

Meeting of the Board
STATE PUBLIC SCHOOL BUILDING AUTHORITY
January 23, 2014
Room 515 North Office Building
Harrisburg, Pennsylvania
10:30 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. Election of Officers for 2014.
3. Approval of the Minutes of the Meeting of October 31, 2013.
4. Financial Reports for the Months of October, November and December 2013.
5. Revolving Loan Fund.
6. Approval of Projects.
 - A. Resolution Authorizing the Undertaking of a Project on Behalf of Career Institute of Technology.
 - B. Resolution Authorizing the Undertaking of a Project on Behalf of the Chester Upland School District.
7. Old Business.
8. New Business.
9. 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 State Public School Building Authority was called to order on Thursday, January 23, 2014 at 10:30 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)
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)
James Henning, (Proxy for Secretary of General Services Sheri L. Phillips)
Nicole 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
Stephen Tuckey, General Counsel, Office of the Republican Leader, House of Representatives
Ernie Helling, Assistant Chief Counsel, Department of Education
Brad Remig, Public Financial Management
Steve Flaherty, RBC Capital Markets
Doug Bernard, Analyst, RBC Capital Markets
George Crawford, Chief Financial Officer, Chester Upland School District
Louis Verdelli, RBC Capital Markets

Participated Via Conference Call

Margaret Angel, Esquire, Buchanan Ingersoll & Rooney, PC
Mary Ellen Miller, Business Manager, Career Institute of Technology

Jo-Anne Frazier, Esquire, Leo A Hackett Law Offices
Marc Stein, Esquire, Blank Rome LLP
Bill Benzing, Esquire, Blank Rome LLP

2. ELECTION OF OFFICERS FOR 2014.

Chairperson Heuer explained that the first order of business was to elect officers. Board Members' packets include a list of officers and the incumbents. He asked for nominations for officers hearing none, he asked for a motion to adopt the slate of Officers for 2014.

In accordance with the SPSBA Bylaws, and upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Henning** at SPSBA Board Meeting of January 23, 2014, the following Officers were unanimously elected for a period of one year and until their respective successors shall have been duly elected and qualified or until they have ceased to be members of the Board .

- | | |
|------------------------|--------------------|
| a. President | Thomas W. Corbett |
| b. Vice President | Michael J. Folmer |
| Vice President | Andrew E. Dinniman |
| Vice President | Warren E. Kampf |
| c. Secretary | Sheri L. Phillips |
| d. Treasurer | Robert M. McCord |
| e. Assistant Secretary | Robert Baccon |
| | David Player |
| | Beverly M. Nawa |
| f. Assistant Treasurer | Robert Baccon |
| | David Player |
| | Beverly M. Nawa |

3. APPROVAL OF THE MINUTES OF THE MEETING OF OCTOBER 31, 2013.

A copy of the minutes of the meeting of October 31, 2013, 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 SPSBA meeting of October 31, 2013, be and hereby are approved as presented.

Upon **MOTION** by **Mr. Dempsey**, and **SECONDED** by **Ms. Langan**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of January 23, 2014.

4. FINANCIAL REPORTS FOR THE MONTHS OF OCTOBER, NOVEMBER AND DECEMBER 2013.

The Financial Reports for the months of October, November and December were emailed to Board Members prior to this meeting.

It is recommended that consideration be given to the adoption of the following Resolution:

RESOLVED That the Financial Reports of the State Public School Building Authority for the months of October, November and December 2013 as received by this Board, be accepted and filed with the minutes of this meeting.

Upon **MOTION** by **Senator Folmer**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of January 23, 2014.

5. REVOLVING LOAN FUND.

Mr. Baccon explained that we had one closing and we have one pending project. We closed a loan to the Pennsylvania Highlands Community College for \$1,500,000 for a roof replacement project. We have a pending loan to the Butler County Community College also for \$1,500,000 to purchase computer and security equipment, professional services and software.

6. APPROVAL OF PROJECTS.

A. Resolution Authorizing the Undertaking of a Project on Behalf of Career Institute of Technology.

Mr. Baccon explained that the Career Institute of Technology has requested that we issue a maximum of \$17,240,000 in Revenue Bonds to finance the current or advance refunding of the Authority's Revenue Bonds Series of 2005 and the current or advance refunding of the Authority's Revenue Bonds Series A of 2005.

RBC Capital Markets is the Underwriter, and The Bank of New York Mellon Trust Company is the Trustee for the bond issue. Public Financial Management is the financial advisor. At the request of CIT, the Office of General Counsel has appointed King, Spry, Herman, Freund & Faul 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.

Brad Remig of PFM and Steve Flaherty of RBC Capital Markets are in attendance and Mary Ellen Miller, Business Manager of CIT, is participating by conference call to answer questions concerning the project and the proposed financing.

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

Mr. Henning asked the term of the original bonds.

Mr. Flaherty explained that they expired in 2028. The term is not being extended on the new bonds.

Ms. Langan asked what the anticipated savings are.

Mr. Flaherty indicated that with current market rates the savings is about 2% or \$345,000.

Chairperson Heuer asked if there were any other questions or comments, and hearing none, he asked for a motion to approve the Resolution.

**RESOLUTION OF THE
STATE PUBLIC SCHOOL BUILDING AUTHORITY
AUTHORIZING
THE UNDERTAKING OF A PROJECT
ON BEHALF OF
CAREER INSTITUTE OF TECHNOLOGY**

DOCKET NO. 2418

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The State Public School Building Authority (the "Authority" or "SPSBA") shall undertake the financing of a project (the "Project") for the benefit of the Career Institute of Technology ("CIT") consisting of the current or advance refunding of the Authority's outstanding CIT Revenue Bonds ("CIT"), Series of 2005 ("2005 Bonds") in the original principal amount of \$16,410,000 (of which \$11,930,000 remains outstanding), and the current or advance refunding of the Authority's outstanding CIT Revenue Bonds ("CIT"), Series A of 2005 ("2005A Bonds") in the original principal amount of \$1,855,000 (of which \$1,275,000 remains outstanding) ("the 2005 Bonds and 2005A Bonds collectively referred to as the "Prior Bonds"), and the payment of the costs and expenses of issuing the Bonds (defined below) and obtaining credit enhancement (if any) therefor. At the request of CIT, the Executive Director of the Authority shall have the power to add, delete or substitute any component of the Project but only to the extent permitted by The State Public School Building Authority Act of 1947, as amended, the Pennsylvania Department of Education, and any applicable Federal income tax laws.

2. In order to finance the Project, the Authority will enter into an appropriate trust indenture or supplemental trust indenture (herein referred to as the "Indenture") with the Trustee herein appointed, and shall issue up to \$17,240,000 in the aggregate principal amount of revenue bonds in one or more series (which may be issued on the same or different dates, and which may be either tax-exempt or taxable bonds) to be designated substantially as the "State Public School Building Authority School Lease Revenue Bonds (Career Institute of Technology Project)" with an appropriate series designation (such bonds being herein referred to as the "Bonds"). The Bonds shall have a term not to exceed 15 years from the date of their issuance and delivery and shall bear interest at fixed or variable rates acceptable to CIT, 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 CIT and as further provided in a Bond Purchase Agreement hereinafter described.

In the event the CIT 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, the variable interest rate formula to be used in determining interest due on the Bonds thereafter, and the maximum rate of interest that may be borne by the Bonds (which maximum rate shall not exceed the maximum rate permitted by applicable law) and to appoint an indexing agent, auction agent

and/or remarketing agent and to take such other action as may be required in connection with bonds bearing a variable interest rate.

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 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 thereof, all in accordance with the requirements of the Indenture.

3. Under the financing plan the participating sponsor school districts (“Participating Districts”) (Bangor Area School District, Nazareth Area School District, Pen Argyl Area School District and Wilson Area School District) of CIT will lease pursuant to a lease or supplemental lease (“Lease”) the real and personal property comprising the educational facility utilized by CIT (“Educational Facility”) to SPSBA for a term not less than the final maturity of the Bonds. SPSBA under the Lease will make the proceeds of the Bonds available for the costs of the Project. SPSBA will sublease to CIT the Educational Facility pursuant to a sublease or supplemental sublease (“Sublease Agreement”). The Sublease rental payments due by CIT shall be sufficient to provide for the debt service on the Bonds.

The proceeds from the sale of the Bonds shall be made available to CIT pursuant to the terms of an appropriate lease or supplemental lease between the Authority and Participating Districts (herein referred to as the “Lease”) and a sublease or supplemental sublease (“Sublease Agreement”) between SPSBA and CIT, and shall be applied by CIT for and toward the costs of the Project including: (a) the current or advance refunding of the Prior Bonds, (b) the payment of the costs of issuance of the Bonds, including without limitation, printing costs, fees and expenses of bond counsel, the underwriter and the financial advisor of CIT, fees and expenses of the Trustee, and administrative costs and expenses of CIT and the Authority, all upon submission of the proper documentation thereof, and (c) if applicable, the payment of the premium or other cost for credit enhancement or liquidity enhancement for the Bonds if determined to be advantageous by CIT. The Authority is hereby authorized to assign and pledge the Sublease Agreement and all revenues to be received by the Authority therefrom to the Trustee under the Indenture to secure the Bonds.

4. The President, any Vice President or the Executive Director is hereby authorized on behalf of the Authority to enter into an appropriate bond purchase agreement (the “Bond Purchase Agreement”) with the successful underwriting firm for the purchase of any series of the Bonds authorized hereunder 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 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 Lease and Sublease Agreement, the Bond Purchase Agreement, and any other documents required in connection with the issuance of the Bonds and the Project, any remarketing agreement, if any of the Bonds shall bear interest at a variable rate, any tax compliance or similar agreement with respect to any Bonds issued as tax-exempt bonds 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 hereinafter defined), 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 and the Executive Director of the Authority are, and each of them hereby is, authorized to execute, acknowledge and deliver in the name and on behalf of the Authority, and the Secretary or Assistant Secretary are, and each of them hereby is, 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 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 (as hereinafter defined). The Executive Director is hereby authorized to execute any such preliminary official statement 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. The Underwriter, RBC Capital Markets LLC, is hereby authorized to purchase the Bonds upon the terms and conditions hereof and contained in the Bond Purchase Agreement. The Bank of New York Mellon Trust Company shall be and hereby is authorized to act as Trustee under the Indenture in connection with the issuance of the Bonds and PFM as the Financial Advisor. At the request of CIT, the Office of General Counsel has appointed King, Spry, Herman, Freund & Faul LLC as bond counsel for this issue ("Bond Counsel").

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. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed and requested (i) to authenticate and deliver the Bonds upon the request of the Executive Director of the Authority, (ii) to invest and reinvest all moneys 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.

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 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 Lease and Sublease Agreement, the Bond Purchase Agreement, the distribution of a preliminary official statement and 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, lease or sublease agreement, bond, instrument or other document executed and delivered with respect to the financing of the Project (collectively, the "Bond Documents") requested by CIT and approved by all other necessary parties, provided that (a) the officer executing such 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 repealed to the extent of such inconsistencies.

Upon **MOTION** by **Mr. Dempsey**, **SECONDED** by **Mr. Henning**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of January 23, 2014.

EXHIBIT A

CAREER INSTITUTE OF TECHNOLOGY

<u>Docket No.</u>	<u>County</u>	<u>Project Description</u>	<u>Maximum Amount To be Financed</u>
2418	Northampton	Financing of the current or advance refunding of the State Public School Building Authority's Revenue Bonds ("CIT Project") Series of 2005 and 2005A, and the payment of the costs and expenses of issuing the Bonds and obtaining credit enhancement (if any) for the Bonds.	\$17,240,000

Maximum Term: 15 years.

Interest Rate: Fixed or Variable at the time of issuance.

Rating/Insurance: Currently rated "A1" from Moody's.

Bond Counsel: King, Spry, Herman, Freund & Faul LLC, has been appointed by the Office of General Counsel upon the request of CIT.

Trustee: The Bank of New York Mellon Trust Company.

Financial Advisor: Public Financial Management Inc.

Underwriter RBC Capital Markets LLC.

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

Approved by the SPSBA Board at its meeting of January 23, 2014.

6. APPROVAL OF PROJECTS (CONTINUED).

B. Resolution Authorizing the Undertaking of a Project on Behalf of the Chester Upland School District.

Mr. Baccon explained that the Chester Upland School District has requested that we issue a maximum of \$8,000,000 in revenue bonds to finance the refunding of all or any portion of the Authority's School Revenue Bonds, Series A of 2003.

RBC Capital Markets is the Underwriter, Public Financial Management is the financial advisor and U.S. Bank, is the Trustee for the bond issue. At the request of the School District, the Office of General Counsel has appointed Blank Rome 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.

Brad Remig of PFM, Steve Flaherty and Lou Verdelli of RBC are in attendance along with George Crawford, the Chief Financial Officer of the School District. Jo-Anne Frazier, the School District's Solicitor, Marc Stein and Bill Benzing of Blank Rome are participating by conference call to answer any questions concerning the project and the proposed financing.

Chairperson Heuer asked if the net present value savings includes the cost of issuance.

Mr. Remig said that it did. It is net of costs. It is realized value.

Chairperson Heuer asked if Board Members had any comments or questions

Mr. Dempsey asked if the expected rating of Aa3 included in the agenda is still expected to be the rating on the bonds.

Mr. Remig said that because of the enhancement of the Intercept like we had on prior issues that is the rating that is anticipated. The term is not being extended on these bonds and the net present value savings is expected to be about \$370,000 and is purely for savings.

Chairperson Heuer asked if there were any other questions or comments, and hearing none, he asked for a motion to approve the Resolution.

**RESOLUTION OF THE
STATE PUBLIC SCHOOL BUILDING AUTHORITY
AUTHORIZING
THE UNDERTAKING OF A PROJECT ON BEHALF OF THE
CHESTER UPLAND SCHOOL DISTRICT,
DELAWARE COUNTY, PENNSYLVANIA**

DOCKET NO. 2413

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The State Public School Building Authority (the “Authority”) determines that it shall undertake (in one or more transactions), by the acquisition of a leasehold interest of certain real estate, including the buildings, fixtures, improvements, furnishings and equipment thereon, the financing of a project (the “Project”) for the benefit of Chester Upland School District, Delaware County, Pennsylvania (the “School District”) consisting of: (a) the refunding of all or any portion of the Authority’s School Revenue Bonds (Chester Upland School District Project), Series A of 2003 (the “2003 A Bonds”); and (b) the payment of the costs and expenses of issuing the Bonds (defined below), including without limitation, printing and reproduction costs, fees and expenses of bond counsel and the underwriter, fees and expenses of the trustee, the premium on a municipal bond insurance policy (if determined to be advantageous by the School District) and administrative costs and expenses of the School District and the Authority; provided, however, that the Executive Director or Assistant Executive Director of the Authority, at the request of the School District, shall have the power to add, delete or substitute for any component of the Project but only to the extent permitted by The State Public School Building Authority Act of 1947, as amended, the Department of Education, and the Federal income tax laws from time to time in effect, subject to the condition that the Project shall have received any necessary approvals required, such as, but not limited to, approval from the Department of Education.

2. In order to finance the Project, the Authority will enter into an appropriate trust indenture or supplemental trust indenture (herein referred to as the “Indenture”) with the trustee herein appointed (the “Trustee”), and shall issue up to \$8,000,000 in aggregate principal amount of revenue bonds in one or more series (which may be issued on the same or different dates, and which may be either tax-exempt or taxable bonds) to be designated substantially as the “State Public School Building Authority School Lease Revenue Bonds (Chester Upland School District Project), Series 2014” with appropriate series designations (such bonds being herein referred to as the “Bonds”). The Bonds shall have a term not to exceed thirty (30) years from the date of their issuance and delivery and shall bear interest at fixed or variable rates acceptable to the School District, shall mature in such principal amounts and at such times, and shall be subject to redemption, all as approved by the Executive Director or Assistant Executive Director in consultation with the School District and as further provided in a Bond Purchase Agreement, hereinafter defined and described.

In the event the School District requests that the Bonds of any series bear a variable rate of interest rather than a fixed rate of interest, the Executive Director or Assistant 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 a liquidity or other credit provider, 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 School District under the Sublease (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 or Assistant Executive Director of the Authority. The execution of the Bonds by the manual or facsimile signature of the Governor of the Commonwealth of Pennsylvania, 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 or Assistant 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 thereof.

3. The proceeds from the issuance of the Bonds shall be paid to the School District as a lump sum rental payment for certain facilities of the School District pursuant to the terms and provisions of an agreement of lease or a supplemental lease between the Authority, as lessee, and the School District, as lessor (the "Lease"), which facilities shall be subleased by the Authority to the School District pursuant to the terms and provisions of an agreement of sublease or a supplemental sublease (the "Sublease"). The Lease and Sublease shall cover such buildings of the School District as the Authority and the School District shall agree, including buildings of the School District which are presently subject to similar agreements between the School District and the Authority. The terms of the Lease and the Sublease shall be subject to further approval by the President, any Vice President, the Executive Director or Assistant Executive Director of the Authority.

4. The President, any Vice President, Executive Director or the Assistant Executive Director is hereby authorized on behalf of the Authority to negotiate with the underwriters, hereinafter appointed, or with any other direct purchaser or purchasers of the Bonds selected by the School District, for an acceptable proposal, for the purchase of any series of the Bonds issued hereunder, to enter into one or more purchase or loan 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 or Assistant 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: (a) the Indenture, the Lease, the Sublease, the Bond Purchase Agreement, including any supplement or amendment to any of the foregoing; (b)

an intercept agreement and/or an amendment and restatement of or amendment to any existing intercept agreement with the School District and the other parties thereto; (c) an escrow agreement, to be dated as set forth therein, if required in connection with the refunding of obligations included as a part of the Project; (d) any tax compliance or similar certificate with respect to any Bonds issued as tax-exempt bonds; (e) 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 (f) any other document to which the Authority is a party and which is required in connection with the issuance of the Bonds or 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 or Assistant Executive Director of the Authority.

6. The President, the Vice President, the Executive Director and the Assistant Executive Director of the Authority are, and each of them hereby is, authorized to execute, acknowledge and deliver in the name and on behalf of the Authority, and the Secretary or Assistant Secretary are, and each of them hereby is, 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 (including any amendments to each) 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 or Assistant Executive Director of the Authority with the advice of bond counsel. The Executive Director or Assistant Executive Director is hereby authorized to execute any such preliminary official statement and/or final official statement, or amendment to each, in the name and on behalf of the Authority, and such execution by the Executive Director or Assistant 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 Authority Underwriter. U.S. Bank National Association 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 School District, the Office of General Counsel has appointed Blank Rome LLP as Bond Counsel in connection with the issuance of the Bonds.

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. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed and requested: (a) to authenticate and deliver the Bonds upon the request of the Executive Director or Assistant Executive Director of the Authority; (b) to invest and reinvest all moneys 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; and (c) cause an appropriate notice of redemption of the 2003 A Bonds to be sent in accordance with the terms thereof.

11. The appropriate officers of the Authority, including, but not limited to, the President, the Vice President, the Executive Director and the 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, lease agreement, sublease agreement, intercept agreement, bond, bond purchase agreement, instrument or other document executed and delivered with respect to the financing of the Project (collectively, the "Bond Documents") requested by the School District 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.

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, redemption of the 2003 A Bonds, the execution, delivery and receipt of the Indenture, the Lease, the Sublease, the Bond Purchase Agreement, any escrow agreement and any other documents required in connection with the financing of the Project, 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. Langan**, **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of January 23, 2014.

EXHIBIT A

CHESTER UPLAND SCHOOL DISTRICT

<u>Docket No.</u>	<u>County</u>	<u>Project Description</u>	<u>Maximum Amount To be Financed</u>
2413	Delaware	The refunding of all or any portion of the Authority's School Revenue Bonds (Chester Upland School District Project), Series A of 2003, and the payment of the costs and expenses of issuing and insuring, if appropriate, the Bonds.	\$8,000,000

Maximum Term: 30 years.

Interest Rate: Fixed or Variable.

Rating/Insurance: Rating on the bonds is expected to be "Aa3".

Bond Counsel: At the request of the School District, the Office of General Counsel has appointed Blank Rome LLP.

Trustee: U.S. Bank National Association.

Financial Advisor: Public Financial Management, Inc.

Underwriter: RBC Capital Markets, LLC.

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

Approved by the SPSBA Board at its meeting of January 23, 2014.

7. OLD BUSINESS.

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

8. 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.

9. ADJOURNMENT.

There being no further business to come before the Board at this time, upon **MOTION** by **Mr. Dempsey**, and **SECONDED** by **Senator Folmer**, the SPSBA Board Meeting was adjourned at 10:40 a.m.

SUNSHINE ACT MEETING NOTICES

Thursday, December 26, 2013

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

CANCELLED: State Board of Funeral Directors Meeting: January 02, 2014,
11:00 AM. 2601 N. 3rd St., HBG.

Contact Name: Nicole Thurstin 787-6604

State Civil Service Commission January 2014 Hearings: January 06, 2014,

9:30AM. 320 Market St., 4th Fl. Hearing Rm., HBG.

Add'l SCSC January 2014 meetings scheduled: 1/8/14, 1/10/14, 1/21/14,
1/23/14, and 1/28/14 same above time and location.

Contact Name: Edward Beam 783-2926

State Civil Service Commission January 2014 Hearings: January 07, 2014,

10:00 AM. 320 Market St., 4th Fl. Hearing Rm., HBG.

Add'l SCSC January 2014 meetings scheduled: 1/9/14, 1/16/14,
1/22/14, and 1/24/14 same above time and location.

Contact Name: Edward Beam 783-2926

SPECIAL: PA Higher Education Facilities Authority Meeting: January 23, 2014, 10:30 AM North Office Bldg., Rm. 515, HBG.

Contact Name: Bev Nawa 975-2204

SPECIAL: State Public School Building Authority Meeting: January 23, 2014, 10:30 AM North Office Bldg., Rm. 515, HBG.

Contact Name: Bev Nawa 975-2204

Appeared in: *Patriot-News* on Thursday, 12/26/2013

STATE PUBLIC SCHOOL BUILDING AUTHORITY
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
Notice of the Meeting of the Board to be Held
January 23, 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, January 23, 2014**, at **10:30 a.m.**, in **Room 515 North Office Building, Harrisburg**, Pennsylvania, for the purpose of: (a) electing officers for 2014, (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

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Appendix A

Harrisburg, PA

I CERTIFY that the notice on the previous page for the January 23, 2014, meetings was dispatched to the following on December 20, 2013, 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 20th day of December 2013.

/s/ Robert Baccon

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