

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY  
Resolution No. 2020-05

September 17, 2019

---

AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF REFUNDING BONDS (THE “BONDS”) OF THE AUTHORITY TO REFUND ALL OR A PORTION OF THE OUTSTANDING SPECIAL TAX REVENUE REFUNDING BONDS (CITY OF PHILADELPHIA FUNDING PROGRAM), SERIES OF 2009, AND SPECIAL TAX REVENUE REFUNDING BONDS (CITY OF PHILADELPHIA FUNDING PROGRAM), SERIES OF 2010, OF THE AUTHORITY (COLLECTIVELY, THE “REFUNDED BONDS”); AUTHORIZING THE BONDS TO BE ISSUED AS FIXED RATE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENT TO THE AMENDED AND RESTATED INDENTURE OF TRUST PURSUANT TO WHICH THE REFUNDED BONDS WERE ISSUED AND ARE SECURED; AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE BOND PURCHASE CONTRACTS AND OTHER AGREEMENTS AND DOCUMENTS NECESSARY OR APPROPRIATE IN CONNECTION WITH THE ISSUANCE AND SALE OF THE BONDS AND THE REFUNDING TO BE EFFECTED THEREBY (THE “REFUNDING”); AUTHORIZING THE PREPARATION, DISTRIBUTION AND EXECUTION, AS APPLICABLE, OF A PRELIMINARY OFFICIAL STATEMENT AND A FINAL OFFICIAL STATEMENT RELATING TO THE BONDS; DETERMINING THAT A PRIVATE NEGOTIATED SALE OF THE BONDS IS IN THE BEST INTEREST OF THE AUTHORITY; AUTHORIZING AND APPROVING THE SALE OF THE BONDS; AUTHORIZING THE USE OF AVAILABLE MONEYS IN THE DEBT SERVICE RESERVE FUND, DEBT SERVICE FUND AND OTHER FUNDS OF THE AUTHORITY IN CONNECTION WITH THE REFUNDING, IF NECESSARY; AUTHORIZING ONE OR MORE CONDITIONAL NOTICES OF REDEMPTION OF THE REFUNDED BONDS; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS, INCLUDING THE EXECUTION AND DELIVERY OF DOCUMENTS, NECESSARY OR APPROPRIATE FOR THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED HEREBY.

**BACKGROUND**

WHEREAS, pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class (Act of June 5, 1991, P.L. 9, No. 6), as amended (the “Act”), the Pennsylvania Intergovernmental Cooperation Authority (the “Authority”) is authorized to issue its bonds for the purpose of, among other things, refunding any outstanding indebtedness of the Authority; and

WHEREAS, the Authority currently has outstanding its Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program), Series of 2009 (the “2009 Bonds”), in the aggregate principal amount of \$81,920,000, and its Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program), Series of 2010 (the “2010 Bonds”), in the aggregate

principal amount of \$26,355,000 (the “2010 Bonds” and together with the 2009 Bonds, the “Refunded Bonds”); and

WHEREAS, in order to achieve debt service savings, the Authority desires to authorize the issuance and sale of one or more additional series of its special tax revenue refunding bonds (collectively, the “Bonds”) to refund all or a portion of the Refunded Bonds and to pay the costs and expenses of issuance related to the Bonds (collectively, the “Refunding”); and

WHEREAS, the Authority has determined that the public interest will be best served and that the purpose of the Act can be most advantageously achieved by authorizing the issuance of the Bonds in order to obtain funds to be used for the Refunding; and

WHEREAS, the Authority has determined that, because of, in particular, the complexity of this financing, a private negotiated sale of the Bonds is in the best interest of the Authority; and

WHEREAS, the Authority has determined that it would be expeditious to authorize the issuance of one or more conditional notices of optional redemption of the Refunded Bonds; and

WHEREAS, the Authority deems it necessary, in connection with the issuance, sale and delivery of the Bonds, to authorize and direct the execution and delivery of the Bonds and to authorize the execution and delivery of all such other agreements, instruments, certificates and documents, and the performance of all such other acts as may be necessary or appropriate, in connection with the issuance and sale of the Bonds, the Refunding, the implementation of this Resolution and the transactions contemplated hereby.

NOW, THEREFORE, BE IT RESOLVED BY THE PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY AS FOLLOWS:

Section 1. Definitions. In addition to the words and terms defined in the recitals above, the following words and terms used in this Resolution shall have the following respective meanings:

“Amended and Restated Indenture” means the Amended and Restated Indenture of Trust, dated as of December 1, 1994, as amended and supplemented by the First Supplement to the Amended and Restated Indenture of Trust, dated as of May 15, 1996, the Second Supplement to the Amended and Restated Indenture of Trust, dated as of April 1, 1999, the Third Supplement to the Amended and Restated Indenture of Trust, dated as of June 1, 2003, the Fourth Supplement to the Amended and Restated Indenture of Trust, dated as of June 1, 2006, the Fifth Supplement to the Amended and Restated Indenture of Trust, dated as of May 1, 2008, the Sixth Supplement to the Amended and Restated Indenture of Trust, dated as of June 1, 2009, and the Seventh Supplement to the Amended and Restated Indenture of Trust, dated as of May 1, 2010, each between the Authority and the Trustee (or a predecessor trustee).

“Authorized Officers” means the Chairperson and the Executive Director.

“Board” means the governing board of the Authority.

“Bond Purchase Contract” means any Bond Purchase Contract entered into between the Authority and the Underwriters (or a representative of the Underwriters), providing for the sale and purchase of one or more separate series of the Bonds.

“Chairperson” means the Chairperson of the Board, including any official authorized to carry out the duties of the Chairperson in the Chairperson’s absence (including without limitation any acting Chairperson or temporary Chairperson).

“City” means the City of Philadelphia, Pennsylvania.

“Commonwealth” means the Commonwealth of Pennsylvania.

“Debt Service Reserve Fund” means the fund of that name held by the Trustee under the Amended and Restated Indenture.

“Eighth Supplement to the Amended and Restated Indenture” means the Eighth Supplement to the Amended and Restated Indenture to be entered into between the Authority and the Trustee with respect to the issuance of the Bonds, amending and supplementing the Amended and Restated Indenture.

“Executive Director” means the Executive Director of the Authority, including any official authorized to carry out the duties of the Executive Director in the Executive Director’s absence (including without limitation any acting Executive Director or Deputy Executive Director).

“Official Statement” means any final official statement of the Authority with respect to one or more series of the Bonds.

“Preliminary Official Statement” means any preliminary official statement of the Authority with respect to one or more series of the Bonds.

“Resolution” means this Resolution, and any resolution supplemental hereto.

“Secretary” or “Assistant Secretary” means the Secretary or Assistant Secretary of the Board or any official authorized to carry out the duties of the Secretary or the Assistant Secretary in the Secretary’s or the Assistant Secretary’s absence (including, without limitation, any acting Secretary or acting Assistant Secretary of the Authority).

“Treasurer” means the Treasurer of the Authority, including any official authorized to carry out the duties of the Treasurer in the Treasurer’s absence (including without limitation any acting Treasurer or Assistant Treasurer).

“Trustee” means U.S. Bank National Association, as trustee under the Amended and Restated Indenture, and its successors and assigns as such trustee.

“Underwriters” means RBC Capital Markets LLC, Siebert Cisneros Shank & Co., L.L.C., PNC Capital Markets LLC, and any other underwriters party to, or named in, any Bond Purchase Contract, to be selected by the Authority.

Section 2. Authorization of the Refunding. The Authority hereby finds and determines that the issuance and sale of the Bonds under the Amended and Restated Indenture and the Eighth Supplement to the Amended and Restated Indenture and the use of the proceeds of the Bonds for the Refunding are in furtherance of the public purposes set forth in the Act, are in the best interest of the Authority, and are in compliance with the provisions of the Act.

Section 3. Negotiated Sale of Bonds. The sale of the Bonds to the Underwriters at a private negotiated sale is hereby determined to be in the best interest of the Authority and the Commonwealth, to best fulfill the objectives of the Act and to be necessary and appropriate in light of the circumstances under which the financing for the Refunding is being arranged. A public or invited sale of the Bonds is hereby determined to be impracticable and inadvisable. The complexity of the Refunding and the Bonds, and the corresponding necessity of careful and thorough disclosure in the Preliminary Official Statement and the Official Statement in connection with the offering and the sale of the Bonds, will, in the judgment of the Authority, necessitate the ongoing participation of the Underwriters and their counsel in the planning and structuring of the financing for the Refunding and in the preparation of the Preliminary Official Statement and the Official Statement and the other financing documents and in the marketing of the Bonds. The Authority has determined, after due consideration, that such participation cannot be obtained in the absence of a commitment by the Authority to sell the Bonds to the Underwriters at a private negotiated sale.

Section 4. Delegation to Authorized Officers. The Authorized Officers are hereby expressly granted and delegated the full power and authority, for and on behalf of the Board, to review and approve the final terms, conditions and details of the Bonds and the Refunding and the issuance, sale and delivery of the Bonds, pursuant to the Act and in accordance with and subject to the terms, conditions and limitations established in this Resolution, such approval to be conclusively evidenced by the execution and delivery of the Bonds at the closing or closings therefor in the manner provided herein; provided, however, that the aggregate principal amount of the Bonds shall not exceed \$112,000,000, the final maturity date for the Bonds shall not be later than June 15, 2023, the fixed interest rate or rates on the Bonds shall be such that the true interest cost to the Authority shall not exceed seven percent (7.0%), the price received by the Authority for the Bonds shall be not less than 95% of the face amount thereof, and the Authority shall achieve net present value debt service savings as a result of the Refunding. The Bonds shall be designated generally as “Pennsylvania Intergovernmental Cooperation Authority Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program), Series of 2019” and may be issued in one or more series or subseries and on one or more dates. The proceeds of the Bonds shall be used for the Refunding and to pay all or a portion of the costs and expenses incurred by the Authority in connection with the issuance of the Bonds, including without limitation deposits to any required reserve funds. If so approved by the Authorized Officers, the issuance and sale of the portion of the Bonds to be issued for the refunding of the 2010 Bonds may be structured on a “forward” basis whereby the terms of such Bonds are authorized and established as of a current date in 2019 with an agreement of the Authority to issue such Bonds, and an agreement

of the Underwriters to purchase such Bonds at specified prices, on an appropriate future date in 2020.

Section 5. Form and Terms of Bonds. The Bonds shall be issued in fully registered form. The Bonds shall be dated; shall mature in such principal amounts on such dates; shall bear interest at such fixed rates of interest; shall be subject to redemption prior to maturity; and shall otherwise be subject to such additional terms, conditions and provisions, all as are approved by the Authorized Officers and specified in each applicable Bond Purchase Contract or the Eighth Supplement to the Amended and Restated Indenture. The form of the Bonds for each applicable series set forth in the Eighth Supplement to the Amended and Restated Indenture is hereby incorporated herein by this reference, subject to appropriate insertions and revisions necessary to comply with the provisions of the Eighth Supplement to the Amended and Restated Indenture, and the provisions for the signatures, authentication, payment, place of payment, medium of payment, transfer, exchange, registration, number, denominations and other provisions thereof, to the extent not provided herein, shall be as set forth in the Eighth Supplement to the Amended and Restated Indenture, as finally executed, and are hereby approved and incorporated herein by this reference. The Bonds, when executed on behalf of the Authority in the manner contemplated by the Eighth Supplement to the Amended and Restated Indenture and this Resolution, shall represent the approved form of the Bonds.

Section 6. Execution and Authentication of Bonds. The Chairperson or Executive Director is hereby authorized and directed to execute the Bonds in the name and on behalf of the Authority by his or her manual or facsimile signature, and the Secretary or Assistant Secretary is hereby authorized and directed to affix the corporate seal of the Authority or a facsimile thereof to the Bonds when so executed and to attest the same by his or her manual or facsimile signature, and each such officer is hereby authorized and directed to deliver the Bonds to the Trustee for authentication pursuant to the Eighth Supplement to the Amended and Restated Indenture.

Section 7. Bonds as Limited Obligations. The Bonds shall be limited obligations of the Authority payable by the Authority solely from the sources specified or described in the Amended and Restated Indenture and the Eighth Supplement to the Amended and Restated Indenture. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING THE CITY, IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE BONDS. THE AUTHORITY HAS NO TAXING POWER. NO MEMBER OF THE BOARD SHALL BE LIABLE PERSONALLY ON THE BONDS OR ON ANY DOCUMENT OR INSTRUMENT EXECUTED IN CONNECTION THEREWITH.

Section 8. Eighth Supplement to the Amended and Restated Indenture. The Authority is hereby authorized to enter into the Eighth Supplement to the Amended and Restated Indenture. The Chairperson or Executive Director is hereby authorized and directed to execute and deliver the Eighth Supplement to the Amended and Restated Indenture in the name and on behalf of the Authority, such document to be in such form and to contain such terms and conditions (not inconsistent with any of the other requirements of this Resolution) as shall be approved by either such officer with the advice of the Authority's legal counsel and financial advisors, such approval and the approval of the Board to be conclusively evidenced by the execution of the Eighth Supplement to the Amended and Restated Indenture by either such officer.

Section 9. Bond Purchase Contracts. The Authority is hereby authorized to enter into one or more Bond Purchase Contracts and to sell the Bonds by private negotiated sale to the Underwriters pursuant thereto. The Chairperson or Executive Director is hereby authorized and directed to execute and deliver the Bond Purchase Contract in the name and on behalf of the Authority, such document to be in such form and to contain such terms and conditions (not inconsistent with any of the other requirements or conditions of this Resolution) as shall be approved by the Chairperson or Executive Director with the advice of the Authority's legal counsel and financial advisors, such approval and the approval of the Board to be conclusively evidenced by the execution of the Bond Purchase Contract by either such officer.

Section 10. Application of Bond Proceeds. By virtue of this Resolution and without further authorization from the Authority, the Trustee shall be authorized, directed and requested to apply the proceeds of the Bonds pursuant to the terms of the Amended and Restated Indenture and the Eighth Supplement to the Amended and Restated Indenture and to invest and reinvest, at the direction of the Authority, all moneys which by the terms of the Amended and Restated Indenture and the Eighth Supplement to the Amended and Restated Indenture may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by the Amended and Restated Indenture and the Eighth Supplement to the Amended and Restated Indenture, all subject to the terms and limitations contained in the Amended and Restated Indenture and the Eighth Supplement to the Amended and Restated Indenture.

Section 11. Preliminary Official Statement and Official Statement. The preparation and distribution of the Preliminary Official Statement and Official Statement (and any appropriate amendments or supplements thereto) for each applicable series of Bonds is hereby authorized and approved in connection with the marketing, sale and delivery of the Bonds. The Chairperson or Executive Director is hereby authorized and directed to execute the Official Statement for each series of Bonds in such form as shall be approved by the officer executing the same with the advice of the Authority's legal counsel and financial advisors, such approval and the approval of the Board to be conclusively evidenced by the execution of the Official Statement by either such officer. Any appropriate officer of the Authority is hereby authorized to deem the applicable Preliminary Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended.

Section 12. Transaction Documents. The Authority is hereby authorized to enter into such escrow deposit agreements, continuing disclosure agreements, tax compliance agreements, agreements with the Commonwealth or the State Treasurer or any other department or agency of the Commonwealth, agreements with the City or any department or agency of the City, and all other agreements relating to or concerning the Bonds, the Refunding and any credit enhancement for the Bonds, if any, all as may be required under any Bond Purchase Contract or as may otherwise be necessary or appropriate for the proper, lawful and efficient consummation of the transactions contemplated by this Resolution. The Chairperson or the Executive Director is hereby authorized and directed, in the name and on behalf of the Authority, to execute, deliver and file any and all such documents and other documents, instruments, agreements and certificates of any kind whatsoever, which documents shall be in form and substance as shall be approved by any such officer with the advice of the Authority's legal counsel and financial advisors, such approval and the approval of the Board to be conclusively evidenced by the

execution of such documents by any such officer, and to do any and all other acts or things, that are necessary or appropriate in order to effect the issuance and sale of the Bonds, the Refunding, the investment of the proceeds of the Bonds, the execution, delivery and performance by the Authority of any Bond Purchase Contract, the Eighth Supplement to the Amended and Restated Indenture and the other financing documents relating to the Bonds, and to carry out the intent and purposes of this Resolution and the transactions contemplated hereby, or that are necessary or appropriate to effectuate fully the issuance of the Bonds, the Refunding and the other transactions contemplated hereby. The Secretary or any Assistant Secretary is hereby authorized and directed, when requested, to affix the official corporate seal of the Authority to any and all documents, instruments, agreements and certificates executed on behalf of the Authority pursuant to this Resolution and to attest said seal. For this purpose, the Executive Director is hereby appointed as an Assistant Secretary of the Authority.

Section 13. Filing of Resolution; Publication. The proper officers of the Authority are hereby directed to file a copy of this Resolution for public inspection in the office of the Authority and in the office of the Chief Clerk of City Council and to publish in a newspaper of general circulation published or circulating in the City a notice containing the information specified in Section 303(b)(1) through (4) of the Act.

Section 14. Transaction Costs. To the extent not paid from the proceeds of the Bonds or from other sources of funds available under the Amended and Restated Indenture, the Treasurer is hereby authorized to pay all costs and expenses relating to the issuance and sale of the Bonds and the Refunding, including without limitation fees and costs for credit enhancement, if any, and deposits to funds under the Amended and Restated Indenture, from the unencumbered general funds of the Authority.

Section 15. Redemption of Refunded Bonds. The proper officers of the Authority are hereby authorized and directed to take all necessary or appropriate action to cause conditional notices of the optional redemption of each series of the Refunded Bonds to be given to the holders of such Refunded Bonds, in accordance with all requirements of the Refunded Bonds, the Amended and Restated Indenture, and the applicable requirements of any applicable securities depository holding any of the Refunded Bonds. The redemption date or dates specified in such notice shall be such date or dates as may be appropriate in light of the anticipated date of issuance of each applicable series of the Bonds. The notices shall specify, among other things, that such redemption of the Refunded Bonds is expressly conditioned upon the deposit of the redemption moneys with the Trustee before the date fixed for redemption and such notice shall be of no effect unless such moneys are so deposited.

Section 16. Repeal and Ratification. All prior resolutions or parts of prior resolutions inconsistent with this Resolution are hereby repealed, rescinded, cancelled and annulled insofar as they conflict herewith. Subject to the foregoing sentence, the Authority hereby ratifies and confirms any and all prior actions taken by or on behalf of the Authority consistent with the intent of this Resolution.

Section 17. Effective Date. This Resolution shall take effect immediately.

MOVED: Michael Karp

SECONDED: Alan Kessler

APPROVED: YES

Qualified Majority Required: Yes X No \_\_\_\_

Vote: Yes No Abstain Absent

Cawley X

Karp X

Kessler X

Vaughan X

Williams X