

Meeting of the Board
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
December 5, 2012
515 North Office Building
Harrisburg, Pennsylvania
1:35 p.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 November 1, 2012.
3. Approval of Projects.
 - A. Resolution Authorizing the Undertaking of a Project on Behalf of Saint Joseph's University.
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 Wednesday, December 5, 2012 at 1:35 p.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

Rick Dreher, (Proxy for Governor Thomas W. Corbett)
Thomas Lebo, (Proxy for Senator Andrew E. Dinniman)
Stephen Tuckey, (Proxy for Representative Samuel Smith)
Sean Brennan, (Proxy for Representative Anthony M. DeLuca)
Christopher Craig, (Proxy for State Treasurer Robert M. McCord)
Christal Pike-Nase, (Proxy for Auditor General Jack E. Wagner)
Secretary of General Services Sheri L. Phillips
Lori Graham, (Proxy for Secretary of Education Ronald J. Tomalis)

Board Members Absent

Senator Joseph Scarnati

Authority Personnel Present

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

Also Present

Sarah Dohn, Associate, Greenlee Partners

Participated Via Conference Call

William McCarty, Esquire, Hartman Underhill & Brubaker LLP
Lynn Freeman, Esquire, Buchanan Ingersoll & Rooney PC
Barbara Beckman, Esquire, Ballard Spahr LLP
Lou Mayer, Vice President for Financial Affairs, Saint Joseph's University
Paul Clancy, RBC Capital Markets

Chairperson Dreher apologized to Board Members for missing the last Board Meeting.

2. APPROVAL OF THE MINUTES OF THE MEETING OF NOVEMBER 1, 2012.

A copy of the minutes of the meeting of November 1, 2012, 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 November 1, 2012, be and hereby are approved as presented.

Upon **MOTION** by **Secretary Phillips**, and **SECONDED** by **Mr. Brennan**, and after full discussion, the above Resolution was approved at the PHEFA Board Meeting of December 5, 2012.

3. APPROVAL OF PROJECTS.

A. Resolution Authorizing the Undertaking of a Project on Behalf of Saint Joseph's University.

Mr. Baccon explained that Saint Joseph's University has requested that we issue a Revenue Bond in the maximum principal amount of \$10,000,000 to finance, refinance or reimburse the University for the cost of the acquisition of approximately 8.9 acres located adjacent to the campus and the buildings and improvements located on the property.

The Bond is expected to be purchased by TD Bank. At the request of the University, the Office of General Counsel has appointed Ballard Spahr as Bond Counsel.

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

Barbara Beckman of Ballard Spahr, Paul Clancy of RBC Capital Markets, and Lou Mayer from the University are participating by conference call to answer questions.

Chairperson Dreher asked if the University had any immediate plans for renovation or construction activity for use by the University.

Mr. Mayer explained that the building is in very good condition and their immediate plan is to use it for administrative offices, possibly for admissions and other enrollment management offices. They will be converting what was a private residence to office space. The renovations are anticipated to be very modest.

Chairperson Dreher asked if they intended to occupy and use the space immediately.

Mr. Mayer indicated that the agreement they have with the Archdiocese is to allow the Arch Bishop to live there until March or April. They will have a lease arrangement with the Archdiocese from the date that they take ownership which they anticipate to be December 14th through April.

Chairperson Dreher asked if Board Members had any other questions or comments, and hearing none, he asked for a motion to adopt 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. 634

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 "University") generally anticipated to consist of: (i) the financing, refinancing or reimbursement of the University for the costs of the acquisition by the University of an approximately 8.9 acre parcel of land located adjacent to the University's campus at 5800 City Avenue, a/k/a 5700 City Avenue, Philadelphia County, Pennsylvania (Tax Parcel Number 77-4122000) and the buildings and improvements located thereon, including an approximately 33,720 square foot residence and related facilities including a garage/dwelling and a gatehouse, and costs and expenses related to such acquisition; and (ii) the payment of certain costs of issuing the Bond.

2. In order to finance the Project, the Authority will enter into a Bond Purchase and Loan Agreement or other financing agreement (the "Financing Agreement") among the Authority, the University and TD Bank, N.A. (the "Bond Purchaser"), pursuant to which the Authority shall issue a revenue bond to be designated "Pennsylvania Higher Educational Facilities Authority, Saint Joseph's University Revenue Bond, Series [2012][2013] ___" with the appropriate alphabetical series designation (the "Bond") in an aggregate principal amount up to \$10,000,000 (exclusive of any original issue discount). The Bond shall have a term not to exceed 12 years and shall bear interest at a variable rate to be adjusted as set forth in the 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 University and further provided in the Financing Agreement.

The Bond shall be issued in such form and under such terms as shall be set forth in the Financing Agreement used in connection with the issuance of the Bond and approved by the Executive Director. The execution of the Bond 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 Bond to or upon the order of the Bond Purchaser under the Financing Agreement against receipt of the purchase price together with any accrued interest, all in accordance with the requirements of the Financing Agreement.

3. The proceeds from the sale of the Bond shall be loaned to the University pursuant to the terms of the Financing Agreement, and shall be applied by the University for

and towards the costs of the Project, including the payment of all or a portion of the costs of issuance of the Bond, including without limitation, printing and reproduction costs, fees and expenses of bond counsel and the Bond Purchaser, 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 Bond authorized hereunder, including but not limited to the Financing Agreement, 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 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 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 Bond Documents and (ii) the Amendment will not adversely affect the excludability from gross income of interest on the Bond 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 Bond and the implementation of these resolutions.

Upon **MOTION** by **Secretary Phillips**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was approved at the PHEFA Board Meeting of December 5, 2012.

EXHIBIT A

SAINT JOSEPH'S UNIVERSITY

<u>Docket No.</u>	<u>County</u>	<u>Project Description</u>	<u>Maximum Amount To be Financed</u>
634	Philadelphia	(i) the financing, refinancing or reimbursement of the University for the costs of the acquisition by the University of an approximately 8.9 acre parcel of land located adjacent to the University's campus at 5800 City Avenue, a/k/a 5700 City Avenue, Philadelphia County, Pennsylvania (Tax Parcel Number 77-4122000) and the buildings and improvements located thereon, including an approximately 33,720 square foot residence and related facilities including a garage/dwelling and a gatehouse, and costs and expenses related to such acquisition; and (ii) the payment of certain costs of issuing the Bond.	\$10,000,000

Term: Not more than 12 years.

Rate: Variable Rate.

Rating: Not applicable.

Bond Purchaser: TD Bank, N.A.

Financial Advisor: RBC Capital Markets, LLC.

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

Minority and/or female participation in this issue: To be determined by the University in consultation with the Executive Director of the Authority.

Approved at the PHEFA Board meeting of December 5, 2012.

4. OLD BUSINESS.

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

5. NEW BUSINESS.

Chairperson Dreher 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 **Secretary Phillips**, and **SECONDED** by **Mr. Tuckey**, the PHEFA Board Meeting was adjourned at 1:39 p.m.

SUNSHINE ACT MEETING NOTICES

Saturday, November 17, 2012

If you need an accommodation due to a disability, please contact the ADA contact listed below.

CANCELLED: State Board of Pharmacy Meeting: November 20, 2012, 9:00 AM. 2601 N. 3rd St., HBG.

Contact Name: Brandi Barrack **214-1891**

CANCELLED: State Registration Board for Professional Engineers, Land Surveyors and Geologists Meeting:

November 21, 2012, 9:30 AM. 2601 N. 3rd St., HBG.

Contact Name: Brandi Barrack **214-1891**

Dean Institute of Tech vs. L&I, et al., Docket No. 3972:

December 03, 2012, 9:30 AM. Fulton Bldg., Court Rm. No. 1, 6th Fl., HBG.

Add'l Hearings scheduled: 12/4/12 and 12/5/12 same above time and location.

Contact Name: Lynn Ford **787-3325**

SPECIAL: PA Higher Educational Facilities Authority Meeting:

December 05, 2012, 1:30 PM. North Office Bldg., Rm. 515, HBG.

Contact Name: Bev Nawa **975-2204**

SPECIAL: State Public School Building Authority Meeting:

December 05, 2012, 1:30 PM. North Office Bldg., Rm. 515, HBG.

Contact Name: Bev Nawa **975-2204**

Dept. of Environmental Protection, Mine Subsidence Insurance Fund Board Meeting:

December 11, 2012, 10:00 AM. Rachel Carson State Office Bldg., 10th Fl. Conference Rm., Corner of 4th and Market Sts., HBG.

For PA AT&T Relay Service dial 1-800-654-5984 (TDD).

Contact Name: Lawrence Ruane **783-9586**

SPECIAL: Board of Finance and Revenue Statutory Meeting:

December 12, 2012, 11:00 AM. 1101 S. Front St., Ste. 400, HBG.

Contact Name: Jacqueline Cook **787-2974**

PA Dept. of Agriculture, State Agricultural Land Preservation Board Meeting:

December 13, 2012, 10:00 AM. PA Dept. of Ag., Rm. 309, 2301 N. Cameron St., HBG.

Contact Name: Deb Hepler **783-3167**

SPECIAL: PA Milk Marketing Board Meeting:

December 19, 2012, 11:00 AM. Agriculture Bldg., Rm. 202, 2301 N. Cameron St., HBG.

Purpose: To approve the Over-Order Premium Order.

Contact Name: Agency Office **787-4194]]>**

STATE PUBLIC SCHOOL BUILDING AUTHORITY
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
Notice of the Meeting of the Board to be Held
December 5, 2012

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 **Wednesday, December 5, 2012**, at **1:30 p.m.**, in **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

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Appendix A

Harrisburg, PA

I CERTIFY that the notice on the previous page for the December 5, 2012, meetings was dispatched to the following on November 13, 2012, 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
Rick Dreher, Proxy for Governor Corbett
7th Floor, Verizon Tower, Harrisburg, PA
Joseph B. Scarnati III, President Pro Tempore of the Senate
292 Main Capitol Building, Harrisburg, PA
Andrew E Dinniman, Designated by the Minority Leader of the Senate
183 Main Capitol Building, Harrisburg, PA
Samuel H. Smith, 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
Robert M. McCord, State Treasurer
129 Finance Building, Harrisburg, PA
Jack E. Wagner, Auditor General
229 Finance Building, Harrisburg, PA
Sheri L. Phillips, Secretary of General Services
515 North Office Building, Harrisburg, PA
Ronald J. Tomalis, Secretary of Education
333 Market Street - 10th Floor, Harrisburg, PA

GIVEN under my hand and seal this 13th day of November 2012.

/s/ Robert Baccon

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