

Meeting of the Board
STATE PUBLIC SCHOOL BUILDING AUTHORITY
March 27, 2018
Room 515 North Office Building
Harrisburg, Pennsylvania
10:31 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 2018
3. Approval of the Minutes of the Meeting of December 7, 2017
4. Financial Report for the Months of November 2017, December 2017, January 2018 & February 2018
5. 2018–2019 Fiscal Year Administrative Fund Budget
6. Revolving Loan Fund
7. Investment Activity
8. Approval of Projects
 - A. Resolution Authorizing the Undertaking of a Project on Behalf of Community College of Philadelphia
 - B. Resolution Authorizing the Amendment of Existing Bond Documents on Behalf of The School District of the City of Harrisburg
9. Old Business
 - A. Project Update
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 Tuesday, March 27, 2018 at 10:31 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 the meeting is attached to these minutes and identified as Appendix "A".

Board Members Present

Steven Heuer, (Proxy for Governor Thomas W. Wolf)
Senator John H. Eichelberger Jr.
Lisa Felix, (Proxy for Senator Andrew E. Dinniman)
Danielle Guyer, (Proxy for Representative Stan Saylor)
Alan Cohn, (Proxy for Representative Anthony M. DeLuca)
Jennifer Langan, (Proxy for Treasurer Joseph M. Torsella)
Christal Pike-Nase, (Proxy for Auditor General Eugene A. DePasquale)
Secretary of General Services Curtis Topper
Alaina Koltash, (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
Jason Miller, Legal Intern, Department of the Auditor General
Wallace Rejrat, Assistant Counsel, Department of Education
Samuel Cooper, Esquire, Dilworth Paxson LLP

Participated Via Conference Call

Marc Feller, Esquire, Dilworth Paxson LLP
Miska Shaw, Esquire, Ahmad Zaffarese LLC
Andre Allen, Managing Partner, Poenix Capital Partners
Jacob Eapen, Vice President for Business and Finance, Community College of Philadelphia

2. ELECTION OF OFFICERS FOR 2018

Chairperson Heuer explained that the officers of the Authority are elected at the first board meeting of the year. Typically, the Governor serves as President of the board and the three Vice Presidents are the two members of the Senate and the Speaker of the House or his designee. The Secretary is usually the Secretary of General Services and the Treasurer is normally the State Treasurer.

Chairperson Heuer recommended that Governor Wolf be elected President, Senators Eichelberger and Dinniman and Representative Saylor as the Vice Presidents, Treasurer Torsella as the Treasurer and Secretary Topper as Secretary. He also recommended Bob Baccon, Dave Player and Bev Nawa be elected as Assistant Secretaries and Assistant Treasurers.

Chairperson Heuer opened the floor to nominations or a motion to elect the recommended officers.

In accordance with the SPSBA Bylaws, and upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Cohn** at the SPSBA Board Meeting of March 27, 2018, 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. Wolf |
| b. Vice President | John H. Eichelberger Jr. |
| Vice President | Andrew E. Dinniman |
| Vice President | Stanley E. Saylor |
| c. Secretary | Curtis M. Topper |
| d. Treasurer | Joseph M. Torsella |
| 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 DECEMBER 7, 2017

A copy of the minutes of the meeting of December 7, 2017, 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 December 7, 2017, be and hereby are approved as presented.

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 March 27, 2018.

4. FINANCIAL REPORTS FOR THE MONTHS OF NOVEMBER 2017, DECEMBER 2017, JANUARY 2018 & FEBRUARY 2018

The Financial Reports for the months of November and December 2017 and January and February 2018 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 November and December 2017 and January and February 2018 as received by this Board, be accepted and filed with the minutes of this meeting.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Senator Eichelberger**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of March 27, 2018.

5. 2018-2019 FISCAL YEAR ADMINISTRATIVE FUND BUDGET

Chairperson Heuer explained that a copy of the 2018-2019 budget was e-mailed to board members. Chairperson Heuer asked Secretary Topper, as head of the Budget Committee, if he would like to offer any comments.

Secretary Topper explained that the committee met last week and reviewed the proposed 2018-19 budget and recommends that it be formally adopted. The agenda summarizes the estimated revenue and expenditures for the upcoming year. The Authority is expected to finish the current fiscal year approximately \$232,000 under budget with an undesignated fund balance of \$9.2 million. Fund balance will decrease to approximately \$7 million in Fiscal Year 18-19 when the Authority is required to recognize its share of the Commonwealth's unfunded OPEB liability, which is the retiree healthcare expense that every agency in the Commonwealth must pay.

Secretary Topper recommended that the budget be formally adopted. He believes that the staff has done a nice job keeping expenses under control.

Chairperson Heuer asked if board members had any questions or comments about the budget, and hearing none, he asked for a motion to approve the FY 2017-18 budget.

RESOLUTION APPROVING THE 2018-2019 FISCAL YEAR ADMINISTRATIVE FUND BUDGET

WHEREAS, the Administrative Budget for the State Public School Building Authority for the period July 1, 2018, through June 30, 2019, 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 \$1,746,000 for the fiscal year July 1, 2018, through June 30, 2019 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 2018-2019 Budget, as approved, be 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 March 27, 2018.

6. REVOLVING LOAN FUND

Mr. Baccon explained that we closed two projects since the December meeting. The Reading Area Community College is borrowing \$500,000 to implement an ID card access system and the Community College of Allegheny County is borrowing \$2,315,000 for HVAC upgrades.

Mr. Baccon indicated that we have no pending projects.

7. INVESTMENT ACTIVITY

Mr. Baccon explained that the Authority purchased an FDIC insured CD to maintain a laddered investment portfolio. He said that Dave Player would answer any questions about the purchase.

Chairperson Heuer asked if board members had any questions, and hearing none, he moved to approval of projects.

8. APPROVAL OF PROJECTS

A. Resolution Authorizing the Undertaking of a Project on Behalf of the Community College of Philadelphia

Mr. Baccon explained that the Community College of Philadelphia has requested that we issue a maximum of \$32,500,000 to finance or reimburse the College for costs of the renovation and improvement of its Library/Learning Commons Facility located at its main campus and for the current refunding of all or a portion of our Community College of Philadelphia Revenue Bonds, Series of 2017.

The College has selected PNC Capital Markets as representative of underwriters for this issue. After completing an RFP and at the request of the College, the Office of General Counsel has appointed Dilworth Paxson and Ahmad Zafferese as Co-Bond Counsel.

The resolution in your agenda approves all of the actions necessary in connection with the issuance of the Bonds.

Marc Feller of Dilworth Paxson, Miska Shaw of Ahmad Zafferese, Andre Allen of Phoenix Capital Partners and Jacob Eapen, Vice President for Business and Finance of the College are participating by conference call to answer questions.

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

Ms. Langan asked about the projected savings.

Mr. Allen explained that the projected savings are approximately \$90,000. This is a refunding of direct purchase bonds that the college issued last year to refund 2007 bonds. That transaction generated \$653,000 or 5½% savings. There was the potential for a 50 basis point increase in interest paid to PNC as a result of the tax reform lowering marginal rates. They plan to refund the bonds to eliminate the higher interest rate.

Mr. Feller added that the existing 2017 bonds are held by PNC Bank. The Bank has agreed to waive the interest rate increase resulting from the reduction in the corporate federal tax rate. In their view and their co-counsel's view triggers a reissuance of the 2017 bonds. It has not occurred yet because there is nothing in writing. On or about the time we price, the bank will agree to waive the kick up in the interest rate on the 2017 bonds and that will trigger a reissuance, which is built into the resolution. (Mr. Feller was dropped from the conference call at this point.)

Ms. Shaw further explained that on January 1st the new tax law triggered the rate going up by 1/2 %. The bank agreed not to increase the rate, but under IRS regulations that must be reported.

Chairman asked if board members had any additional 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 COMMUNITY COLLEGE OF PHILADELPHIA**

DOCKET NO 2468

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The State Public School Building Authority (the "Authority") shall undertake a project on behalf of the Community College of Philadelphia (the "College") generally anticipated to consist of one or more of the following components: (i) to finance or reimburse the College for costs of the renovation and improvement of its Library/Learning Commons facility located at its main campus (the "Construction Project"), (ii) the refunding (the "Refunding Project") of the \$11,922,300 outstanding aggregate principal amount of the Authority's College Revenue Bonds (Community College of Philadelphia Project), Series of 2017, including any of such bonds that have been or may be reissued (the "Refunded Bonds"), and (iii) paying the costs of issuing and, if applicable, insuring the Bonds (defined below) ((i) – (iii) collectively referred to herein as the "Project").

2. In order to finance the Project, the Authority will enter into a Trust Indenture (the "Indenture") between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee, and shall issue up to \$32,500,000 in aggregate principal amount of bonds, in one or more series, either taxable or tax-exempt (which may be issued on the same or different dates) to be designated "State Public School Building Authority, College Revenue Bonds (Community College of Philadelphia Project), Series of 2018" (or such other designation, as appropriate) with the appropriate alphabetical series designation, as applicable (the "Bonds"). The Bonds shall have a term not to exceed twenty-one (21) years from the date of issuance and shall bear interest at a fixed rate or rates acceptable to the College, shall mature in such principal amounts and at such times, and shall be subject to redemption and purchase, as applicable, all as approved by the Executive Director of the Authority in consultation with the College and further provided in one or more Bond Purchase Agreements (as hereinafter defined).

3. The Authority hereby authorizes and approves the Project and the issuance of the Bonds in one or more series and approves the application of the proceeds thereof for the purpose of financing the Project. In connection with the refunding of the Refunded Bonds, the Authority hereby authorizes and directs the Trustee to redeem the Refunded Bonds on such date or dates as may be directed by the College in accordance with the terms of the Bond Purchase and Loan Agreement under which the Refunded Bonds were issued.

4. The Bonds shall be issued in such denominations and form and under such terms as shall be set forth in the Indenture and approved by the Executive Director. The execution of the Bonds with the manual or facsimile signature of the President of the Authority and the Treasurer of the Authority together with a manual or facsimile of the official seal of the Authority and the attestation thereof by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority is hereby authorized. The Executive Director of the Authority is hereby authorized and directed to deliver the 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.

5. The proceeds from the sale of the Bonds shall be loaned to the College pursuant to the terms of a Loan Agreement between the College and the Authority (the "Loan Agreement") and shall be applied by the College for and towards the costs of the Project including, without limitation, printing and reproduction costs, fees and expenses of bond counsel and underwriter's counsel, fees and expenses of the Trustee, and administrative costs and expenses of the College and the Authority, all upon submission of the proper documentation thereof; the payment of the premium for a policy of municipal bond insurance if determined to be advantageous by the College; and the funding of funds established under the Indenture, to the extent necessary.

6. The President, any Vice President or the Executive Director of the Authority is hereby authorized to negotiate with the underwriter hereinafter appointed for an acceptable proposal for the purchase of the Bonds issued hereunder, to enter into one or more purchase agreements (each, a "Bond Purchase Agreement") for such purpose in accordance with the terms of this resolution and the President, any Vice President or the Executive Director is hereby authorized to execute and deliver each Bond Purchase Agreement on behalf of the Authority and to take such further action as may be required or proper to carry out the obligations of the Authority thereunder.

7. The Authority does hereby authorize the execution and delivery of any documents to which the Authority is a party and which are required to be executed and delivered in connection with the financing of the Project and the issuance of the Bonds authorized hereunder, including but not limited to the Indenture, Bonds, Loan Agreement, Bond Purchase Agreement, any escrow agreements or other documentation required in connection with a refunding or reissuance and any other instrument or document executed and delivered with respect to the financing of the Project (collectively, the "Bond Documents"), provided that all such documents shall be in such form as shall be acceptable to Bond Counsel, the Office of General Counsel, the Attorney General of the Commonwealth and Authority Counsel and as shall be approved by the Executive Director of the Authority.

8. The appropriate officers of the Authority, including the President, any Vice President and the Executive Director are, and each of them is hereby authorized and directed 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 and do such further things as may be necessary or proper to carry out the intent and purpose of this Resolution or any document herein authorized.

9. The form of any preliminary official statements, reoffering circulars and/or final official statements (collectively, the "Offering Documents") which may be used in connection with the sale and issuance of the Bonds shall be approved solely as to and for purposes of distribution by the Executive Director with the advice of Bond Counsel and Authority Counsel. The Executive Director shall be and hereby is authorized and directed to execute any such final Offering Documents and to "deem final" any such preliminary official statement within the meaning of Rule 15c2-12 of the Securities and Exchange Commission, and such execution by the Executive Director shall constitute conclusive evidence of the Authority's approval of the form solely as to and for the purpose of distribution of such documents. The Authority hereby authorizes the circulation and distribution of copies of any such Offering Documents in connection with the Project.

10. The Authority reasonably expects to, and hereby states its intention to, reimburse expenditures made by the College for certain costs of the Construction Project ("Project Costs") paid prior to the issuance of the Bonds with proceeds of the Bonds, in accordance with Treasury Regulations §1.150-2. The Project Costs to be reimbursed will be "capital expenditures" in accordance with the meaning of Section 150 of the Internal Revenue Code (the "Code"). No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations §1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Sections 142 through 147, inclusive, of the Code. The proceeds of the Bonds used to reimburse the College for Project Costs, or funds corresponding to such amounts, will not be used in a manner that results in the creation of "replacement proceeds", including "sinking funds", "pledged funds" or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations §1.148-1), of the Bonds or another issue of debt obligations of the College, other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations §1.148-1). All reimbursement allocations will occur not later than 18 months after the later of (i) the date the expenditure from a source other than the Bonds is paid, or (ii) the date the Construction Project is "placed in service" (within the meaning of Treasury Regulations §1.150-2) or abandoned, but in no event more than 3 years after the expenditure is paid.

11. If determined by the College to be in its best interest, the Authority, the College, and the holders of the Refunded Bonds may modify the terms of the outstanding Refunded Bonds pursuant to an amendment to the Bond Purchase and Loan Agreement under which the Refunded Bonds were issued (the "BPLA Amendment"). Such modification may result in a reissuance of the Refunded Bonds. The Authority is hereby authorized to enter into the BPLA Amendment and any related documents, certificates, or other agreements, including a tax certificate and IRS Form 8038-G (together, the "Reissuance Documents"), and the appropriate officers of the Authority, including the President, any Vice President and the Executive Director, shall be, and each of them is hereby, authorized and directed to execute and deliver the Reissuance Documents.

12. The appropriate officers of the Authority, including the President, any Vice President and the Executive Director, shall be, and each of them is hereby, authorized and directed to execute and deliver notices of redemption as may be necessary in connection with the Refunding Project.

13. PNC Capital Markets, LLC is hereby appointed and authorized to act as representative of one or more underwriters (the "Underwriter"). The Bank of New York Mellon Trust Company, N.A. is hereby approved and appointed as Trustee under the Indenture and is authorized to act as Trustee under the Indenture in connection with the issuance of the Bonds. After completing a Request for Proposals and at the request of the College, the Office of General Counsel has appointed Dilworth Paxson LLP and Ahmad Zafferese LLC as Co-Bond Counsel for this issue.

14. 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 of the Bond Documents requested by the College 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.

15. 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 of the Authority; and (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.

16. The appropriate officers of the Authority are hereby authorized to take such further action and to execute any and all other documents and certificates, in addition to those specified above, as shall be required in connection with the issuance of the Bonds and the implementation of this resolution.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Ms. Langan**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of March 27, 2018.

EXHIBIT A

COMMUNITY COLLEGE OF PHILADELPHIA REVENUE BONDS

<u>Docket Number</u>	<u>County</u>	<u>Project Description</u>	<u>Maximum Amount To be Financed</u>
2468	Philadelphia	(i) financing or reimbursing certain costs of the College for the renovation and improvement of its Library/Learning Commons facility located at its main campus (the “Construction Project”), (2) the refunding of the \$11,922,300 outstanding aggregate principal amount of State Public School Building Authority’s College Revenue Bonds (Community College of Philadelphia Project), Series of 2017 (the “Refunding Project” and, collectively with the Construction Project, the “Project”), and (3) paying the costs of issuing and, if applicable, insuring the Bonds (defined below). Term: Not more than twenty-one (21) years.	\$32,500,000*

Rate: Fixed Rate not to exceed 6.00% per annum.

Minority, Veteran and/or female participation in this issue: McElwee & Quinn (financial printer) and Ahmad Zafferese LLC as Co-Bond Counsel.

Representative of the Underwriter(s): PNC Capital Markets LLC

Bond Counsel: After completing a Request for Proposals and at the request of the College, the Office of General Counsel has appointed Dilworth Paxson LLP and Ahmad Zafferese LLC as Co-Bond Counsel.

Trustee: The Bank of New York Mellon Trust Company, N.A.
Approved at the SPSBA Board meeting of March 27, 2018.

* Exclusive of any original issue discount.

8. APPROVAL OF PROJECTS

B. Resolution Authorizing the Amendment of Existing Bond Documents on Behalf of The School District of the City of Harrisburg

Mr. Baccon explained that we issued Bonds on behalf of The School District of the City of Harrisburg in 2009. The School District is contemplating the sale of certain properties referenced in the Lease and Sublease agreements and subsequent amendments; and is requesting that the Authority authorize the necessary amendments to the documents. These changes will allow the School District to sell the properties. The Resolution in your agenda approves all of the actions necessary in connection with such amendments. Samuel Cooper, Esquire, School District solicitor is here to answer questions. Mr. Baccon indicated that the board received a revised resolution, which includes a reference to a First Supplemental Trust Indenture. The exhibit to the resolution lists a number of parcels. Parcel 6 and parcel 63 are the same. We will remove parcel 6 in the approved resolution.

Mr. Cooper informed the board that he is also with the firm of Dilworth Paxson. He clarified that parcels 6 and 63 are actually two different parcels. Parcel 6 is an old administration building of the district that should not have been included in the list of properties. Parcel 63 is the old Woodward School property at 18th and Herr Street in Harrisburg. They believe that the county erroneously has it listed as 2601 North Sixth Street, which is the proper address for parcel 6. The other three parcels comprise one large tract. The sale of this property is in keeping with the financial recovery plan that the district is subject to per the Financial Recovery Act of 2012. It was recommended that the district divest itself of unused and unnecessary land and buildings. The approval that they are requesting gets the properties out of the Lease and Sublease.

Ms. Koltash said that the School District has two Intercept Agreements associated with these bonds. She asked if Mr. Cooper anticipates those agreements needing to be amended.

Mr. Cooper said that they are reviewing that with the Chief Counsel and Treasury to see if they need to be amended.

Chairperson Heuer asked for a motion to approve the resolution.

**RESOLUTION OF THE
STATE PUBLIC SCHOOL BUILDING AUTHORITY
AUTHORIZING
THE AMENDMENT OF EXISTING BOND DOCUMENTS ON BEHALF OF
THE SCHOOL DISTRICT OF THE CITY OF HARRISBURG PROJECT
SERIES A, B & C OF 2009**

DOCKET NO 2341

WHEREAS, the State Public School Building Authority, as authorized by the State Public School Authority Act of 1947, P.L. 1217, as amended and supplemented (the “Authority”), by a Lease Agreement, dated as of May 1, 2009 (the “Original Lease”), as amended by a First Amendment to Lease Agreement, dated as of October 7, 2011 (the “First Amendment to Lease”), a Second Amendment to Lease Agreement, dated as of November 15, 2013 (the “Second Amendment to Lease”), a Third Amendment to Lease Agreement, dated as of June 15, 2014 (the “Third Amendment to Lease” and, together with the Original Lease, the First Amendment to Lease, and the Second Amendment to Lease, the “Existing Lease”) between the School District of the City of Harrisburg, Dauphin County, Pennsylvania, (the “School District”) as lessor, and the Authority as lessee, leased certain real estate, including buildings, fixtures, improvements, furnishings and equipment located thereon (the “Existing Leased Premises”), from the School District; and

WHEREAS, in order to fund the lump sum rent paid by the Authority to the School District under the Original Lease, the Authority heretofore issued its (i) School Revenue Bonds (The School District of the City of Harrisburg Project) Series A of 2009 (the “Series A Bonds”), in the aggregate principal amount of \$133,765,000, (ii) School Revenue Bonds (The School District of the City of Harrisburg Project) Series B of 2009 (the “Series B Bonds” and together with the Series A Bonds, collectively, the “Tax Exempt Bonds”), in the aggregate principal amount of \$22,855,000, (iii) Federally-Taxable School Revenue Bonds (The School District of the City of Harrisburg Project) Series C of 2009 in the aggregate principal amount of \$26,620,000 (the “Series C Bonds”), (iv) Federally-Taxable School Revenue Bonds (The School District of the City of Harrisburg Project) Series A of 2014 in the aggregate principal amount of \$23,880,000 (the “Series 2014A Bonds”), (v) Federally-Taxable School Revenue Bonds (The School District of the City of Harrisburg Project) Series A of 2014 in the aggregate principal amount of \$6,740,000 (the “Series 2014B-1 Bonds”), and (vi) School Revenue Bonds (The School District of the City of Harrisburg Project) Series B-2 of 2014 in the aggregate principal amount of \$20,895,000 (the “Series 2014B-2 Bonds” and together with the Series A Bonds, Series B Bonds, Series C Bonds, Series 2014A Bonds, and Series 2014B-1 Bonds, collectively, the “Bonds”), under a Trust Indenture, dated as of May 1, 2009 (the “Original Indenture”), as between the Authority and Manufacturers and Traders Trust Company, as trustee (the “Trustee”), as amended and supplemented by the First Supplemental Trust Indenture dated as of November 15, 2013 (the “First Supplemental Indenture”) and as amended and supplemented by the Second Supplemental

Trust Indenture dated as of June 15, 2014 (the “Second Supplemental Indenture”, and together with the Original Indenture and the First Supplemental Indenture, the “Indenture”); and

WHEREAS, the School District, pursuant to a Sublease Agreement, dated as May 1, 2009 (the “Original Sublease”), as amended by a First Amendment to Sublease, dated as of October 7, 2011 (the “First Amendment to Sublease”), a Second Amendment to Sublease, dated as of November 15, 2013 (the “Second Amendment to Sublease”), a Third Amendment to Sublease, dated as of June 15, 2014 (the “Third Amendment to Sublease”), and a Fourth Amendment to Sublease, dated as of November 24, 2015 (the “Fourth Amendment to Sublease”), a Fifth Amendment to Sublease, dated as of March 10, 2016 (the “Fifth Amendment to Sublease”) and a Sixth Amendment to Sublease, effective July 20, 2016 (the “Sixth Amendment to Sublease” and, collectively with the Original Sublease, the First Amendment to Sublease, the Second Amendment to Sublease, the Third Amendment to Sublease, the Fourth Amendment to Sublease, and the Fifth Amendment to Sublease, the “Existing Sublease”), between the School District, as sublessee, and the Authority, as sublessor, has subleased the Existing Leased Premises, together with the improvements thereon, from the Authority, and has agreed to make rental payments to the Trustee (as assignee of the Authority) in the amounts and at the times set forth therein, which amounts will be sufficient for the payment by the Authority of the principal of and interest due on the Bonds; and

WHEREAS, pursuant to the Existing Lease and the Existing Sublease, the Authority and the School District entered into an original memorandum of lease and sublease dated as of June 25, 2009 and recorded June 25, 2009 in the Dauphin County Recorder of Deeds office as Instrument Number 20090020671 (the “Original Memorandum”); a Memorandum as to the First Amendment to Lease dated as of October 7, 2011 and recorded on October 7, 2011 in the Dauphin County Recorder of Deeds office as Instrument Number 20110027546 (the “First Memorandum”); a Memorandum as to the Second Amendment to Lease dated November 15, 2013 and recorded on November 21, 2013 in the Dauphin County Recorder of Deeds office as Instrument Number 20130035747 (the “Second Memorandum”); and a Memorandum as to the Third Amendment to Lease dated as of June 15, 2015 and recorded on July 2, 2014 in the Dauphin County Recorder of Deeds office as Instrument Number 20140015539 (the “Third Memorandum” and, collectively with the Original Memorandum, the First Memorandum, the Second Memorandum, the “Existing Memorandum”); and

WHEREAS, the Authority and the School District desire to amend certain provisions of the Existing Lease and the Existing Sublease in order to modify the Existing Leased Premises by releasing therefrom certain premises described on Exhibit A hereto; and

WHEREAS, the Authority and the School District desire to amend certain provisions of the Memorandum of Lease and Sublease in order to reflect the changes made by the Fourth Lease Amendment and Seventh Sublease Amendment and modify the Existing Leased Premises by releasing therefrom certain premises described on Exhibit A hereto; and

WHEREAS, the Authority desires to authorize the execution and delivery of (i) a Fourth Amendment to Lease Agreement to the Existing Lease (the “Fourth Lease Amendment”, and together with the Existing Lease, collectively, the “Lease”) (ii) a Seventh

Amendment to Sublease Agreement to the Existing Sublease (the “Seventh Sublease Amendment”, and together with the Existing Sublease, collectively, the “Sublease”), (iii) an Amendment to the Existing Memorandum of Lease and Sublease (the “Amendment to Memorandum”), and (iv) such other documents as shall be necessary or appropriate in connection therewith.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. Authorization of the Fourth Lease Amendment, Seventh Sublease Amendment and Amendment to Memorandum. The Authority is hereby authorized to enter into the Fourth Lease Amendment, the Seventh Sublease Amendment and the Amendment to Memorandum (collectively, the “Amendments”). The President, Vice President and Executive Director of the Authority are, and each of them hereby is, authorized and directed to review, approve, execute and deliver the Amendments in the name and on behalf of the Authority, in such form as reviewed and approved by the Solicitor to the Authority, and the Secretary or Assistant Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority to the Amendments when so executed, and to attest the same.
2. Further Action. The President, Vice President and Executive Director of the Authority are, and each of them hereby is authorized and directed to execute such further documents and do such further things as may be necessary or proper to carry out the intent and purpose of this Resolution and in connection with the Amendments.
3. Repeal of Inconsistent Resolutions. All prior resolutions or parts thereof inconsistent herewith are hereby repealed to the extent of such inconsistency.
4. Invalidity of Provisions. In the event any provision, section, sentence, clause or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Resolution, it being the intent of the Authority that such remainder shall be and shall remain in full force and effect.
5. Effective Date. This Resolution shall take effect immediately.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Cohn**, and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of March 27, 2018.

EXHIBIT A
RELEASED PREMISES

No. Tax Assessment Address	Municipality	Tax Assessment Use Code	Tax Map Parcel No.	Deed Reference
4. 1800 Boas St.	City of Harrisburg	Vacant	07-095-003	E-51-357
5. 191 North 18th Street	City of Harrisburg	School/College	07-095-004	C-65-675
63. 1201 North 6th Street	City of Harrisburg	Miscellaneous/Other – Woodward School land	07-095-001	E-51-342

9. OLD BUSINESS

A. Project Update

Mr. Baccon said that as he mentioned in his pre agenda notification, the Albert Gallatin School District is issuing General Obligation Bonds to refund our Series of 2014 bonds. They are also terminating a swap.

Chairperson Heuer asked if there was any other 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 **Ms. Langan**, and **SECONDED** by **Ms. Pike-Nase**, the SPSBA Board Meeting was adjourned at 10:45 a.m.

SUNSHINE ACT MEETING NOTICES THURSDAY, MARCH 8, 2018

SUNSHINE ACT MEETING NOTICES

Thursday, March 8, 2018

If you need an accommodation due to a disability,

please contact the ADA Contact name listed below.

Special, PEDFA Board Meeting, 3/14/2018, 11 AM, 4 East Conf. Rm. 4th fl., Keystone Bldg. Harrisburg, Contact: Dennis Davin 717-787-3003

Underground Storage Tank Indemnification Board Meeting, 3/15/2018, 10 AM, Capitol Associates Bldg., 901 North 7th St., Suite 201 Harrisburg, Contact: Jean Bowman 717-787-8027

Cancelled, PEDFA Board Meeting, 3/21/2018, 11 AM, PUC Hearing Rm. #5, Plaza Level, Keystone Bldg., Harrisburg, Contact: Secretary Dennis Davin 717-787-3003

PA Human Relations Commission Meeting, 3/26/2018, 1 PM, 333 Market St., 1st fl. Honors Suite Harrisburg, Contact: Anja Velemir 717-783-8253

Dept. of Health, Organ Donation Advisory Committee Meeting, 3/27/2018, 10 AM, Giant Food Store Community Rm. 2300 Linglestown Rd, 2nd fl., Harrisburg, Contact: Christine Bayuk 717-787-6214

Special, State Public School Building Authority and PA Higher Educational Facilities Authority Meeting, 3/27/2018, 10:30 AM, Rm. 515 North Office Bldg. Harrisburg, Contact: Bev Nawa 717-975-2204

The State Horse Racing Commission Meeting, 3/29/2018, 1 PM, Department of Agriculture, Rm. 309, 2301 North Cameron St. Harrisburg, Contact: Stephanie Pavlik 717-787-5539

State Civil Service Commission Hearing, 4/9/2018, 9:30 AM, 4th fl. Public Hearing Rm. 320 Market St., Harrisburg, Contact: Keri Seitz 717-783-2926

State Civil Service Commission Meeting, 4/18/2018, 10:30 AM, 4th fl. Public Meeting Rm. 320 Market St. Harrisburg, Contact: Keri Seitz 717-783-2926

Rescheduled, Department of Health, Health Research Advisory Committee Meeting, 5/31/2018, 9 AM, Desert Room of- the Keystone Building, 400 North St., Harrisburg, Contact: Penny E. Harris 717-231-2825

Appeared in: **Patriot-News** on Thursday, 03/08/2018

Appendix A

STATE PUBLIC SCHOOL BUILDING AUTHORITY
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
Notice of the Meetings of the Board to be Held
March 27, 2018

Notice was in letterform, as follows:

This letter advises that meetings of the State Public School Building Authority and the Pennsylvania Higher Educational Facilities Authority Boards will be held on **Tuesday, March 27, 2018**, at **10:30 a.m.**, in **Room 515 North Office Building, Harrisburg**, Pennsylvania, for the purpose of: (a) electing officers for 2018; (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 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 March 27, 2018, meeting was dispatched to the following on March 6, 2018, at the addresses indicated, constituting all of the members of the Board of the State Public School Building Authority.

Thomas W. Wolf, Governor of Pennsylvania
225 Main Capitol Building, Harrisburg, PA
Steven S. Heuer, Proxy for Governor Wolf
333 Market Street – 18th Floor, Harrisburg, PA
John H. Eichelberger Jr., Designated by the President Pro Tempore of the Senate
173 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
245 Main Capitol Building, Harrisburg, PA
Anthony M. DeLuca, Designated by the Minority Leader of the House of Representatives
115 Irvis Office Building, Harrisburg, PA
Joseph M. Torsella, 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 6th day of March 2018.

/s/ Robert Baccon

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