respect to the financing of the Projects (collectively, the "Bond Documents") requested by the University or the System and approved by all other necessary parties, provided that (a) the officer executing the Amendment shall have determined that the Amendment will not adversely affect the Authority, such determination to be conclusively evidenced by such officer's execution of the Amendment and (b) the Authority shall have received an opinion of counsel in form and substance satisfactory to the Authority that (i) the Amendment is permitted under the Act and the Bond Documents, and (ii) the Amendment will not adversely affect the excludability from gross income of interest on the Bonds for purposes of federal income taxation.

17. Any resolution adopted by the Authority or parts thereof that conflict with this Resolution are hereby repealed, and this Resolution shall supersede such prior actions and be in full force and effect immediately upon its adoption.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Helling**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of March 10, 2015.

**EXHIBIT A**

**THE UNIVERSITY OF PENNSYLVANIA HEALTH SYSTEM AND ITS MEMBERS**

<b><u>Docket No.</u></b>	<b><u>Counties Where Facilities are Located</u></b>	<b><u>Project Description</u></b>	<b><u>Maximum Amount to be Financed</u></b>
657	Philadelphia, Pennsylvania; Chester County, Pennsylvania; Montgomery County, Pennsylvania	(i) The financing of certain capital projects of the System, including the financing of a portion of the projects in the System's capital budget, which may include construction of the Advanced Care Hospital Pavilion at PPMC, an administrative building, an emergency room expansion at The Chester County Hospital; the demolition of Penn Tower; the upgrade of outpatient facilities at the System's facilities in Radnor; and the extension of the Perelman Center for Advanced Medicine South Pavilion and additional parking on the HUP campus; (ii) the refinancing of all or portions of various series of bonds issued by the Authority for the benefit of the System; (iii) the payment of capitalized interest on the Bonds; and (iv) the payment of costs of issuing the Bonds	\$400,000,000

**Term:** No more than 40 years.

**Rate:** Variable or Fixed.

**Rating/Credit Enhancement:** The Bonds are expected to be rated Aa3 by Moody's and AA- by S&P. Prior to the issuance, a determination will be made whether to obtain a letter of credit or other credit enhancement or liquidity enhancement if deemed beneficial by the University.

**Underwriters:** The underwriters of the Bonds shall be appointed by the University and approved by the Executive Director of the Authority.

**Bond Counsel:** At the request of the System, the Office of General Counsel has appointed Ballard Spahr LLP as the Bond Counsel.

**Minority, Veteran and/or Female Participation in this Financing:** To be determined by the System in consultation with the Executive Director of the Authority.

**Trustee:** U.S. Bank National Association, as the existing trustee under the Indenture, or another trustee to be appointed by the University and approved by the Executive Director of the Authority.

**Prevailing Wages.** Prevailing wages will be used on the construction portion of the Project.

Approved at the PHEFA Board meeting of March 10, 2015.

#### 4. OLD BUSINESS.

Chairperson Heuer asked if there was any old business to come before the Board, and hearing none, he moved to new business.

#### 5. NEW BUSINESS.

Chairperson Heuer asked if there was any new business to come before the Board.

Mr. Baccon explained that everyone is aware that the Governor issued an Executive Order on January 20, 2015 for the Executive Branch regarding a gift ban. He explained that the PHEFA staff will also adhere to this Executive Order as we adhere to other orders.

Ms. Pike-Nase asked that any other money that might be provided would be disclosed on the Statement of Financial Interests.

Mr. Baccon agreed.

Ms. Pike-Nase mentioned that the Governor also issued an Executive Order regarding the competitive procurement of legal services. She asked what the Authority's plans were in adhering to this Order.

Mr. Baccon explained that we were just made aware of this yesterday. Staff will be meeting with Rodney Akers of the Office of General Counsel as well as Denise Smyler, General Counsel. He was told that the meeting should take place in the next couple of weeks. He is not sure how this will impact the Authority at this time.

Ms. Pike-Nase asked that Mr. Baccon report back to the Board so that they can decide how to proceed.

Mr. Baccon agreed.

Chairperson Heuer asked if there was any other new business to come before the Board, and hearing none, he asked for a motion to adjourn.

#### 6. ADJOURNMENT.

There being no further business to come before the Board at this time, upon **MOTION** by **Mr. Helling**, and **SECONDED** by **Ms. Pike-Nase**, the PHEFA Board Meeting was adjourned at 10:50 a.m.

## SUNSHINE ACT MEETING NOTICES

Thursday, February 26, 2015

### If you need an accommodation due to a disability,

please contact the ADA contact name listed below

CANCELLED: Governors Advisory Council on Veterans Services Meeting: February 27, 2015, 10:00 AM. State Civil Service Comm. Strawberry Square, 4<sup>th</sup> Fl., 320 Market St., HBG.

RESCHEDULED: Milk Marketing Board Meeting: March 2, 2015, 11:00 AM Agriculture Bldg., Rm. 309, 2301 N.

**Cameron St., HBG. This reflects** change from the previous scheduled time: 3/4/15, Rm. 202, changed from 1 PM. Contact Name: Agency Office 787-4194

State Civil Service Comm. Hearings March 4, 2015: 9:30AM, 4th Fl. Hearing

Rm., 320 Market St., HBG. Add'l hearings scheduled: 3/6/15 at 9:30AM, 3/9/15 at

10 AM, 3/17/15 at 10 AM, 3/23/15 at 9:30AM, and 3/25/15 at 10 AM. State Civil Service Comm.

Meeting is scheduled on 3/18/15 at 10:30 AM, 4th Fl. Meeting Rm. Contact Name: Michael Sullivan

787-5343

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SPECIAL: State Public School Building Authority and PA Higher Educational Facilities Authority Meetings:

March 10, 2015, 10:30 AM. North Office Bldg., Rm.515, HBG.

Contact Name: Bev Nawa 975-2204

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Uniform Construction Code Review & Advisory Council Meeting: March 11, 2015, 10:00 AM. Dept. of Labor & Industry, Rm. E-100, 651 Boas St., HBG.

Contact Name: Joe Marchioni 783-6304

SPECIAL: State Board of Private Academic School Meeting: March 13, 2015,

10:00 AM. 333 Market St., 3rd Fl. Large Conf. Rm., HBG. Purpose: To review **regulations**.

Contact Name: Ann Szwajkowski 787-4431

RESCHEDULED: State Charter School Appeal Board Meeting: March 31, 2015, 1:00 PM. Honors Suite (1<sup>st</sup> Fl.), 333 Market St., HBG. Rescheduled meeting formerly scheduled on 3/24/15 is now 3/31/15. Contact Name: Ernest Helling 787-5500]]>

Appeared in: **Patriot-News** on Thursday, 02/26/2015

STATE PUBLIC SCHOOL BUILDING AUTHORITY  
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY  
Notice of the Meeting of the Board to be Held  
March 10, 2015

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Notice was in letterform, as follows:

This letter advises that a meeting of the State Public School Building Authority and the Pennsylvania Higher Educational Facilities Authority Boards will be held on **Tuesday, March 10, 2015**, at **10:30 a.m.**, in **Room 515 North Office Building, Harrisburg**, Pennsylvania, for the purpose of: (a) approving certain projects for financing; and, (b) consideration of such other matters as may properly come before the Board.

Enclosed herewith is a copy of the notice that has been posted on the bulletin board in the Authority office, in accordance with Act No. 213, 1957.

I would appreciate it if you would make the appropriate notation on the attached slip, indicating whether or not you plan to be present at the meetings and return same to us.

Sincerely,

/s/ Robert Baccon

Robert Baccon  
Executive Director

Enclosures

\* \* \* \* \*

Appendix A

Harrisburg, PA

I CERTIFY that the notice on the previous page for the March 10, 2015, meetings was dispatched to the following on February 20, 2015, at the addresses indicated, constituting all of the members of the Board of the State Public School Building Authority and the Pennsylvania Higher Educational Facilities Authority.

Thomas W. Wolf, Governor of Pennsylvania  
225 Main Capitol Building, Harrisburg, PA  
Steven S. Heuer, Proxy for Governor Wolf  
333 Market Street – 18<sup>th</sup> Floor, Harrisburg, PA  
Lloyd K Smucker, Designated by the President Pro Tempore of the Senate  
351 Main Capitol Building, Harrisburg, PA  
Andrew E. Dinniman, Designated by the Minority Leader of the Senate  
182 Main Capitol Building, Harrisburg, PA  
Mike Turzai Speaker of the House of Representatives  
139 Main Capitol Building, Harrisburg, PA  
Anthony M. DeLuca, Designated by the Minority Leader of the House of Representatives  
115 Irvis Office Building, Harrisburg, PA  
Christopher B. Craig, Executive Deputy State Treasurer  
129 Finance Building, Harrisburg, PA  
Eugene A. DePasquale, Auditor General  
229 Finance Building, Harrisburg, PA  
Curtis M. Topper, Acting Secretary of General Services  
515 North Office Building, Harrisburg, PA  
Pedro A. Rivera, Acting Secretary of Education  
333 Market Street - 10th Floor, Harrisburg, PA

GIVEN under my hand and seal this 20th day of February 2015.

/s/ Robert Baccon

Robert Baccon, Executive Director  
State Public School Building Authority  
Pennsylvania Higher Educational Facilities Authority