

Meeting of the Board
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
May 29, 2014
Room 515 North Office Building
Harrisburg, Pennsylvania
10:48 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 April 3, 2014.
3. Update to Audit Committee Charter.
4. Approval of Projects.
 - A. Resolution Authorizing the Undertaking of a Project on Behalf of Bryn Mawr College.
 - B. Resolution Authorizing the Undertaking of a Project on Behalf of Thomas Jefferson University.
5. Old Business.
 - A. Financing Policy for College or University-Related Organizations.
6. New Business.
7. 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 Pennsylvania Higher Educational Facilities Authority was called to order on Thursday, May 29, 2014 at 10:48 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. Corbett)
Jennifer Smeltz, (Proxy for Senator Michael J. Folmer)
Lisa Felix, (Proxy for Senator Andrew E. Dinniman)
Sean Dempsey, (Proxy for Representative Warren E. Kampf)
Alan Cohn, (Proxy for Representative Anthony M. DeLuca)
Jennifer Langan, (Proxy for Treasurer Robert M. McCord)
Christal Pike-Nase, (Proxy for Auditor General Eugene A. DePasquale)
Secretary of General Services Sheri L. Phillips
Nichole Duffy, (Proxy for Acting Secretary of Education Carolyn C. Dumaresq)

Authority Personnel Present

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

Also Present

William McCarty, Esquire, Hartman Underhill & Brubaker LLC
Alaina Koltash, Assistant Counsel, Department of Education
Adam Gentzel, Vice President, Bank of America Merrill Lynch
Margaret Sullivan, Intern, Department of the Auditor General

Participated Via Conference Call

Margaret Angel, Esquire, Buchanan Ingersoll & Rooney, PC
Jerry Berenson, Chief Administrative Officer and CFO-Treasurer, Bryn Mawr College
Maria Wiemken, Associate Treasurer, Bryn Mawr College
Tim Anderson, Esquire, Dilworth Paxson LLP
Ted Matozzo, Vice President, Bank of America Merrill Lynch
Jay Bellwoar, Managing Director, Bank of America Merrill Lynch
Neil Lubarsky, Senior Vice President & CFO, Thomas Jefferson University Hospital
Al Salvato, Senior Vice President Finance & CIO, Thomas Jefferson University
Brian Walsh, Esquire, Ballard Spahr LLP
Holly Horsley, Esquire, Ballard Spahr LLP

2. APPROVAL OF THE MINUTES OF THE MEETING OF APRIL 3, 2014.

A copy of the minutes of the meeting of April 3, 2014, 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 April 3, 2014, be and hereby are approved as presented.

Upon **MOTION** by **Secretary Phillips**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of May 29, 2014.

3. UPDATE TO AUDIT COMMITTEE CHARTER.

Chairperson Heuer explained that an updated Audit Committee Charter was e-mailed to Board Members. He asked Ms. Pike-Nase to review the changes to the charter.

Ms. Pike-Nase explained that the Committee updated its Charter consistent with a request by Chairperson Heuer at the last meeting, to change the number of the members of the Committee to five. They will all be voting members. Ms. Lisa Felix (proxy for Senator Dinniman) will now be on the Committee. In addition, they had previously added an overview of the authorities' relationships as sister agencies. They also included an explanation of the RFP process. With the help of Dave Player, they were able to provide an RFP calendar. The next RFP process will start in October. Ms. Pike-Nase asked if Board Members had any questions on the updated Audit Committee Charter, and hearing none, she made a motion to approve the updated Charter.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Ms. Langan**, and after full discussion, the PHEFA Board unanimously renewed the Audit Committee Charter at the PHEFA Board Meeting of May 29, 2014.

4. APPROVAL OF PROJECTS.

A. Resolution Authorizing the Undertaking of a Project on Behalf of Bryn Mawr College.

Mr. Baccon explained that Bryn Mawr College has requested that we issue a maximum of \$58,000,000 in Revenue Bonds to finance the construction of a new dormitory; the renovation of and addition to the Park Science Building; and the funding of various capital improvements to the existing facilities of the College. Proceeds will also be used for the advance refunding, refinancing and/or restructuring of our Bryn Mawr College Revenue Bonds, Series 2012.

Merrill Lynch, Pierce, Fenner & Smith Incorporated will serve as the Underwriter for this issue and The Bank of New York Mellon Trust Company, N.A. will act as Trustee. At the request of the College, the Office of General Counsel has appointed Dilworth Paxson LLP 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.

Adam Gentzel of Merrill Lynch is in attendance and the following individuals are participating by conference call: Jerry Berenson, Chief Administrative Officer and CFO-Treasurer, Maria Wiemken, Associate Treasurer, Tim Anderson, Esquire of Dilworth Paxson, Ted Matozzo and Jay Bellwoar, both of Merrill Lynch.

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

Ms. Pike-Nase asked for a further explanation of the capital improvements.

Mr. Berenson explained that they do a number of improvements each year to their buildings. They plan to replace windows in Thomas Hall and similar improvements to other building throughout campus.

Ms. Pike-Nase asked if there was a related entity involved with the building of the dormitory.

Mr. Berenson said that there is no related entity involved and is purely used for their undergraduate students.

Mr. Dempsey asked for a breakdown of the new money and the refinancing.

Mr. Bellwoar indicated that \$30,000,000 is for new money and the remainder is for the refinancing of the existing Bonds.

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

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

DOCKET NO. 648

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 Bryn Mawr College, a Pennsylvania nonprofit corporation (the “College”) consisting of (i) (a) the construction of a new dormitory; (b) the renovation of and addition to the Park Science Building; and (c) the funding of various capital improvements to the existing facilities of the College, including capitalized interest thereon; (ii) the advance refunding, refinancing and/or restructuring of the Authority’s Bryn Mawr College Revenue Bonds, Series of 2012 maturing on December 1, 2017; and (iii) payment of costs of issuance related to the Bonds (as defined below); 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 dated as of its dated date (the “Indenture”) with The Bank of New York Mellon Trust Company, N.A. (the “Trustee”) and shall issue up to \$58,000,000 in aggregate principal amount of bonds (net of original issue discount/premium) in one or more series or subseries (which may be issued on the same or different dates) to be designated “Pennsylvania Higher Educational Facilities Authority Bryn Mawr College Revenue Bonds, Series 2014” (the “Bonds”). The Bonds shall have a term ending not later than December 31, 2044 and shall bear interest at fixed rate or rates acceptable to the College, shall mature in such principal amounts and at such times, and shall be subject to redemption, all as approved by the Executive Director of the Authority in consultation with the College and as may be further provided in the Bond Purchase Agreement (defined and described herein).

3. The Bonds shall be limited obligations of the Authority, payable only from payments made by the College under the Loan Agreement (defined herein). 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 and the Treasurer 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.

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 between the Authority and the College dated as of its dated date (the "Loan Agreement"), and shall be applied by the College for and 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 and the underwriter, fees and expenses of the Trustee, and administrative costs and expenses of the Authority, all upon submission of the proper documentation thereof; (b) the payment of costs of any credit enhancement (relating to the Bonds) if determined to be advantageous by the College; and (c) the funding of any required debt service reserve fund established under the Indenture.

4. The President, any Vice President or Executive Director of the Authority is hereby authorized on behalf of the Authority to negotiate with the underwriter, hereinafter appointed, for an acceptable proposal for the purchase of any series of the Bonds authorized to be issued hereunder, to enter into one or more purchase agreements (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.

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 and Loan Agreement and any supplement to the Indenture and the Loan Agreement required in connection with the issuance of the Bonds; any required intercreditor agreement and/or escrow agreement; 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 (as defined herein), 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 acceptable to the Attorney General of the Commonwealth, the Office of General Counsel, and as approved by the Executive Director of the Authority with the advice of bond counsel and Authority 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. Upon receipt of the net proceeds of the sale of the Bonds, the Authority shall transfer the same to the Trustee to be held and disbursed by the Trustee all as provided in the Indenture.

9. Merrill Lynch, Pierce, Fenner & Smith Incorporated is hereby appointed and authorized to act as underwriter. 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 Dilworth Paxson LLP as Bond Counsel ("Bond Counsel") for this issue.

10. 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.

11. 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 certificates, in addition to those specified above, and to take such other action as they shall deem necessary or advisable in order to effectuate the financing of the Project, the execution and delivery 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.

12. The appropriate officers of the Authority, including the President, the Vice President, and the 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 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.

13. This Resolution shall take effect immediately upon its adoption, and all prior resolutions or parts thereof inconsistent herewith are hereby rescinded to the extent of such inconsistencies.

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 May 29, 2014.

EXHIBIT A

BRYN MAWR COLLEGE

| <u>Docket No.</u> | <u>County</u> | <u>Project Description</u> | <u>Maximum Amount To be Financed</u> |
|--------------------------|----------------------|--|---|
| 648 | Montgomery | (i) (a) the construction of a new dormitory; (b) the renovation of and addition to the Park Science Building; and (c) the funding of various capital improvements to the existing facilities of the College, including capitalized interest thereon; (ii) the advance refunding, refinancing and/or restructuring of the Issuer's Bryn Mawr College Revenue Bonds, Series 2012 maturing on December 1, 2017; and (iii) payment of costs of issuance related to the Bonds | \$58,000,000 |

Term: No later than December 31, 2044.

Rate: Fixed.

Rating/Insurance: The Bonds will trade based upon the College's creditworthiness. The College is currently rated Aa2 / AA by Moody's and S&P, respectively. The College has not applied for bond insurance.

Underwriter: Merrill Lynch, Pierce, Fenner & Smith Incorporated

Bond Counsel: At the request of the College, the Office of General Counsel has appointed Dilworth Paxson LLP.

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

Minority, Veteran and/or Female Participation in this Financing: McElwee & Quinn LLC, a woman-owned firm, will serve as printer.

Prevailing Wage: The College intends to pay prevailing wage with respect to the construction project.

Approved by the PHEFA Board at its meeting of May 29, 2014.

4. APPROVAL OF PROJECTS (CONTINUED).

B. Resolution Authorizing the Undertaking of a Project on Behalf of Thomas Jefferson University.

Mr. Baccon explained that Thomas Jefferson University has requested that we issue a maximum of \$365,000,000 in tax-exempt and taxable Revenue Refunding Notes expected to finance the acquisition by the University of a membership interest in the TJUH System for the purpose of acquiring an academic teaching hospital, which is essential to the medical and allied health schools and research functions of the University, through the refunding in whole of several bond issues and bank loans on behalf of the TJUH System and Thomas Jefferson University Hospitals and the payment of all or a portion of the termination costs of certain interest rate hedging agreements previously entered into for the benefit of the TJUH System and Thomas Jefferson University Hospitals.

The Notes will be unrated and privately sold to Bank of America Merrill Lynch. The Bank of New York Mellon Trust Company will serve as the Trustee. At the request of the University, the Office of General Counsel has appointed Ballard Spahr LLP 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 Notes.

Adam Gentzel is in attendance to answer questions. Neil Lubarsky, Senior Vice President & CFO of Thomas Jefferson University Hospital, Al Salvato, Senior VP Finance & CIO of the University, Jay Bellwoar of Merrill Lynch, Brian Walsh, Esquire and Holly Horsley, Esquire both of Ballard Spahr are all participating by conference call.

Chairperson Heuer asked if the \$25,000,000 is to get out of the swap.

Mr. Gentzel said that they have a series of interest rate swaps that they have outstanding. They are currently going through an analysis to see if it makes sense to terminate the swaps. The \$25,000,000 is a conservative estimate of what it would cost to terminate them.

Ms. Langan asked their credit rating.

Mr. Gentzel said that the Hospital does not have a credit rating. The University's is listed as A1/A+, but this is an unrated transaction.

Ms. Langan asked if the University has an affiliation with the hospital.

Mr. Gentzel said that on June 30th, this bridge financing defeases the debt that is outstanding under JHS. The plan is for a financing later in the fall for one coordinated organization between the University and the Hospital. At that point in time it will be rated.

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

**RESOLUTION OF THE
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
AUTHORIZING
THE UNDERTAKING OF A PROJECT ON BEHALF OF
THOMAS JEFFERSON UNIVERSITY
SERIES 2014**

DOCKET NO. 649

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The Pennsylvania Higher Educational Facilities Authority (the "Authority") shall undertake a project on behalf of Thomas Jefferson University (the "University"), a nonprofit corporation that owns and operates educational facilities, consisting generally of issuing up to \$365,000,000 (exclusive of any original issue discount or premium) in aggregate principal amount of revenue refunding notes in one or more series (collectively, the "Notes"). The proceeds of the Notes will be loaned to the University for the benefit of TJUH System ("TJUH") and Thomas Jefferson University Hospitals, Inc. (the "Hospital") to pay certain costs of a project (the "Project") that consists generally of: (a) the acquisition by the University of a membership interest in TJUH through the refunding in whole of the following bond issues and bank loans on behalf of TJUH and the Hospital: (i) \$26,720,000 Pennsylvania Economic Development Financing Authority Health System Revenue Bonds (Jefferson Health System), Series 2005A (the "Series 2005A Bonds"), currently outstanding in the aggregate principal amount of approximately \$21,795,000; (ii) \$183,395,000 Hospitals and Higher Education Facilities Authority of Philadelphia Health System Revenue Bonds (Jefferson Health System), Series 2010B (the "Series 2010B Bonds"), currently outstanding in the aggregate principal amount of approximately \$162,660,000; (iii) \$100,000,000 Montgomery County Industrial Development Authority Health System Revenue Bonds (Jefferson Health System), Series 2012B (the "Series 2012B Bonds"), currently outstanding in the aggregate principal amount of approximately \$100,000,000; and (iv) \$20,000,000 bank loan from Bank of America, N.A (the "Series 2012C Loan" and, together with the Series 2005A Bonds, the Series 2010B Bonds and the Series 2012B Bonds, the "Prior Bonds"), currently outstanding in the aggregate principal amount of approximately \$18,849,652; (b) the paying all or a portion of the termination costs of certain interest rate hedging agreements previously entered into for the benefit of TJUH and Hospital, (c) funding any necessary reserves, and (d) paying certain costs and expenses incident to the issuance of the Notes.

2. In order to finance the Project and authorize and secure the issuance of the Notes, the Authority shall enter into one or more trust indentures (collectively, the "Indenture") and issue up to \$365,000,000 (exclusive of any original issue discount or premium) in aggregate principal amount of the Notes, which may be tax-exempt or taxable and which may be issued on the same or different dates, with an appropriate project and/or series designation. The Notes shall have a term not to exceed 2 years, shall bear interest at fixed or variable rates, shall mature in such principal amounts and at such times, and shall be subject to redemption and contain such other features all as approved by the Executive Director in consultation with the University and further provided in the Note Purchase Agreement hereinafter described.

The Executive Director of the Authority is hereby authorized to approve the initial interest rate to be borne by any Notes bearing interest at variable rates and the variable interest rate formulae to be used in determining interest due on such Notes thereafter, and to appoint an indexing agent, auction agent, broker-dealer, market agent and/or remarketing agent, if required, and to take such other action as may be necessary in connection with Notes bearing interest at a variable interest rate or in connection with Notes bearing interest at fixed interest rates, including the authorization of any swap agreement or similar agreement.

The Notes 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. The execution of the Notes with the manual or facsimile signature of the President or the Executive Director of the Authority together with an original 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 Notes on behalf of the Authority, to or upon the order of Bank of America Merrill Lynch, as purchaser thereof (the "Purchaser"), against receipt of the purchase price together with any accrued interest, all in accordance with the requirements of the Indenture.

3. The proceeds from the sale of the Notes shall be loaned to the University and made available to TJUH and the Hospital pursuant to the terms of one or more loan agreements or supplements thereto between the Authority and the University (collectively, the "Loan Agreement"), and shall be applied by the University for and toward the costs of the Project; provided, however that TJUH and the Hospital shall be liable for repaying any such debt constituting the Notes incurred by the University on behalf of TJUH and the Hospital and the University's obligation to repay the Notes shall be non-recourse to the University, and shall be payable solely out of the University's right to receive any payments in respect of the Notes from TJUH and the Hospital.

4. The President, any Vice President or the Executive Director is hereby authorized to negotiate with the Purchaser pursuant to one or more purchase agreements (collectively, the "Note Purchase Agreement") in accordance with the terms of this Resolution and the President, any Vice President, the Secretary or any Assistant Secretary, the Executive Director is hereby authorized to execute and deliver the Note Purchase Agreement on behalf of the Authority and to take such further action as may be required or proper to carry out the obligations of the Authority thereunder.

5. The Authority does hereby authorize the execution and delivery of any of the following documents relating to the issuance of Notes of any series authorized hereunder, the refunding of the Prior Bonds and the financing of the Project: the Indenture, the Note Purchase Agreement and the Loan Agreement or any supplements thereof required in connection with the issuance of the Notes; any swap agreement; any escrow agreements; any required secondary market disclosure agreement or agreements and any other agreement or document to which the Authority is a party; all in such forms as shall be acceptable to bond 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 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, Assistant Secretary or other authorized officer 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 any 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.

The appropriate officers of the Authority, including the President, the Vice President and the 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 the Trust Indenture, Loan Agreement, Notes, or any instrument or other document executed and delivered with respect to the financing of the Project (collectively, the "Note Documents") requested by the University 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 Note Documents, and (ii) the Amendment will not adversely affect the excludability from gross income of interest on any tax-exempt series of Notes for purposes of federal income taxation.

7. The Executive Director of the Authority is hereby authorized to approve upon the recommendation of the University, professionals for the Notes, including a tender agent or agents, if necessary. Upon the recommendation of the University, The Bank of New York Mellon Trust Company, N.A. is hereby appointed as trustee under the Indenture (the "Trustee").

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

9. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, directed and requested to invest and reinvest all moneys available therefor pursuant to the Indenture (and/or any escrow or similar agreement), which by the terms of the 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 (or such escrow or similar agreement).

10. This Resolution shall take effect immediately. All prior resolutions of the Authority, to the extent inconsistent with this Resolution, are hereby repealed.

Upon **MOTION** by **Secretary Phillips**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of May 29, 2014.

EXHIBIT A

THOMAS JEFFERSON UNIVERSITY

| <u>Docket No.</u> | <u>County</u> | <u>Project Description</u> | <u>Maximum Amount To be Financed</u> |
|--------------------------|----------------------|---|---|
| 649 | Philadelphia | (a) refunding of outstanding Prior Bonds; (b) paying all or a portion of the termination costs of certain interest rate hedging agreements previously entered into for the benefit of TJUH and Hospital; (c) funding any necessary reserves; and (d) paying certain costs and expenses incident to the issuance of the Notes. | \$365,000,000 – Exclusive of Original Issue Discount or Premium |

Term: Not more than 2 years.

Rate: Variable and/or Fixed.

Purchaser: Bank of America, N.A.

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

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

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

Approved at the PHEFA Board Meeting of May 29, 2014.

5. OLD BUSINESS.

A. Financing Policy for College or University-Related Organizations.

Chairperson Heuer explained that Mr. Craig sent an e-mail about the policy.

Ms. Langan explained that Mr. Craig's issue with the draft policy is that there is a difference in language between the Policy and the Checklist. He would like whoever is interest to get together to try to hash out the differences between the Policy and the Checklist.

Chairperson Heuer said that he would like to set up a committee. Obviously Mr. Craig and Ms. Pike-Nase would be on the committee along with one or two other members, to discuss this policy. The committee could look at the merits of this policy to begin with. Taking a look to see if the policy has merit and if it does, how to proceed.

6. NEW BUSINESS.

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

7. ADJOURNMENT.

There being no further business to come before the Board at this time, upon **MOTION** by **Ms. Langan**, and **SECONDED** by **Ms. Pike-Nase**, the PHEFA Board Meeting was adjourned at 10:58 a.m.

SUNSHINE ACT MEETING NOTICES

Thursday, May 8, 2014

If you need an accommodation due to a disability,

please contact the ADA contact name listed below.

Teacher and School Leader Effectiveness Committee Meeting: May 13, 2014, 3:30 PM. eCenter, 333 Market St., 3rd Fl. HBG

Contact Name: Ann Szwajkowski 787-4431

PA Game Commission Meeting: May 19, 2014, 8:00AM. PA Game

Commission Bldg., 2001 Elmerton Ave, HBG. Purpose: Commissioner's

Working Group Meetings

Contact Name: Joan French 787-7836

SPECIAL State Public School Building Authority Meeting : May 29, 2014, 10:30

AM. North Office Bldg, Rm, 515.

HBG. Contact Name: Bev Nawa

975-2204

SPECIAL PA Higher Educational Facilities Authority Meeting: May 29, 2014, 10:30 AM. North Office Bldg, Rm. 515. HBG.

Contact Name: Bev Nawa 975-2204

OMHSAS Planning Council (Children's Adult and Older Adult Committees): June 5, 2014, 10:00 AM. Child Welfare Resource Center, 403 E. Winding Hill Rd,

Mechanicsburg, Time: 10am- 3 pm,

Contact Name: Crista! Fowler 787-

6443

CANCELLED: DEP Air Quality Technical Advisory Committee: June 12, 2014, 9:15 AM. Rachel Carson State Office Bldg, Room 105, HBG

Contact name: Alex Haas 787-9495]]>

Appeared in: **Patriot-News** on Thursday, 05/08/2014

STATE PUBLIC SCHOOL BUILDING AUTHORITY
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
Notice of the Meeting of the Board to be Held
May 29, 2014

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 **Thursday, May 29, 2014**, at **10:30 a.m.**, in **Room 515 North Office Building, Harrisburg**, Pennsylvania, for the purpose of: (a) approving the budget for fiscal year 2014-2015; (b) approving certain projects for financing; and, (c) 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 May 29, 2014, meetings was dispatched to the following on May 1, 2014, 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. Corbett, Governor of Pennsylvania
225 Main Capitol Building, Harrisburg, PA
Steven S. Heuer, Proxy for Governor Corbett
333 Market Street – 18th Floor, Harrisburg, PA
Michael J. Folmer, Designated by the President Pro Tempore of the Senate
170 Main Capitol Building, Harrisburg, PA
Andrew E. Dinniman, Designated by the Minority Leader of the Senate
183 Main Capitol Building, Harrisburg, PA
Warren E. Kampf, Designated by the Speaker of the House of Representatives
422 Irvis Office Building, Harrisburg, PA
Anthony M. DeLuca, Designated by the Minority Leader of the House of Representatives
115 Irvis Office Building, Harrisburg, PA
Robert M. McCord, State Treasurer
129 Finance Building, Harrisburg, PA
Eugene A. DePasquale, Auditor General
229 Finance Building, Harrisburg, PA
Sheri L. Phillips, Secretary of General Services
515 North Office Building, Harrisburg, PA
Carolyn C. Dumaresq, Acting Secretary of Education
333 Market Street - 10th Floor, Harrisburg, PA

GIVEN under my hand and seal this 1st day of May 2014.

/s/ Robert Baccon

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

Appendix A