

Meeting of the Board
STATE PUBLIC SCHOOL BUILDING AUTHORITY

March 18, 2021

Meeting is by Conference Call

11:02 a.m. Prevailing Time

MINUTES

1. Call to Order, Filing of Proof of Sunshine Notice and of Sending Notice of the Meeting, and Announcement of Quorum
2. Election of a Vice President
3. Approval of the Minutes of the Meeting of February 18, 2021
4. Financial Report for the Month of January 2021
5. Revolving Loan Fund
6. 2021–2022 Fiscal Year Administrative Fund Budget
7. Approval of Projects
 - A. Resolution Authorizing the Financing of a Project on Behalf of Pennsylvania Highlands Community College
8. Old Business
 - A. Executive Director’s Update
9. New Business
10. Adjournment

1. CALL TO ORDER, FILING OF PROOF OF SUNSHINE NOTICE AND OF SENDING NOTICE OF THE MEETING AND ANNOUNCEMENT OF QUORUM

With a quorum of board members present, the meeting of the State Public School Building Authority was called to order on Thursday, March 18, 2021 at 11:02 A.M. prevailing time. The meeting was held by conference call, due to the Covid-19 pandemic and in accordance with the Governor's Declaration of a State of Emergency for the Commonwealth of Pennsylvania due to a public health emergency dated March 6, 2020. The proof of the Sunshine advertisement and certification regarding sending the notice of the meeting is attached to these minutes and identified as Appendix "A". It was noted that the meeting was being recorded.

Chairperson Heuer asked if there were any members of the public on the call. There were no members of the public on the call.

Members Participating by Conference Call

Steven Heuer, (Proxy for Governor Thomas W. Wolf)
Terry Trego, (Proxy for Senator Scott Martin)
Megan Winters, (Proxy for Senator Lindsey M. Williams)
Representative Napoleon J. Nelson
Jennifer Langan, (Proxy for Treasurer Stacy Garrity)
Christal Pike-Nase, (Proxy for Auditor General Timothy L. DeFoor)
Secretary of General Services Curtis M. Topper
Patrick Lord, (Proxy for Acting Secretary of Education Noe Ortega)

Member Absent

Representative Curtis G. Sonney

Authority Personnel Participating by Conference Call

Eric Gutshall, Executive Director
Beverly Nawa, Director of Operations
David Player, Comptroller

Also Participating by Conference Call

William McCarty, Esquire, Authority Counsel, Barley Snyder LLP
Melissa Hughes, Senior Analyst, Public Financial Management LLC
Ben Ried, Esquire, Mette, Evans & Woodside
Lorraine Donahue, Vice President of Finance & Administration, Pennsylvania Highlands Community College
Christopher Pribulsky, Director of Finance and Administration, Pennsylvania Highlands Community College
Kevin Cunningham, Esquire, Ballard Spahr LLP
Andre C. Dasent, Esquire

Thomas Cooper, Vice President of Corporate Finance, University of Pennsylvania
Health System
Helen Kreider, Associate Treasurer of the University of Pennsylvania

Chairperson Heuer welcomed new board member Senator Lindsey Williams and her proxy Megan Winters.

2. ELECTION OF A VICE PRESIDENT

Chairperson Heuer explained that Minority Leader Costa designated Senator Lindsey M. Williams to serve on the State Public School Building Authority Board and we elected Senator Costa to the position of Vice President. Chairperson Heuer asked for a motion to elect Senator Williams, Vice President of the State Public School Building Authority Board.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Ms. Langan**, and after full discussion, Lindsay M. Williams was unanimously elected to the position of Vice President at the SPSBA Board Meeting of March 18, 2021.

3. APPROVAL OF THE MINUTES OF THE MEETING OF FEBRUARY 18, 2021

A copy of the minutes of the meeting of February 18, 2021, 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 February 18, 2021, be and hereby are approved as presented.

Upon **MOTION** by **Ms. Pike-Nase** and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of March 18, 2021.

4. FINANCIAL REPORT FOR THE MONTH OF JANUARY 2021

Ms. Langan asked if the Authority is considering a permanent work from home situation and if so, will the Authority try to terminate our lease.

Mr. Gutshall said that it is being considered and that the Authority's lease ends in 2022.

Mr. Player said that the lease ends on June 30, 2022.

Chairperson Heuer said it was a good question and the Board will see how things go over the next couple of months. He indicated that there could be many changes with state agencies.

The Financial Report for the month of January 2021 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 January 2021 as received by this Board, be accepted, and filed with the minutes of this meeting.

Upon **MOTION** by **Ms. Pike-Nase** and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of March 18, 2021.

5. REVOLVING LOAN FUND

Mr. Gutshall explained that the Authority closed a loan to Pennsylvania Highlands Community College this week. The College is borrowing \$15,000 to purchase network and office equipment upgrades. He also mentioned that there are no pending projects.

6. 2021-2022 FISCAL YEAR ADMINISTRATIVE FUND BUDGET

Chairperson Heuer explained that a copy of the 2021-2022 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 Budget Committee recommends that the Board adopt the budget. Budgeted expenditures are 11% less than the current year and we expect to end this year \$334,000 under the current budget. He believes that the Authority has demonstrated solid stewardship over the last year. He also commended Dave Player for his work with the budget.

Secretary Topper asked for a motion to approve the Administrative Fund Budget.

RESOLUTION APPROVING THE 2021-2022 FISCAL YEAR ADMINISTRATIVE FUND BUDGET

WHEREAS, the Administrative Budget for the State Public School Building Authority for the period July 1, 2021, through June 30, 2022, 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 \$1,518,000 for the fiscal year July 1, 2021, through June 30, 2022 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 2021-2022 Budget, as approved, be filed with the minutes of this meeting.

Upon **MOTION** by **Ms. Pike-Nase** and after full discussion, the above Resolution was unanimously approved at the SPSBA Board Meeting of March 18, 2021.

7. APPROVAL OF PROJECTS

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

Mr. Gutshall explained that Pennsylvania Highlands Community College requested that we issue a maximum of \$8,425,000 for the acquisition and renovation of a property located in Richland Township, Cambria County, and other capital projects of the College.

After completing an RFP and at the request of the College, the Office of General Counsel has appointed Mette, Evans & Woodside, as bond counsel and Powell Law co-bond counsel.

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

Participating on the call to answer board members' questions are Melissa Hughes of PFM, Ben Ried from Mette, Evans & Woodside and from the College, Lorraine Donahue and Christopher Pribulsky.

Chairperson Heuer asked if board members had any 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
PENNSYLVANIA HIGHLANDS COMMUNITY COLLEGE**

DOCKET NO. 2495

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS

1. The State Public School Building Authority (the “Authority”) will undertake the financing of a project consisting of (a) acquiring and renovating a property located at 220 Highfield Avenue, located in Richland Township, Cambria County, and other capital projects of the College, and (b) the funding of any necessary debt service reserve or replacement funds, and (c) the payment of the costs and expenses of issuing and insuring the Bond issued for the project (the “Project”).

2. In order to finance the Project, the Authority will enter into an appropriate trust indenture or supplemental trust indenture (herein referred to as the “Indenture”) with the Trustee herein appointed and shall issue an \$8,425,000 maximum principal amount revenue bond in a single series to be designated substantially as the “State Public School Building Authority College Revenue Bond (Pennsylvania Highlands Community College Project)” (such bond being herein referred to as the “Bond”). The Bond shall have a term not to exceed 20 years from its date of issuance and delivery and shall bear interest at a fixed rate acceptable to the College, shall mature or be payable annually in such principal amounts and at such times, and shall be subject to redemption, all as approved by the Executive Director in consultation with the College and as further provided in a Bond Purchase Agreement hereinafter described.

The Bond shall be issued in such form and with such terms as shall be set forth in the Indenture and approved by the Executive Director of the Authority. The execution of the Bond with the manual or facsimile signature of the Governor of the Commonwealth of Pennsylvania, as the President, or any Vice President of the Authority, together with the official seal or a facsimile of the official seal of the Authority and the attestation thereof by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority, is hereby authorized. The Executive Director of the Authority is hereby authorized to deliver the Bond to the Trustee under the Indenture for authentication, and to execute and deliver instructions to the Trustee to deliver the Bond when so authenticated, on behalf of the Authority, to or upon the order of the purchaser thereof, against receipt of the purchase price together with any accrued interest, all in accordance with the requirements of the Indenture thereof.

3. The proceeds from the sale of the Bond shall be loaned to the College pursuant to the terms of an appropriate loan agreement or supplemental loan agreement between the Authority and the College (herein referred to as the “Loan Agreement”), and shall be applied by the College for and toward the costs of the Project including without limitation, printing costs, fees and expenses of bond counsel, the purchaser of the Bond, 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, and if applicable, the payment of the premium or other cost for credit enhancement or liquidity enhancement for the Bond if determined to be advantageous by the College. The Authority is hereby authorized to assign and pledge the Loan Agreement and all revenues to be received by the Authority therefrom to the Trustee under the Indenture to secure the Bond.

4. The President, any Vice President or the Executive Director of the Authority is hereby authorized on behalf of the Authority to enter into an appropriate loan commitment or purchase agreement for the Bond, in a form and with content acceptable to the Authority (the "Bond Purchase Agreement") with Webster Public Finance Corporation (the "Purchaser"), which is the provider of the Winning Bid selected upon invitation to bid or private negotiation as requested by the College in consultation with the Financial Advisor to the College, for the purchase of the Bond, issued in accordance with the terms of this Resolution, and the President, any Vice President, the Secretary or any Assistant Secretary, or the Executive Director of the Authority is hereby authorized to execute and deliver the Bond Purchase Agreement on behalf of the Authority and to take such further action as he or she deems necessary or advisable to carry out the obligations of the Authority thereunder.

5. The Authority does hereby authorize the execution and delivery of the following documents relating to the issuance of Bond and the financing of the Project: the Indenture, the Loan Agreement, the Bond Purchase Agreement, and any other documents required in connection with the issuance of the Bond; any tax compliance or similar agreement with respect to the Bond, and any other document to which the Authority is a party and which is required in connection with the financing of the Project; all in such form as shall be acceptable to Bond Counsel, the Attorney General of the Commonwealth, the Office of General Counsel, and Authority Counsel and as shall be approved by the Executive Director of the Authority.

6. The President, the Vice President and the Executive Director of the Authority are, and each of them hereby is, authorized to execute, acknowledge, and deliver in the name and on behalf of the Authority, and the Secretary or Assistant Secretary are, and each of them hereby is, authorized to attest and affix the official seal of the Authority to each of the aforesaid documents. The execution of the aforesaid documents as hereinabove authorized shall be deemed to conclusively evidence the approval of the Authority of said documents, approval of the final official statement being solely as to and for purposes of distribution.

7. The solicitation of proposals for the purchase of the Bond (the "Bid Document") is hereby ratified by the Authority. The Authority agrees to confirm as the winning bid the Purchaser selected by the College. The circulation and distribution of copies of the Bid Document in connection with the offer and sale of the Bonds is hereby ratified.

8. The Purchaser shall be and is hereby authorized to purchase the Bond upon the terms and hereof and contained in the Bond Purchase Agreement. U.S. Bank National Association (or other Trustee acceptable to the College) shall be and hereby is authorized to act as Trustee under the Indenture in connection with the issuance of the Bond. After completing a Request for Proposal and at the request of the College, the Office of General Counsel has appointed

Mette, Evans & Woodside as Bond Counsel, which is subcontracting with Powell Law, PC to assist with its responsibilities for this issue.

9. The appropriate officers of the Authority are hereby authorized to take such further action and to execute and deliver in the name and on behalf of the Authority any and all other documents and certificates, in addition to those specified above, as they shall deem necessary or advisable in connection with the issuance of the Bond and the implementation of this Resolution.

10. The Trustee shall be, by virtue of this Resolution and without further authorization from the Authority, authorized, directed, and requested to invest and reinvest all moneys available therefor pursuant to the Indenture, which by the terms of such Indenture may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by the Indenture, all subject to the terms and limitations contained in the Indenture.

11. The appropriate officers of the Authority are, and each of them is, hereby authorized to execute and deliver in the name and on behalf of the Authority such other documents and to take such other action as they shall deem necessary in order to effectuate the financing of the Project, the execution, delivery and receipt of the Indenture, the Loan Agreement, the Bond Purchase Agreement, and the issuance and sale of the Bond, all in accordance with this Resolution.

12. The appropriate officers of the Authority, including the President, any Vice President and the Executive Director are, and each of them is, hereby authorized to approve, and to execute and deliver any supplement, amendment, or agreement (an "Amendment") providing for any amendment or other change to any trust indenture, loan agreement, bond, instrument or other document executed and delivered with respect to the Bond (collectively, 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 State Public School Building Authority Act, as amended, and the Bond Documents, and (ii) the Amendment will not adversely affect the excludability, if applicable, from gross income of interest on the Bonds for purposes of federal income taxation.

13. This Resolution shall take effect immediately upon its adoption, and all prior Resolutions or parts thereof inconsistent herewith are hereby repealed to the extent of such inconsistencies.

Upon **MOTION** by **Ms. Pike-Nase**, and after full discussion the above Resolution was unanimously approved at the SPSBA Board Meeting of March 18, 2021.

EXHIBIT A

PENNSYLVANIA HIGHLANDS COMMUNITY COLLEGE

Docket No.	<u>County</u>	<u>Project Description</u>	Maximum Amount to be <u>Financed</u>
2595	Cambria	Financing of a project consisting of (a) acquiring and renovating a property located at 220 Highfield Avenue, located in Richland Township, Cambria County, and other capital projects of the College, (b) the funding of any necessary debt service reserve or replacement funds, and (c) the payment of the costs and expenses of issuing and insuring the Bond issued for the project.	\$8,425,000

Maximum Term: 20 years.

Interest Rate: Fixed at the time of issuance.

Tax Status: Tax-Exempt, Non-Bank Qualified.

Rating/Insurance: To Be Determined.

Debt Type: College Revenue Bond.

Bond Counsel: After completing an RFP and at the request of the Community College, the Office of General Counsel has appointed Mette, Evans & Woodside as Bond Counsel, which is subcontracting with Powell Law, PC to assist with its responsibilities.

Trustee: U.S. Bank National Association (or other trustee acceptable to the College).

Purchaser: Webster Public Finance Corporation.

Minority and/or Female Participation in this Financing: Powell Law, PC, subcontractor to Bond Counsel.

Approved at the SPSBA Board Meeting of March 18, 2021.

8. OLD BUSINESS

A. Executive Director's Update

Mr. Gutshall thanked Auditor General DeFoor and Senator Martin for meeting with him to talk about priorities of the Authorities and our operations. Mr. Gutshall looks forward to meeting with other new members to discuss the future and how we can better serve the Board.

We have no projects in the pipeline at this time, but we will certainly inform the Board as soon as we have new projects.

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

9. NEW BUSINESS

Ms. Pike-Nase asked if there was a possibility to hold the meetings by Zoom. Chairperson Heuer asked if everyone had Microsoft Teams because it is a more secure platform. Ms. Pike-Nase was not sure if the Auditor General had access to Microsoft Teams. Mr. Gutshall will look into it and either way we can use a video style platform.

Chairperson Heuer asked if there was any other new business to come before the Board, and hearing none, he asked for a motion to adjourn.

10. ADJOURNMENT

There being no further business to come before the Board at this time, and upon **MOTION** by **Ms. Pike-Nase**, the SPSBA Board Meeting was adjourned at 11:12 a.m.

SUNSHINE ACT PUBLIC MEETING NOTICES, THURSDAY, MARCH 11, 2021

Note that due to Covid-19 the meetings below are virtual only unless otherwise noted. Please utilize the ADA contact name listed below if you need an accommodation due to a disability, to check on the meeting status, to inquire about phone/online participation options, etc. Meetings below may be recorded.

Special, PSERS Board Meeting, 3/12/2021, 3 PM, Conf. Call: 1-267-332-8737, Conf. ID: 774 228 326#, 5 N 5th St., Hbg, PA 17101, Contact: Tivia Danner 267-703-8235

PDA/PA Vegetable Marketing and Research Program Annual Board Meeting, 3/15/2021, 9 AM, Conf. Call: 1-929-436-2866, Mtg. ID: 847 7664 4642#, Passcode: 626170, Contact: Char Riley 717-908-6180

Special, State Civil Service Commission Meeting, 3/17/2021, 10:30 AM, Conf. Call: 877-953-3071, PIN: 480 645 06#, Contact: Michele Whiting 717-787-3094

PEDFA Board Meeting, 3/17/2021, 11 AM, Conf. Call: 1-929-205-6099, Mtg. ID: 824 5627 7376, Passcode: 742412, Via Zoom:
<https://us02web.zoom.us/j/82456277376?pwd=N3hCaFxaJFndk9Tdm9Dck02akNGdz09>, Mtg. ID: 824 5627 7376, Passcode: 5m1NA4, Contact: Melanie Taylor 717-720-1395

Special, State Public School Building Authority & PA Higher Educational Facilities Authority Meeting, 3/18/2021, 11 AM, Conf. Call: 717-975-2216 or 888-852-3744 Conf. ID: 2846, Contact: Bev Nawa 717-975-2204

Special, Dept. of Labor & Industry, Accessibility Advisory Board Meeting, 3/18/2021, 9 AM, Conf. Call: 1-267-332-8737, ID: 115294539,
<https://meet.lync.com/pagov/mkegg/44FVSRD6>, Contact: Cindy Holtry 717-787-4560

DOH PA Cancer Control, Prevention and Research Advisory Board Virtual Meeting, 3/18/2021, 9:30 AM, Conf. Call: 1-267-332-8737, Conf. ID: 804 527 054#, for link: contact: Division of Cancer Prevention and Control 717-783-1457

PDPP Board of Directors Meeting in conjunction with the American Dairy Association North East Board of Directors, 3/22/2021 and 3/23/2021, 12 PM - 2 PM, Zoom Link: https://us02web.zoom.us/webinar/register/WN_XJpr44k0T4GfmpXCotLbVw, Contact: Kathy McDade 267-322-6910.

Cancelled, Commonwealth Financing Authority (CFA) Board Meeting, 3/23/2021, 10 AM, Conf. Call: 929-205 6099, Mtg. ID: 823 2868 6826, Passcode: 568613, Contact: Jill Wawzonek 717-720-1349

PDA/PA Wine Marketing and Research Program Annual Meeting, 3/23/2021, 10 AM, Conf. Call: 1-267-332-8737, Conf. ID: 139 046 927#, Contact: Char Riley 717-908-6180,

Appeared in: **Patriot-News** on Thursday, 03/11/2021

STATE PUBLIC SCHOOL BUILDING AUTHORITY
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
Notice of the Meetings of the Boards to be Held
March 18, 2021

The State Public School Building Authority and the Pennsylvania Higher Educational Facilities Authority Boards will meet on **Thursday, March 18, 2021**, at **11:00 a.m. by conference call**. The call-in number is (717) 975-2216 or (888) 852-3744 and the conference code is 2846. The meetings are to: (a) approve projects for financing; and (b) consider other matters as may properly come before the Board.

Please complete the attached response and return to Bev Nawa via e-mail.

Sincerely,

Eric Gutshall
Executive Director

* * * * *

Harrisburg, PA

I CERTIFY that the notice on the previous page for the March 18, 2021, meetings was dispatched to the following on March 3, 2021, at the email addresses indicated, constituting all of the members of the Board of the State Public School Building Authority.

Steven S. Heuer, Proxy for Governor Wolf
stheuer@pa.gov

Scott Martin, Designated by the President Pro Tempore of the Senate
smartin@pasen.gov

Lindsey M. Williams, Designated by the Minority Leader of the Senate
lindsey.williams@pasenate.com

Curtis G. Sonney, Designated by the Speaker of the House of Representatives
csonney@pahousegop.com

Napoleon J. Nelson, Designated by the Minority Leader of the House of Representatives
repnelson@pahouse.net

Stacy Garrity, State Treasurer
hshaffer@patreasury.gov

Timothy L. DeFoor, Auditor General
plafoe@paauditor.gov

Curtis M. Topper, Secretary of General Services
cutopper@pa.gov

Noe Ortega, Acting Secretary of Education
psherts@pa.gov

GIVEN under my hand and seal this 3rd day of March 2021.

Eric Gutshall

Executive Director
State Public School Building Authority
Pennsylvania Higher Educational Facilities Authority