

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

Resolution No. 2021 - 08

December 1, 2020

WHEREAS, the Pennsylvania Intergovernmental Cooperation Authority (the "Authority") has heretofore entered into two basis cap swap transactions (the "Basis Caps") with JP Morgan Chase Bank (the "Counterparty") in connection with bonds previously issued by the Authority; and

WHEREAS, the Basis Caps were entered into by the Authority pursuant to its powers, under 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"), to enter into interest rate exchange agreements, interest rate cap and floor agreements and other similar agreements which in the judgment of the Authority will assist the Authority in managing the interest costs of the Authority; and

WHEREAS, the Board of the Authority previously authorized the Executive Director to solicit proposals from the financial advisory firms of PFM Financial Advisors and Phoenix Capital Partners (each of whom had been previously engaged by the Authority, pursuant to a competitive selection process, to provide certain financial advisory services to the Authority) to provide supplemental advisory services with respect to the termination of the Basis Caps and further authorized the Chairperson or the Executive Director, on behalf of the Authority, to execute a supplemental engagement with one of such firms, the selection of which firm and the terms of the supplemental engagement to be determined by the Chairperson and Executive Director, in their judgment as being reasonable and in the best interest of the Authority; and

WHEREAS, the Executive Director received proposals from both PFM Financial Advisors and Phoenix Capital Partners; and

WHEREAS, the proposal from Phoenix Capital Partners (the "Swap Advisor") was determined to be reasonable and in the best interest of the Authority and such firm has been selected by the Chairperson and the Executive Director pursuant to the power previously delegated to them; and

WHEREAS, the Swap Advisor has completed a review and analysis of the Basis Caps and has recommended that the Basis Caps be terminated at this time;

NOW THEREFORE, BE IT RESOLVED AS FOLLOWS:

TERMINATION OF BASIS CAPS
RESOLUTION NO. 2021-08

1. The selection of Phoenix Capital Partners to provide supplemental swap advisory services to the Authority in connection with the termination of the Basis Caps is hereby ratified and confirmed.

2. The Authority is hereby authorized to terminate the Basis Caps, provided that (a) the Authority receives a net payment from the Counterparty with respect to such termination (the "Termination Payment") of such amount as may be approved by the Chairperson and the Executive Director of the Authority as being reasonable and in the best interest of the Authority, and (b) the Swap Advisor confirms that the amount of the Termination Payment represents a fair market value payment for such termination of the Basis Caps.

3. The appropriate officers of the Authority (including without limitation the Chairperson and the Executive Director) are, and each of them hereby is, authorized and directed to perform all such other acts and to do all such other things and to execute and deliver all such agreements, instruments and documents (including, without limitation, a termination agreement with the Counterparty) as may be necessary or desirable to enable the Authority to carry out, give effect to and consummate the transactions authorized by this Resolution.

4. This Resolution shall take effect immediately.

MOVED: _____

SECONDED: _____

APPROVED: _____

Qualified Majority Required: Y ___X___ N _____

Vote:	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>
Cawley	_____	_____	_____
Karp	_____	_____	_____
Kessler	_____	_____	_____
Vaughan	_____	_____	_____
Williams	_____	_____	_____