

**CONFERENCE CALL WITH THE BUSINESS AFFAIRS AND EXECUTIVE COMMITTEES
OF THE BOARD OF TRUSTEES
Community College of Philadelphia
Wednesday, March 13, 2019 – 9:00 A.M.**

Call in Number: 1-888-675-6779, Passcode 5410073#

Teleconference:

Business Affairs and Committee
Members:

Ms. Suzanne Biemiller and Mr. Jeremiah J. White, Jr.

Executive Committee Members:

Ms. Suzanne Biemiller, Ms. Chekemma Fulmore-Townsend,
Lydia Hernández Vélez, Esq., Hon. James Roebuck and
Jeremiah J. White, Jr.

College Staff:

Dr. Donald Generals, Mr. Jacob Eapen, Mr. Gim Lim, Mr.
James P. Spiewak and Victoria Zellers, Esq.

Representing Phoenix
Capital Partners, LLP:

Mr. Andre Allen

AGENDA

PUBLIC SESSION

**MEETING OF THE BUSINESS AFFAIRS COMMITTEE OF THE
BOARD OF TRUSTEES**

Ms. Biemiller convened a meeting with the members of the Business Affairs Committee regarding the approval of the following: the Board Resolution for issuing bonds for the Career and Advanced Technology Center and the appointment of PNC Financial Services as the Underwriter for the Career and Advanced Technology Center.

**Approval of the Board Resolution for Issuing Bonds for the Career and Advanced
Technology Center (Action Item):**

Discussion: Mr. Eapen stated that Attachment A contains the Board Resolution required for the College to proceed to undertake a capital project consisting of the development, construction, improvement, furnishing, equipping and fit out of a new, approximately 75,000 square foot building on land owned by the College in West Philadelphia, which facility will be used to house the College's Career and Advanced Technology Center; and the demolition of an existing building on such site; and other miscellaneous capital improvements at such site, including parking, landscaping and related improvements. The College is expected to finance the Career and Advanced Technology Center through a variety of sources including the State Public School Building Authority (SPSBA) or other appropriate governmental authority to issue up to \$35,000,000 of bonds; and entering into a New Market Tax Credit Financing utilizing tax credits allocated to one or more community development entities; and utilizing certain grants and other available sources. In response to a question, staff explained that the College will initially issue

\$10 million in bonds shortly with the intent of issuing additional bonds later in the calendar year in the amount of approximately \$14.3 million if New Market Tax Credit financing can be achieved or approximately \$18.75 million if financed traditionally with tax-exempt bonds.

Action: On behalf of the Business Affairs Committee, Mr. White moved and Ms. Biemiller seconded the motion the approval of the Resolution for issuing bonds for the Career and Advanced Technology Center in an amount not to exceed \$35 million. The motion passed unanimously.

Appointment of PNC Financial Services as the Underwriter for the Career and Advanced Technology Center (Action Item):

Discussion: Mr. Eapen stated that the College requires the services of an underwriter for the issuance of bonds. PNC was the underwriter for the last bond issue and provided the College with excellent results especially in selling the bonds at the most favorable rate. PNC is in tune with PA issuers and investors and will focus and place priority on an issue which is a relatively small issue of \$10,000,000. PNC worked with the College on the interest rate change due to the tax law change. PNC has provided ideas concerning our debt structure and balance sheet for the College. The College's advisor will ensure that PNC's fees are in line with industry standards. Establishing a long-term relationship with PNC could yield other important benefits in the future. Mr. Eapen noted that staff will keep the Board apprised of the issuance effort including the projected interest rates.

Action: On behalf of the Business Affairs Committee, Mr. White moved and Ms. Biemiller seconded the motion the approval of the appointment of PNC Financial Services as the Underwriter for the Career and Advanced Technology Center. The motion passed unanimously.

Action: Mr. White then made a motion to adjourn the meeting of the Business Affairs Committee which was seconded by Ms. Biemiller and the motion passed unanimously.

AGENDA

PUBLIC SESSION

MEETING OF THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES

Mr. White convened a meeting of the Executive Committee of the Board of Trustees to move forward with the recommendations of the Business Affairs Committee. After discussion regarding approval of the Board Resolution for issuing bonds for the Career and Advanced Technology Center and the appointment of PNC Financial Services as the Underwriter for the Career and Advanced Technology Center, the following actions were taken.

Approval of the Board Resolution for Issuing Bonds for the Career and Advanced Technology Center (Action Item):

Action: On behalf of the Executive Committee, Ms. Hernández Vélez moved and Ms. Fulmore-Townsend seconded the motion to approve the Resolution for issuing bonds for the Career and Advanced Technology Center in an amount not to exceed \$35 million. The motion passed unanimously.

Action: On behalf of the Executive Committee, Ms. Biemiller moved and Ms. Hernández Vélez seconded the motion the approval of the appointment of PNC Financial Services as the Underwriter for the Career and Advanced Technology Center. The motion passed unanimously.

Action: Ms. Fulmore-Townsend made a motion to adjourn the meeting of the Executive Committee which was seconded by Ms. Hernández Vélez. The motion passed unanimously.

ATTACHMENT A

**Board Resolution for Issuing Bonds for the Career and
Advanced Technology Center**

COMMUNITY COLLEGE OF PHILADELPHIA

WHEREAS, Community College of Philadelphia (the “College”) is undertaking a capital project (the “Project”) consisting of: (i) the development, construction, improvement, furnishing, equipping and fit out of a new, approximately 75,000 square foot building on land owned by the College in West Philadelphia, which facility will be used to house the College’s Career and Advanced Technology Center, (ii) the demolition of an existing building on such site; and (iii) other miscellaneous capital improvements at such site, including parking, landscaping and related improvements; and

WHEREAS, the College expects to finance the Project through a variety of sources, including (i) requesting State Public School Building Authority or other appropriate governmental authority (the ‘Authority’) to issue up to \$35,000,000 of bonds (the “Bonds”); (ii) entering into a New Market Tax Credit Financing utilizing tax credits allocated to one or more community development entities (the “Tax Credit Financing”); and (iii) utilizing certain grants and other available sources; and

WHEREAS, the College desires to authorize the issuance of the Bonds and the pursuit of the Tax Credit Financing, with the understanding that if the Tax Credit Financing is either not available or is otherwise not commercially viable, the College will pursue a secondary bond financing to complete the Project, which will be subject to a further Board approval at such time.

NOW, THEREFORE, the following resolutions are hereby adopted:

1. The College hereby authorizes the issuance of the Bonds in a par amount not to exceed \$35,000,000 for the purposes of (i) financing a portion of the Project, (ii) paying the costs of issuing the Bonds, including all legal and underwriting fees and costs and any bond insurance, credit enhancement or required reserves (collectively, the “Bond Financing”).

2. The Bonds may be issued in one or more series, on a tax-exempt or taxable basis, fixed or variable interest and sold through a public offering or directly placed with a bank or other financial institution

3. The President of the College is hereby delegated the power, consistent with the general terms of this resolution, to determine the final terms of the Bonds, including, without limitation, the principal amount (limited to an aggregate of \$35,000,000) thereof, the number of series, date or dates of issuance, rates of interest with respect to the Bonds, dates of maturity and redemption, security for the Bonds, whether they are to be sold to the public or by direct placement and other provisions thereof.

4. The powers delegated to the President shall include the power and authority to take all action in furtherance of the Bond Financing, including but not limited to: (a) approving the form, content and terms of any trust indentures, loan agreements, purchase contracts, preliminary and final offering/disclosure documents and any other financial document or

instrument necessary or desirable to be executed by the College (b) selecting the trustee, direct purchaser, municipal underwriter, Authority and any other firm or professional to be involved in the Bond Financing and (c) delegating to such other officers of the College and/or such members of the Board, as he may specify, the power to execute and delivery documents in connection with the Bond Financing and the power to take such other action as may be specified by the President.

5. The President is hereby authorized to implement the foregoing resolutions and to adopt such additional resolutions and to take such other additional action as shall be necessary to carry out of terms of this resolution.

FURTHER RESOLVED,

1. The College is hereby authorized to pursue obtaining the Tax Credit Financing to finance a portion of the Project, and the President is hereby authorized to take such action as he deems necessary or advisable in connection therewith, including without limitation: (a) making all necessary applications for the Tax Credit Financing, hiring such legal counsel, tax credit consultant and other advisors as he deems necessary or desirable and to otherwise determine whether Tax Credit Financing is feasible and a prudent method of financing for the Project, and (b) delegating to such other officers of the College and/or such members of the Board, as he may specify, the power to execute and deliver documents in connection with applying for the Tax Credit Financing and the power to take such other action as may be specified by the President.

2. In the event the President determines, in his judgment, that Tax Credit Financing is feasible and prudent, he shall present to the Board such recommendation and seek the Board's approval of the Tax Credit Financing.

3. In the event the President determines, in his judgment, that Tax Credit Financing is not feasible or prudent, he shall cause the College to complete the financing of the costs of the Project (not financed by grants and other sources) by the issuance of additional Bonds authorized above not to exceed \$35,000,000 in the aggregate.

FURTHER RESOLVED,

1. All prior resolutions and parts thereof, to the extent inconsistent herewith, are hereby rescinded and repealed.

2. These resolutions shall take effect immediately.