

Meeting of the Board  
**STATE PUBLIC SCHOOL BUILDING AUTHORITY**  
June 9, 2016  
**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. Approval of the Minutes of the Meeting of April 21, 2016.
3. Financial Report for the Month of April 2016.
4. 2016-2017 Fiscal Year Administrative Fund Budget.
5. Audit Committee Entrance Conference & Investment Policy Annual Review.
6. Revolving Loan Fund.
7. Investment Activity.
8. Approval of Projects.
  - A. Resolution Authorizing the Undertaking of a Project on Behalf of The School District of the City of Harrisburg.
9. Old Business.
10. New Business.
11. 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, June 9, 2016 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. Wolf)  
Kelly Phenicie, (Proxy for Senator Lloyd K. Smucker)  
Lisa Felix, (Proxy for Senator Andrew E. Dinniman)  
Danielle Guyer, (Proxy for Representative Stanley E. Saylor)  
Alan Cohn, (Proxy for Representative Anthony M. DeLuca)  
Jennifer Langan, (Proxy for Treasurer Timothy A. Reese)  
Christal Pike-Nase, (Proxy for Auditor General Eugene A. DePasquale)  
Secretary of General Services Curtis M. Topper  
Ernie Helling, (Proxy for Secretary of Education Pedro A. Rivera)

**Authority Personnel Present**

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

**Also Present**

William McCarty, Esquire, Barley Snyder LLP  
Timothy Horstmann, Esquire, McNees Wallace & Nurick LLC  
Jay Wenger, Financial Advisor, Susquehanna Group Advisors, Inc.  
Ken Medina, Interim Business Manager, The School District of the City of Harrisburg

**Participated Via Conference Call**

Julius Coursey, Managing Director, Wills Fargo Securities  
Jeff Eberly, Vice President for Finance, CFO & Associate Treasurer, Drexel University

## **2. APPROVAL OF THE MINUTES OF THE MEETING OF APRIL 21, 2016.**

A copy of the minutes of the meeting of April 21, 2016, 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 April 21, 2016, be and hereby are approved as presented.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Helling**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of June 9, 2016.

## **3. FINANCIAL REPORT FOR THE MONTH OF APRIL 2016.**

The Financial Report for the month of April 2016 was 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 Report of the State Public School Building Authority for the month of April 2016 as received by this Board, be accepted and filed with the minutes of this meeting.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Secretary Topper**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of June 9, 2016.

#### **4. 2016-2017 FISCAL YEAR ADMINISTRATIVE FUND BUDGET.**

Chairperson Heuer explained that a copy of the 2016-2017 Budget was e-mailed to Board Members. He asked Secretary Topper, as head of the Budget Committee, if he would like to offer any comments.

Secretary Topper explained that the Budget Committee met four to five weeks ago and they reviewed the budget and recommend that it be formally adopted. The agenda summarizes the estimated revenue and expenditures for the upcoming year. The Authority is expected to end the current fiscal year under budget by approximately \$185,000 with an undesignated fund balance of \$9.5 million. The fund balance is expected to decrease slightly in FY 16-17 and by \$1.5 to \$2.0 million in FY17-18 when the Authority must recognize its share of the Commonwealth's \$16 billion in unfunded OPEB liability, which is retiree healthcare.

#### **RESOLUTION APPROVING THE 2016-2017 FISCAL YEAR ADMINISTRATIVE FUND BUDGET.**

WHEREAS, the Administrative Budget for the State Public School Building Authority for the period July 1, 2016, through June 30, 2017, has been reviewed and recommended for approval by the Authority's Budget Committee;

NOW, THEREFORE, BE IT

RESOLVED That the Authority's Administrative Budget of \$1,789,500 for the fiscal year July 1, 2016, through June 30, 2017 be approved; AND BE IT

FURTHER RESOLVED That the Executive Director be authorized to approve changes or revisions within account allocations consistent with the limits of the Authority Budget herein approved; AND BE IT

FURTHER RESOLVED That a copy of the 2016-2017 Budget, as approved, be filed with the minutes of this meeting.

Upon **MOTION** by **Secretary Topper**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of June 9, 2016.

#### **5. AUDIT COMMITTEE ENTRANCE CONFERENCE & INVESTMENT POLICY ANNUAL REVIEW.**

Chairperson Heuer explained that the Audit Committee met with the Auditors and also reviewed the Investment Policy as part of the Board's annual review. Chairperson Heuer asked Ms. Pike-Nase, as Chair of the Audit Committee, if she would like to offer any comments.

Ms. Pike-Nase told the board that the Audit Committee had an entrance

conference with Maher Duessel on May 20<sup>th</sup>.

She said that Dave Player provided an excellent agenda, which included an organizational chart, an internal control matrix, the investment policy and an overview of the latest trends since the inception of the OGC policy on bond counsel appointment. They learned that the Authority is slowly getting some projects for both Authorities. The Auditor General was pleased to learn this.

Jennifer CruverKibi, Senior Manager attended the meeting for Maher Duessel. She explained steps that they would go through in their field work. She distributed a very good outline of the audit timing and audit process. The Audit Committee was very pleased with how prepared the auditors have been.

Ms. Pike-Nase offered a summary if Board Members were interested in reviewing it.

## **6. REVOLVING LOAN FUND.**

Mr. Baccon explained that we had no closings since the April meeting and we have a pending project for the Community College of Allegheny County. The College has requested a loan of \$937,951 to replace computer equipment.

## **7. INVESTMENT ACTIVITY.**

Mr. Baccon explained that there is an update regarding investment activity included in the agenda. Dave Player can answer any questions board members may have.

Mr. Player said that a CD matured and he reinvested the proceeds.

## **8. APPROVAL OF PROJECTS.**

### **A. Resolution Authorizing the Undertaking of a Project on Behalf of The School District of the City of Harrisburg.**

Mr. Baccon explained that The School District of the City of Harrisburg requested that we issue a maximum of \$150,000,000 in school revenue bonds to finance the advance refunding of all or a portion of our Series A of 2009 Revenue Bonds, a partial current refunding of our Series C of 2014 Revenue Bonds and the payment of the estimated costs of terminating a portion of an interest rate swap agreement with JPMorgan Chase Bank as to the refunded Series C of 2014 Bonds.

PNC Capital Markets will serve as Underwriter and M&T Trust Company will be the Trustee for the bond issue. At the request of the School District following the

issuance of an RFP, the Office of General Counsel has appointed McNees Wallace & Nurick and Powell Law as Co-Bond Counsel for this issue. Powell Law is a small diverse business.

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

Timothy Horstmann, Esquire, McNees Wallace & Nurick, Jay Wenger, Susquehanna Group Advisors and Ken Medina, Interim Business Manager, of the School District are here to answer questions.

Chairperson Heuer asked if board members had any questions or comments about the project.

Ms. Phenicie asked if the refunding complies with the school code since the school district is in financial distress.

Mr. Wenger explained that it is a standard refinancing, so it follows all of the provisions of the Local Government Unit Debt Act. One of the key points that came out of the school district's recovery plan was a plan to exit their interest rate swap portfolio. This would be the third swap that is being terminated. A portion of this swap is being terminated. A portion of this swap will be terminated with JP Morgan. They deemed it too expensive to terminate all of it, so they are going to look at market opportunities to whittle away at their swap portfolio. The refunding portion is a traditional advanced refunding to generate interest rate savings.

Chairperson Heuer asked if board members had any other questions, and hearing none, he asked for a motion to approve the project.

**RESOLUTION OF THE  
STATE PUBLIC SCHOOL BUILDING AUTHORITY  
AUTHORIZING  
THE UNDERTAKING OF A PROJECT ON BEHALF OF  
THE SCHOOL DISTRICT OF THE CITY OF HARRISBURG**

**DOCKET NO. 2447**

WHEREAS, the State Public School Building Authority (the “Authority”) is authorized by the State Public School Building Authority Act, as amended (being a part of the Public School Code of 1949, as amended, 24 P.S. §791.1 *et seq.*) (the “Act”), to lend funds to school districts for, among other purposes, refinancing outstanding bonds; and

WHEREAS, the Act further authorizes the Authority to issue revenue bonds for the purposes of paying the cost of any such projects and all incidental expenses incurred in issuing such bonds and to secure the payment of such bonds as provided by the Act; and

WHEREAS, the Authority, acting on behalf of The School District of the City of Harrisburg (the “School District”), has previously issued its (i) School Revenue Bonds (The School District of the City of Harrisburg Project) Series A of 2009 (the “2009A Bonds”), and (ii) School Revenue Bonds (The School District of the City of Harrisburg Project) Series C of 2014 (the “2014C Bonds”), the proceeds of which were used to finance or refinance certain prior projects of the School District; and

WHEREAS, in connection with the issuance of the 2009A Bonds, the School District leased to the Authority certain real estate, including buildings, fixtures, improvements, furnishings and equipment located thereon (the “Leased Premises”), by a Lease Agreement, dated as of May 1, 2009, as amended and supplemented by a First Amendment to Lease Agreement dated as of October 7, 2011, as further amended and supplemented by a Second Amendment to Lease Agreement, dated as of November 15, 2013, and as further amended and supplemented by a Third Amendment to Lease Agreement, dated as of June 15, 2014; and

WHEREAS, in connection with the issuance of the 2009A Bonds, the Authority and the School District entered into a Sublease Agreement, dated as of May 1, 2009, as amended and supplemented by a First Amendment to Sublease Agreement dated as of October 7, 2011, as further amended and supplemented by a Second Amendment to Sublease Agreement dated as of November 15, 2013, as further amended and supplemented by a Third Amendment to Sublease Agreement dated as of June 15, 2014, as further amended and supplemented by a Fourth Amendment to Sublease Agreement dated as of November 24, 2015, as further amended and supplemented by a Fifth Amendment to Sublease Agreement dated as of March 10, 2016 (collectively, the “Original Sublease”), in connection with the Leased Premises and pursuant to which the School District agreed to make certain rental payments to the Authority, in a sufficient amount to meet the debt service payments on, *inter alia*, the 2009A Bonds; and

WHEREAS, concurrently with the issuance of the 2014C Bonds, the Authority, solely as a conduit issuer and at the request of the School District, entered into a modification of an

interest rate swap agreement with JPMorgan Chase Bank (the “Swap Counterparty”) (the “JPMorgan Swap”) as to the Authority’s Amended and Restated Variable Rate School Revenue Bonds (The School District of the City of Harrisburg Project), Series D of 2009, to assign the JPMorgan Swap to the 2014C Bonds; and

WHEREAS, the School District has requested the Authority to issue one or more series of tax-exempt and federally taxable revenue bonds, including its (i) School Revenue Bonds (The School District of the City of Harrisburg Project) Series A of 2016, or similar designation (the “Series A Bonds”); and (ii) Federally Taxable School Revenue Bonds (The School District of the City of Harrisburg Project) Series B of 2016, or similar designation (the “Series B Bonds” and together with the Series A Bonds, collectively, the “Bonds”), in the estimated aggregate principal amount of not to exceed \$150,000,000, which Bonds will be issued for the purpose of financing (a) the advance refunding of all or a portion of the 2009A Bonds; (b) the partial current refunding of the 2014C Bonds; (c) the payment of the costs of terminating a portion of the JPMorgan Swap; and (d) the payment of the costs of issuing the Bonds ((a) through (d), the “Project”); and

WHEREAS, the Bonds will be issued pursuant to the terms and provisions of a Trust Indenture, dated as of July 1, 2016 (the “Indenture”), by and between the Authority and Manufacturers and Traders Trust Company, as trustee, or such other trustee acceptable to the School District (the “Trustee”); and

WHEREAS, proceeds of the Bonds are expected to be loaned on the date the Bonds are issued by the Authority to the School District pursuant to a Loan Agreement dated as July 1, 2016 (the “Loan Agreement”) and used to pay costs of the Project; and

WHEREAS, the aforesaid loan and the School District’s payment obligations shall be evidenced and secured by two or more general obligation bonds (the “General Obligation Bonds”), to be issued by the School District pursuant to the Pennsylvania Local Government Unit Debt Act, 53 Pa. Cons. Stat. §8001 *et seq.*, as amended, for the repayment of which the School District will pledge its full faith, credit and taxing power; and

WHEREAS, the Authority desires to enter into a Fifth Amended and Restated State Appropriation Intercept Agreement (the “Intercept Agreement”) with the Treasurer of the Commonwealth of Pennsylvania (the “State Treasurer”), the Department of Education of the Commonwealth of Pennsylvania (the “Department of Education”) and the School District to restate the amounts set forth therein that are subject to withholding by the Department of Education and the State Treasurer after the refunding of the 2009A Bonds and the 2014 Bonds, it being understood that such amounts shall not include the debt service attributable to the Bonds; and

WHEREAS, the Authority desires to amend the Original Sublease with the School District by entering into a Sixth Amendment to Sublease Agreement (the “Sixth Amendment to Sublease”) to set forth the School District’s agreement to make certain rental payments to the Authority in an amount sufficient to meet debt service payments on, *inter alia*, the 2009A Bonds after the refunding of the 2009A Bonds; and

WHEREAS, PNC Capital Markets LLC (the “Underwriter”) will act as underwriter of the Bonds, and in connection therewith, the Underwriter proposes to cause to be prepared and distributed to potential investors a final Official Statement (the “Official Statement”) with respect to the Bonds; and

WHEREAS, the Underwriter intends to present to the Authority and the School District a bond purchase agreement or other similar agreement, and any supplements thereto (the “Bond Purchase Agreement”), to be entered into by and among the Underwriter, the Authority and the School District for the purchase of the Bonds; and

WHEREAS, the Authority, solely as the conduit obligor and at the request of and for the benefit of the School District, desires to enter into a swap transaction termination confirmation with the Swap Counterparty to effectuate the partial termination of the JPMorgan Swap (the “Confirmation”); and

WHEREAS, the Authority desires to authorize the issuance, execution and delivery of the Bonds, the Bond Purchase Agreement, the Indenture, the Loan Agreement (together with the assignment thereof), the Intercept Agreement, the Sixth Amendment to Sublease, the Confirmation and the undertaking of the Project and desires to authorize the appropriate officer or officers to execute the Bonds, the Indenture, the Loan Agreement (together with the assignment thereof), the Bond Purchase Agreement, the Intercept Agreement, the Sixth Amendment to Sublease, the Confirmation and such other documents as shall be necessary or appropriate to issue the Bonds and to finance the Project; and

WHEREAS, the Bonds will be special, limited obligations of the Authority payable solely from the pledged revenues and other moneys held for that purpose under the Indenture, including payments under the Loan Agreement, and neither the general credit of the Authority nor the general credit or the taxing power of the Commonwealth of Pennsylvania or any political subdivision thereof, except the School District, shall be pledged for the payment of the Bonds nor shall the Bonds be deemed a general obligation of the Authority or an obligation of the Commonwealth of Pennsylvania or any political subdivision thereof, except for the obligations of the School District under the Loan Agreement.

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF THE STATE PUBLIC SCHOOL BUILDING AUTHORITY AS FOLLOWS:**

1. Approval of the Project and Plan. In accordance with the purposes and objectives of the Act, the Authority hereby approves of and undertakes the Project as described in the preambles of this Resolution, subject to such modifications as the Executive Director and counsel to the Authority and Co-Bond Counsel shall approve.

2. Authorization of the Bonds. In order to provide funds to pay the costs of the Project, the Authority is hereby authorized to issue the Bonds in an aggregate principal amount not to exceed \$150,000,000 upon the terms and conditions contained in the Indenture and the Bond Purchase Agreement, the execution of which is authorized hereby. The Bonds shall be dated and issued in denominations as set forth in the Indenture, without coupons; shall bear interest payable semi-annually at a fixed rate and shall be payable as provided for in

the Indenture. The Bonds shall be subject to redemption in accordance with the Indenture and shall otherwise be substantially in the form set forth in the Indenture.

The Bonds may be issued in one or more subseries and may be either taxable or tax-exempt obligations.

The Bonds are hereby approved with such additions, deletions and modifications as may be acceptable to the Executive Director of the Authority, counsel to the Authority and Co-Bond Counsel, the approval of such additions, deletions and modifications to be conclusively evidenced by execution thereof as provided in Paragraph 3 hereof.

The Bonds shall be special obligations of the Authority payable only out of the payments made by the School District under the Loan Agreement and the General Obligation Bonds, and out of certain other moneys and investments held by the Trustee under the Indenture. The Bonds shall not in any way be a debt or liability of the Commonwealth of Pennsylvania or of any political subdivision thereof, other than the School District, and shall not create or constitute any indebtedness, liability or obligation of the Commonwealth of Pennsylvania, any political subdivision thereof, other than the School District, legal, moral or otherwise, nor shall the Bonds be payable out of any funds, revenues or properties of the Authority other than those pledged therefor.

3. Execution and Delivery of Bonds. The President, Treasurer, Secretary and Executive Director of the Authority, or any one of them, are hereby authorized to execute the Bonds by manual or facsimile signature, and the Secretary or any Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority on the Bonds. Following such execution, the proper officers of the Authority are hereby authorized to deliver or to cause to be delivered the Bonds to the Trustee for authentication, and after such authentication, to deliver them, or cause them to be delivered, to the Underwriter, against receipt of the purchase price plus accrued interest, if any, specified in the Bond Purchase Agreement and to deposit and disburse the amount so received as provided in the Indenture.

4. Authorization of the Indenture. The Authority is hereby authorized to enter into the Indenture with the Trustee providing for the issuance of the Bonds upon the terms and conditions set forth therein.

5. Authorization of the Loan Agreement. The Authority is hereby authorized to enter into the Loan Agreement with the School District, providing, in all events, for the School District to make loan repayments in amounts sufficient to, among other things, meet the debt service requirements on the Bonds. The proceeds of the Bonds shall be loaned to the School District to pay the costs of the Project. The obligations of the School District to the Authority to make loan repayments equal to the debt service on the Bonds shall be evidenced and secured by the General Obligation Bonds, which shall be purchased by the Authority at 100% of the principal amount thereof.

6. Authorization of the Confirmation. The Authority, solely as the conduit obligor, is hereby authorized to effect termination pricing and to enter into the Confirmation with the Swap Counterparty providing for the termination of the JPMorgan Swap.

7. Authorization of Bond Purchase Agreement. The Authority is hereby authorized to enter into the Bond Purchase Agreement with the Underwriter and the School District providing for the sale of the Bonds to the Underwriter at a negotiated sale, at a price as approved by the President or Vice President of the Board of School Directors of the School District by execution of the Bond Purchase Agreement and approved by the Authority, and on such other terms as may be mutually agreed upon by all such parties.

8. Authorization of Sixth Amendment to Sublease. The Authority is hereby authorized to enter into the Sixth Amendment to Sublease with the School District.

9. Authorization of Intercept Agreement. The Authority is hereby authorized to enter into the Intercept Agreement with the State Treasurer, the Department of Education and the School District.

10. Execution and Delivery of Documents. The President, Treasurer, Secretary and Executive Director of the Authority, or any one of them, are hereby authorized to execute and deliver, in the name of the Authority and on its behalf, the following documents and to approve the final form and substance thereof, and to approve the exact principal amount and maturity or redemption dates of the Bonds (subject to paragraph 2 above), such approvals to be conclusively evidenced by the execution thereof, and the Secretary or any Assistant Secretary is hereby authorized to affix to all of the following documents the seal of the Authority and to attest to the same:

- (a) The Bond Purchase Agreement;
- (b) The Indenture;
- (c) The Bonds;
- (d) The Loan Agreement (and assignment thereof);
- (e) The Intercept Agreement;
- (f) The Sixth Amendment to Sublease;
- (g) The Confirmation; and
- (h) Such other documents, agreements, instruments and certifications as may be requested by the School District, and as the executing officers determine to be reasonable and appropriate to provide for the issuance of the Bonds and to complete the financing for the Project as authorized by this Resolution ((a) through (h), the “Bond Documents”).

Following such execution, the proper officers of the Authority are hereby authorized to deliver, or to cause to be delivered, the Bond Documents to the appropriate parties thereto. Copies of the Bond Documents, together with any other documents relating to the transactions authorized hereby, in final form as executed and delivered by the parties thereto, shall be filed in the official records of the Authority.

11. Binding Effect of Covenants and Agreements. All covenants, obligations and agreements of the Authority set forth in this Resolution and in the Bond Documents authorized hereby shall be deemed to be the covenants, obligations and agreements of the Authority to the full extent authorized or permitted by law, and all such covenants, obligations and agreements shall be binding upon the Authority and its successors from time to time and upon any board or body to which any powers or duties affecting the same shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Authority or the members thereof by the provisions of this Resolution or the Bond Documents authorized hereby shall be exercised or performed by such members, officers or other representatives of the Authority as may be required or permitted by law to exercise or perform the same. No covenant, obligation or agreement herein contained or contained in any documents authorized hereby shall be deemed to be a covenant, obligation or agreement of any member, officer agent or employee of the Authority in his or her individual capacity and neither the members of the Authority nor any officer executing the Bond Documents shall be liable personally thereunder or be subject to any personal liability or accountability by reason of the execution and delivery thereof.

12. Preliminary Official Statement and Official Statement. The preparation of the Preliminary Official Statement and the Official Statement is hereby approved. The proper officers of the Authority are each hereby authorized to execute the final Official Statement, in the name and on behalf of the Authority, solely for purposes of distribution, and such officers are further authorized to certify that the Preliminary Official Statement is “deemed final” within the meaning of Rule 15c2-12 of the Securities and Exchange Act of 1934, as amended.

13. Amendment to Documents. The proper officers of the Authority are 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 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) if applicable, the Amendment will not adversely affect the excludability from gross income of interest on the Bonds for purposes of federal income taxation.

14. Appointment of Co-Bond Counsel. At the request of the School District, the Office of General Counsel has appointed McNees Wallace & Nurick LLC and Powell Law, PC as Co-Bond Counsel for this issue.

15. Incidental Action; Municipal Bond Insurance; Escrow Securities Subscription. The President, Treasurer, Secretary and Executive Director of the Authority, or any one of them, are hereby authorized and directed to execute any and all papers and documents and to do or cause to be done any and all acts and things necessary or proper for the carrying out of the provisions of this Resolution and in connection with any application by the Authority or

the School District for, and the issuance of, municipal bond insurance in connection with the Bonds. The Authority authorizes the Underwriter to subscribe on its behalf for State and Local Government Securities from the U.S. Treasury Bureau of Public Debt in conjunction with the refunding of the 2009A Bonds.

16. Indemnification. The carrying out of this Resolution and any undertaking contemplated hereby is strictly conditioned upon (i) the School District promising to protect, indemnify and save the Authority, its members, directors, agents and employees, harmless on account of the transaction contemplated hereby and to pay any and all proper costs and expenses of the Authority therewith; (ii) the School District promising to pay all proper costs and expenses of the Authority in carrying out the Project and the Plan; (iii) the School District promising that the Authority and its members, directors, agents and employees shall not be personally liable for any outstanding debt due under the Loan Agreement; and (iv) the Authority's liability and undertakings contemplated by the foregoing Resolution shall be special and limited and shall not constitute a general obligation of the Authority or an obligation of the Commonwealth of Pennsylvania, and said liability and obligation is payable solely from the full faith, credit and taxing power of the School District and the other security that the School District may give; neither the general credit of the Authority nor the general credit or the taxing power of the Commonwealth of Pennsylvania or any political subdivision thereof, except for the School District, is pledged for the payment of the Bonds; the Authority has no taxing power.

17. Repeal of Inconsistent Resolutions. All prior resolutions or parts thereof inconsistent herewith are hereby repealed to the extent of such inconsistency.

Upon **MOTION** by **Secretary Topper**, and **SECONDED** by **Ms. Pike-Nase**, and after full discussion the above Resolution was unanimously approved at the SPSBA Board Meeting of June 9, 2016.

**EXHIBIT A**

**SCHOOL REVENUE BONDS  
(THE SCHOOL DISTRICT OF THE CITY OF HARRISBURG PROJECT)**

**SERIES A AND B OF 2016**

<b><u>Docket No.</u></b>	<b><u>County</u></b>	<b><u>Project Description</u></b>	<b><u>Maximum Amount to be Financed</u></b>
2447	Dauphin	(1) the advance refunding of all or a portion of the Authority's School Revenue Bonds (The School District of the City of Harrisburg Project) Series A of 2009; (2) the current refunding of the Authority's School Revenue Bonds (The School District of the City of Harrisburg Project) Series C of 2014; (3) the payment of the costs of partially terminating an interest rate management agreement related to the 2014C Bonds; and (4) the payment of the costs of issuing the Bonds.	\$150,000,000

**Term:** Final maturity will not exceed December 1, 2033.

**Rate:** Fixed Rate.

**Rating/Insurance:** The School District has a rating of "A" with a stable outlook from Standard & Poor's Corporation. Insurance will be applied based upon prevailing market conditions at the time of sale.

**Underwriter:** PNC Capital Markets LLC.

**Co-Bond Counsel:** After completing an RFP and at the request of the School District, the Office of General Counsel has appointed McNees Wallace & Nurick LLC, Harrisburg, Pennsylvania and Powell Law, PC, Harrisburg, Pennsylvania as Co-Bond Counsel.

**Trustee/Paying Agent:** Manufacturers and Traders Trust Company.

**Minority, Veteran and/or Female Participation in this Financing:** Powell Law, PC.

Approved at the SPSBA Board Meeting of June 9, 2016.

**9. OLD BUSINESS.**

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

**10. 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.

**11. ADJOURNMENT.**

There being no further business to come before the Board at this time, upon **MOTION** by **Mr. Helling**, and **SECONDED** by **Secretary Topper**, the SPSBA Board Meeting was adjourned at 10:39 a.m.

**SUNSHINE ACT MEETING NOTICES THURSDAY, MAY 19, 2016**

**SUNSHINE ACT MEETING NOTICES**

Thursday, May 19, 2016

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

Farm Show Commission Meeting, 5/24/2016, 1 PM, Farm Show Board Room, PA Farm Show Complex & Expo Center, HBG., Contact: Deb Trump 724-6942, Purpose: To discuss proposed fee increases at Farm Show & current PA Farm Show business.

Public School Employees' Retirement Board Finance Committee Meeting, 5/25/2016, 3: 15 PM, Hilton Harrisburg, Delaware Room, 1N 2nd St., HBG, Contact: Barbara Book 720-4617

Public School Employees' Retirement Board, Appeals/Member Services Committee Meeting, 5/25/2016, 3:30 PM, Hilton Harrisburg, Delaware Room, 1 N 2nd St., HBG., Contact: Barbara Book 720-4617

Public School Employees' Retirement Board, Board Meeting, 5/25/2016, 4 PM, Hilton Harrisburg, Delaware Room, 1N 2nd St, HBG., Contact: Barbara Book 720-4617

Pennsylvania Fair Fund Advisory Board Meeting, 5/26/2016, 9 AM, Pennsylvania Department of Agriculture, 2301 North Cameron St., Room 202, HBG., Contact: Zachary Gihorski 649-9482, Annual meeting

State Workers' Insurance Fund Board Meeting, 6/2/2016, 10 AM, Conference Room 1710, PA Dept of Labor & Industry, 651 Boas Street, HBG., Contact: Pamela Cohen 787-5082

Rescheduled, Constables' Education and Training Board Meeting, 6/2/2016, 10 AM, PA Commission on Crime an Delinquency, 3101 North Front St., Commission Room (Ground Floor), HBG., Contact: Luanne Melia 265- 8497

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Special, State Public School Building Authority and PA Higher Educational Facilities Authority Meetings, 6/9/2016, 10:30 AM, Rm. 515, North Office Bldg., HBG., Contact: Bev Nawa 975-2204

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PA eHealth Partnership Authority Quarterly Telephonic Board meeting, 6/10/2016, 10 AM - 12 PM, WebEx, Contact: Mark Lapkowicz 265-7850, For WebEx information, please contact Mark Lapkowicz, mlapkowicz@pa.gov, 717-265-7850

Appeared in: **Patriot-News** on Thursday, 05/19/2016

## Appendix A

STATE PUBLIC SCHOOL BUILDING AUTHORITY  
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY  
Notice of the Meeting of the Board to be Held  
June 9, 2016

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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, June 9, 2016**, at **10:30 a.m.**, in **Room 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

\* \* \* \* \*

Appendix A

Harrisburg, PA

I CERTIFY that the notice on the previous page for the June 9, 2016, meetings was dispatched to the following on May 17, 2016, 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. Wolf, Governor of Pennsylvania  
225 Main Capitol Building, Harrisburg, PA  
Steven S. Heuer, Proxy for Governor Wolf  
333 Market Street – 18<sup>th</sup> Floor, Harrisburg, PA  
Lloyd K. Smucker, Designated by the President Pro Tempore of the Senate  
351 Main Capitol Building, Harrisburg, PA  
Andrew E. Dinniman, Designated by the Minority Leader of the Senate  
182 Main Capitol Building, Harrisburg, PA  
Stanley E. Saylor, Designated by the Speaker of the House of Representatives  
105 Ryan Building, Harrisburg, PA  
Anthony M. DeLuca, Designated by the Minority Leader of the House of Representatives  
115 Irvis Office Building, Harrisburg, PA  
Timothy A. Reese, State Treasurer  
129 Finance Building, Harrisburg, PA  
Eugene A. DePasquale, Auditor General  
229 Finance Building, Harrisburg, PA  
Curtis M. Topper, Secretary of General Services  
515 North Office Building, Harrisburg, PA  
Pedro A. Rivera, Secretary of Education  
333 Market Street - 10th Floor, Harrisburg, PA

GIVEN under my hand and seal this 17th day of May 2016.

/s/ Robert Baccon

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

Appendix A