

Meeting of the Board
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
May 9, 2024
Room 515 North Office Building
2:05 p.m. Prevailing Time

MINUTES

1. Call to Order
 - A. Filing of Proof of Sunshine Notice and of Sending Notice of the Meeting
2. Roll Call and Announcement of Quorum
3. Adoption of the Agenda
4. Approval of Projects
 - A. Resolution Authorizing the Undertaking of a Project on Behalf of Thomas Jefferson University
5. Approval of the Minutes of the Meeting of April 25, 2024
6. Old Business
7. New Business
8. Adjournment

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

- A. Chairperson Dominguez Buckley called the public meeting of the Pennsylvania Higher Educational Facilities Authority Board to order at 2:05 p.m. in Room 515 of the North Office Building in Harrisburg, PA. She said that the meeting was being recorded and that by staying in the meeting, attendees were consenting to the recording and retention of the meeting. Although it included the option for Teams or Conference Call, the meeting was a live in person meeting open to the public in accordance with the Sunshine Act.
- B. The proof of the Sunshine Advertisement and certification regarding sending of the notice of the meeting is attached to these minutes.

2. ROLL CALL AND ANNOUNCEMENT OF A QUORUM

A quorum of board members was present. Ms. Sheffield asked if there were any members of the public on the call. There were no members of the public on the call.

Board Members Present

Natalia Dominguez Buckley, Proxy for Governor Josh Shapiro
Leo Knepper, Proxy for Senator Jarrett Coleman (via Teams)
Senator Lindsey M. Williams (via Teams)
Representative Jesse Topper (via Teams)
Jennifer Langan, Proxy for Treasurer Stacy Garrity (via Teams)
Christal Pike-Nase, Proxy for Auditor General Timothy L. DeFoor
Shawn Smith, Proxy for Secretary of General Services Reggie McNeil (via Teams)
Patrick Lord, Proxy for Secretary of Education Khalid Mumin

Members Absent

Representative Peter Schweyer

Authority Personnel Present

Jennifer Sheffield, Acting Executive Director
David Player, Comptroller & Director of Financial Management

Also Attending

William McCarty, Authority Counsel, Barley Snyder LLP (via Teams)
Alfred Salvato, SVP Finance, Treasurer & Chief Investment Officer for
Thomas Jefferson University (via Teams)
Valarie Allen, Ballard Spahr, LLP (via Teams)
Rob Bahara, Echo Financial Products, LLC (via Teams)

3. ADOPTION OF THE AGENDA

Chairperson Dominguez Buckley asked if the agenda for the meeting was posted on the Authority's website at least 24 hours in advance in accordance with Section 709 of the Sunshine Act.

Ms. Sheffield said that, yes, the agenda was posted on the website in accordance with the Sunshine Act.

Chairperson Dominguez Buckley asked for a motion to adopt the agenda.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Smith**, and approved unanimously by the PHEFA Board, it was **RESOLVED** that the Board adopted the Agenda for the May 9, 2024, Board Meeting.

4. APPROVAL OF PROJECTS

A. Resolution Authorizing the Undertaking of a Project on Behalf of Thomas Jefferson University.

Thomas Jefferson University has requested that we issue a maximum of \$360,000,000 to finance the costs of the acquisition, construction, renovation and equipping of the Honickman Center in Philadelphia, which will be used by Thomas Jefferson University in furtherance of its mission as an academic medical center. The project will also include funding of any necessary reserves, payment of capitalized interest, costs associated with credit enhancement, if advantageous; and issuance costs and expenses incident to the financing including costs relating to interest rate hedging arrangements, if any.

Thomas Jefferson University will select one or more direct purchasers of the Bonds. The Bank of New York Mellon Trust Company, N.A. has been appointed as Trustee. At the request of Thomas Jefferson University, the Office of General Counsel has appointed Ballard Spahr, LLP as Bond Counsel. Andre C. Dasent, P.C. will serve as SDB and the Law Office of Nathaniel M. Holmes, LLC will serve as VBE. The Resolution in your agenda approves all actions necessary in connection with the issuance of the Bonds. Valarie Allen of Ballard Spahr, LLP, Rob Bahara, of Echo Financial Products, LLC, and Alfred Salvato, Senior Vice President of Finance, Treasurer and Chief Investment Officer of Thomas Jefferson University were available to answer questions.

There were no questions from board members about the project.

Chairperson Dominguez Buckley thanked the Board and thanked those who called in for the Thomas Jefferson University project.

**RESOLUTION OF THE
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
AUTHORIZING
THE UNDERTAKING OF A PROJECT ON BEHALF OF
THOMAS JEFFERSON UNIVERSITY**

DOCKET NO. 689

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

The Pennsylvania Higher Educational Facilities Authority (the "Authority") shall undertake the financing of a project (the "Project") on behalf of Thomas Jefferson University ("TJU"), a nonprofit corporation duly created and validly existing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth") and a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or certain of its controlled affiliates, that consists of (a) the payment of (or the reimbursement to TJU for) the costs of the acquisition, construction, renovation, improvement, fit-out and equipping of the Honickman Center located at 1101 Chestnut Street, Philadelphia, Pennsylvania 19107 in the estimated maximum principal amount of \$338,000,000; (b) the funding of any necessary reserves and of the payment of capitalized interest on all or a portion of the Bonds described below; and (c) the payment of the costs associated with credit enhancement, if any; and (d) the payment of issuance costs and expenses incident to the financing including costs relating to interest rate hedging arrangements, if any; provided, however, that the Executive Director of the Authority, at the request of TJU, shall have the power to add, delete or substitute for any component of the Project but only to the extent permitted by the Pennsylvania Higher Educational Facilities Authority Act of 1967, as amended, and the Federal income tax laws from time to time in effect.

In order to finance the Project, the Authority will enter into one or more trust indentures (collectively, the "Indenture") with The Bank of New York Mellon Trust Company, N.A., as bond trustee, or with such other trustee (the "Trustee") as appointed by TJU and approved by the Executive Director of the Authority, such approval to be evidenced by his or her execution of the Indenture, pursuant to which the Authority shall issue up to \$360,000,000 outstanding at any time in aggregate principal amount of bonds, notes, or other obligations, subject to increase to the extent of original issue discount, in one or more series which may be tax-exempt and/or taxable and which may be issued on the same or different dates to be designated "Pennsylvania Higher Educational Facilities Authority Thomas Jefferson University Revenue Bonds" with an appropriate series and year of issuance designation (the "Bonds"). The Bonds shall have a term not to exceed 40 years, shall bear interest at fixed or variable rates acceptable to TJU, shall mature in such principal amounts and at such times, shall be subject to redemption and mandatory tender and contain other features all as approved by the Executive Director of the Authority, after consultation with TJU and further provided in the proposal to purchase the Bonds, or bond purchase agreement hereinafter described.

If deemed advantageous by TJU in connection with the issuance of one or more series of the Bonds, the proper officers of the Authority are hereby authorized to purchase or cause to be purchased, and the Trustee is hereby authorized to accept, a letter of credit or a similar instrument securing the payment, when due, of the principal and/or purchase price of and interest on such

series of Bonds, and the Trustee is further authorized to accept a liquidity facility, letter of credit or a similar instrument for the payment of the purchase price of one or more series of Bonds upon tender for purchase, if applicable.

In the event that TJU requests that the Bonds of any series bear a variable rate rather than a fixed rate of interest, the Executive Director of the Authority is hereby authorized to approve the initial interest rate to be borne by such Bonds and the variable interest rate formula to be used in determining interest due on the Bonds thereafter, and to appoint or approve an indexing agent, calculation agent, tender agent and/or remarketing agent and to take such other action as may be required in connection with a variable interest rate or in connection with Bonds bearing interest at fixed interest rates, including the authorization or approval of any remarketing agreement or credit facility agreement.

The Bonds shall be limited obligations of the Authority, payable only from the payments made by TJU under the Loan Agreement (defined below). 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 of the Authority. The execution of the Bonds with the facsimile signature of the President of the Authority together with a facsimile of the official seal of the Authority and the attestation thereof by the facsimile signature of the Secretary of the Authority is hereby authorized. The Executive Director of the Authority is hereby authorized and directed to deliver the Bonds 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.

Simultaneously with the issuance of any series of the Bonds, there may be executed and delivered one or more supplements to the Amended and Restated Master Trust Indenture (Security Agreement) dated as of February 1, 2022, as supplemented, among the Obligated Group (as such term is defined therein) and The Bank of New York Mellon Trust Company, N.A., as master trustee (the "Master Trustee"), and pursuant to which the Obligated Group may issue one or more promissory notes in the original principal amount of the Bonds of the applicable series.

The proceeds from the sale of the Bonds shall be loaned to TJU pursuant to one or more loan agreements between the Authority and TJU (collectively, the "Loan Agreement") and shall be applied toward the costs of the Project including (a) the payment of all or a portion of the costs of issuance of the Bonds, including without limitation, printing and reproduction costs, fees and expenses of Bond Counsel, purchaser's counsel, fees of the Authority's counsel, and the purchaser, fees and expenses of the Trustee and the Master Trustee, and administrative costs and expenses of TJU and the Authority, all upon submission of the proper documentation thereof; and (b) the funding of funds established under the Indenture.

The Executive Director of the Authority is authorized to sell the Bonds at a public or private sale on such terms and conditions as are approved by the Executive Director of the Authority with the approval of TJU. The President, any Vice President or the Executive Director is hereby authorized and directed to deliver the Bonds to the purchaser or purchasers thereof and to execute and deliver all documents in connection therewith.

The President, any Vice President or the Executive Director of the Authority is hereby authorized to enter into one or more bond purchase agreements relating to the purchase and sale

of the Bonds in accordance with the terms of this resolution and the President, any Vice President, the Secretary or any Assistant Secretary, or the Executive Director is hereby authorized to execute and deliver the bond purchase agreement on behalf of the Authority and take such further action as he or she deems necessary or advisable to carry out the obligations of the Authority thereunder.

The Authority does hereby authorize the execution and delivery of any of the following documents relating to the issuance of Bonds of any series authorized hereunder, and the financing of the Project: the Indenture, the Loan Agreement, any bond purchase agreement, or other agreement or instrument described in this Resolution; 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 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.

The President, the Vice President or the Executive Director of the Authority shall be, and each of them is hereby authorized and directed to execute, acknowledge and deliver in the name of and on behalf of the Authority, and the Secretary or Assistant Secretary of the Authority shall be and each of them is hereby authorized and directed 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 the forms of said documents.

Any preliminary official statement and/or final official statement which may be used in connection with the sale and issuance of the Bonds shall be in such form as shall be approved, solely as to and for purposes of distribution, by the Executive Director of the Authority with the advice of bond counsel. The Executive Director of the Authority shall be and hereby is authorized and directed to execute, solely as to and for purposes of distribution, any such preliminary official statement and/or final official statement or other offering document, and the execution by the Executive Director of the Authority shall constitute conclusive evidence of the Authority's approval, solely as to and for purposes of distribution of the form of such documents. The Authority is hereby authorized to circulate and distribute copies of any such documents in connection with the issuance and sale of the Bonds.

The purchaser of the Bonds of each series will be appointed by TJU and approved by the Executive Director of the Authority, such approval to be evidenced by his or her execution of the bond purchase agreement. Any purchaser so appointed and approved shall be authorized to act as the purchaser of the Bonds of such series. Bond counsel was appointed by the Office of General Counsel. The Executive Director of the Authority is hereby authorized to approve upon the recommendation of TJU, additional professionals for the Bonds, including a tender agent or agents.

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.

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 future 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 financing of the Project (collectively, the “Bond Documents”) requested by TJU 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.

Any resolution adopted by the Authority or parts thereof that conflict with this Resolution are hereby repealed, and this Resolution shall supersede such prior actions and be in full force and effect immediately upon its adoption.

Upon **MOTION** by **Ms. Pike-Nase** and **SECONDED** by **Mr. Smith**, and after full discussion, the above resolution was approved at the PHEFA Board Meeting of May 9, 2024.

EXHIBIT A

<u>Docket No.</u>	<u>Project Description</u>	<u>Counties Where Facilities are Located</u>	<u>Maximum Amount to be Financed</u>
689	(a) the payment of (or the reimbursement to TJU for) the costs of the acquisition, construction, renovation, improvement, fit-out and equipping of the Honickman Center located at 1101 Chestnut Street, Philadelphia, Pennsylvania 19107 in the estimated maximum principal amount of \$338,000,000; (b) the funding of any necessary reserves and the payment of capitalized interest on all or a portion of the Bonds described below; (c) the payment of the costs associated with credit enhancement, if any; and (d) the payment of issuance costs and expenses incident to the financing including costs relating to interest rate hedging arrangements.	Philadelphia County, Pennsylvania	\$360,000,000

Term: No more than 40 years.

Rate: Variable or Fixed.

Rating/Credit Enhancement: As of the date hereof, TJU has credit ratings of A3 from Moody's Investors Service, Inc. and A from S&P Global Ratings. Prior to the issuance, a determination will be made whether to obtain a letter of credit or other credit enhancement or liquidity enhancement if deemed beneficial by TJU.

Direct Purchaser: TJU will select one or more direct purchasers of the Bonds after consultation with the Executive Director of the Authority.

Bond Counsel: At the request of TJU, the Office of General Counsel has appointed Ballard Spahr LLP, Andre C. Dasent, P.C. and Law Office of Nathaniel M. Holmes, LLC, as Co-Bond Counsel.

Minority and/or Female Participation in this Financing: Andre C. Dasent, P.C. will act as Co-Bond Counsel.

Trustee: The Bank of New York Mellon Trust Company, N.A., as the trustee under the Indenture, or another trustee to be appointed by TJU and approved by the Executive Director of the Authority.

Approved at the PHEFA Board Meeting of May 9, 2024.

5. APPROVAL OF THE MINUTES OF THE MEETING OF APRIL 25, 2024

A copy of the minutes of the meeting of April 25, 2024, was distributed to the Board Members on May 1, 2024. It is therefore recommended that consideration be given to the adoption of the following Resolution:

RESOLVED That the minutes of the PHEFA meeting of April 25, 2024, be and hereby are approved as presented.

Upon **MOTION** by **Ms. Pike-Nase** and **SECONDED** by **Mr. Smith**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of May 9, 2024.

6. OLD BUSINESS

Chairperson Dominguez Buckley asked if there was any old business to come before the Board, and hearing none, she moved on to new business.

7. NEW BUSINESS

Chairperson Dominguez Buckley asked if there was any new business to come before the Board, and hearing none, she asked for a motion to adjourn.

8. ADJOURNMENT

There being no further business to come before the Board at this time, and upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Ms. Langan**, the PHEFA Board Meeting was adjourned at 2:11 p.m.

SUNSHINE ACT PUBLIC MEETING NOTICES - Thursday, May 2, 2024

Please utilize the Contacts name/phone # listed in each notice for reasonable accommodation due to a disability; to check on the meeting status; to inquire about phone/online participation options; etc. Note: some mtgs. may be recorded.

Rescheduled, Aggregate Advisory Board Quarterly Meeting, 5/7/2024, 10 AM, 400 Market St., Room Num: Conf. Rm. 105, Hbg., PA, Conf. Call: 267-332-8737, Access Code: 460 869 338#, Info: Here is a link to some additional info for the meeting: <https://www.dep.pa.gov/Business/Land/Mining/BureauofMining/Programs/Aggregate-Advisory-Board/Pages/2024.aspx>, along with some Microsoft Teams Meeting ID: 213 736 337 401, Passcode: DkbUgD, Contact: Daniel Snowden, 717-783-8846.

Special, PA Dept of Ag., Vegetable Marketing & Research Program Board-Special Meeting, 5/7/2024, 8:30 AM, Conf. Call: 267-332-8737, Access Code: 469 387 257#, Info: www.agriculture.pa.gov, Contact: Holly Zarefoss 717-783-8461.

Flood Insurance Premium Assistance Taskforce Meeting, 5/8/2024, 1 PM, 901 7th St., Room: Forster Rm., Hbg., PA, Conf. Call: 267-332-8737, Access Code: 579 469 535#, Info: For the agenda and additional meeting information please visit the Taskforce page at: <https://www.insurance.pa.gov/Coverage/flood/Pages/Flood-Insurance-Task-Force.aspx>, Contact: Joseph Korman 717-787-3898.

pennSERVE Advisory Board Meeting, 5/9/2024, 11 AM, Conf. Call: 267-332-8737, Access Code: 495 126 304#, Info: Please email Kaitlyn Spehar at kspehar@pa.gov for Microsoft Teams invite link, Contact: Kaitlyn Spehar 717-772-4428.

Special, State Public School Building Authority & PA Higher Educational Facilities Authority Board Meeting, 5/9/2024, 2 PM, State Capitol North Office Building, Room Num: 515, Hbg., PA, Info: www.spsba.org, Contact: Jennifer Sheffield 717-975-2209.

BAHDS, HSPO Advisory Board Meeting , 5/9/2024, 10 AM, 2301 N. Cameron St., Room Num: 309, Hbg., PA, Conf. Call: 267-332-8737, Access Code: 673 195 368#, Contact: Tracey Baker 717-705-1626.

TAP Advisory Board Meeting, 5/14/2024, 1 PM, 613 N. Dr., Room Num: 114, Hbg., PA, Conf. Call: 570-290-8653, Access Code: 458 979 836#, Info: Agenda: <https://pa529.com/>, Link: <https://bit.ly/44jSaqF>, Contact: John Stevens 717-772-5000.

PCCD Children's Advocacy Center Advisory Committee Meeting, 5/21/2024, 10 AM, 3101 N. Front St., Room: Commission, Hbg., PA, Conf. Call: 267-332-8737, Access Code: 863 553 720#, Info: <https://www.pccd.pa.gov/Pages/Calendar.aspx>, Contact: Elizabeth Locke 717-265-8470.

DCNR - Conservation & Natural Resources Advisory Committee Meeting, 5/22/2024, 10 AM, 400 Market St., Hbg., PA, Room Num: 105, Conf. Call: 267-332-8737, Access Code: 434 210 336#, Info: www.dcnr.pa.gov/cnrac, Contact: Aara Vinsh 717-787-9306.

Cancelled, State Board of Accountancy, 5/24/2024, 10:30 AM, CoPA HUB, 2525 N. 7th St., Room: The Eaton Rm., Hbg., PA, Contact: Molly Smith 717-214-1891.

Appeared in *PennLive*: on Thursday, 5/2/2024
<https://classifieds.pennlive.com/pennlive/category/legals/legal-notice>

STATE PUBLIC SCHOOL BUILDING AUTHORITY
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
Notice of the Meetings of the Boards to be Held
May 9, 2024

The State Public School Building Authority and the Pennsylvania Higher Educational Facilities Authority Boards will meet on **Thursday, May 9 at 2:00 p.m.** in **Room 515 North Office Building**. If you prefer to participate by phone, the call-in number is 1-267-332-8737 and the conference ID is 724 327 734#. 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 it via e-mail (jesheffield@pa.gov).

Sincerely,

Jennifer Sheffield
Acting Executive Director

* * * * *

Harrisburg, PA

I CERTIFY that the notice on the previous page for the May 9, 2024, meetings was dispatched to the following on April 30, 2024, at the addresses indicated, constituting all members of the Board of the Pennsylvania Higher Educational Facilities Authority.

Natalia Dominguez Buckley, Proxy for Governor Shapiro

ndominguez@pa.gov

Jarrett Coleman, Designated by the President Pro Tempore of the Senate

lknepper@pasen.gov

Lindsey M. Williams, Designated by the Minority Leader of the Senate

lindsey.williams@pasenate.com

Peter G. Schweyer, Designated by the Speaker of the House of Representatives

pschweyer@pahouse.net

Jesse Topper, Designated by the Minority Leader of the House of Representatives

jtopper@pahousegop.com

Stacy Garrity, State Treasurer

treasurergarrity@patreasury.gov

Timothy L. DeFoor, Auditor General

plafoe@paauditor.gov

Reggie McNeil, Secretary of General Services

remcneil@pa.gov

Khalid M. Mumin, Secretary of Education

ldishong@pa.gov

GIVEN under my hand and seal this 30th day of April 2024.

Jennifer Sheffield

Acting Executive Director

State Public School Building Authority

Pennsylvania Higher Educational Facilities Authority