

RESOLUTION OF THE
DELAWARE COUNTY AREA VOCATIONAL-TECHNICAL SCHOOL BOARD
DELAWARE COUNTY, PENNSYLVANIA

REQUESTING THE DELAWARE COUNTY AREA VOCATIONAL-TECHNICAL SCHOOL AUTHORITY TO ISSUE UP TO \$85,000,000 OF LEASE REVENUE BONDS TO FINANCE, INTER ALIA, THE DESIGN, CONSTRUCTION, RENOVATION AND IMPROVEMENTS TO THE FOLCROFT CENTER LOCATED IN FOLCROFT, PENNSYLVANIA; APPROVING THE FORM OF THE FIRST AMENDMENT TO THE SUBLEASE AGREEMENT BETWEEN THE INTERMEDIATE UNIT AND THE VO-TECH BOARD; AUTHORIZING OFFICIALS OF THE VO-TECH BOARD TO TAKE OTHER APPROPRIATE ACTION; AND REPEALING ALL RESOLUTIONS INCONSISTENT HEREWITH.

WHEREAS, the Delaware County Area Vocational-Technical Schools (the "Vo-Tech Schools") were established under an agreement (the "Agreement") dated March 11, 1966, among the Delaware County Board of School Directors/Delaware County Area Vocational-Technical School Board (the "Vo-Tech Board") and the School Districts of Delaware County which were parties thereto (the "Member Districts"); and

WHEREAS, under the provisions of the Public School Code of 1949, Public Law 30, March 10, 1949, as amended (the "School Code"), the Vo-Tech Board was composed of the boards of the school directors for all of the Member Districts. The Agreement granted the Vo-Tech Board all the powers and responsibilities granted to area vocational-technical boards under the School Code. The powers and responsibilities of vocational-technical boards are set forth in the School Code; and

WHEREAS, the School Code subsequently transferred all powers and duties of county boards of school directors with respect to vocational-technical education to intermediate unit boards of directors. The intermediate unit for the Member Districts is Delaware County Intermediate Unit Number 25 (the "Intermediate Unit"). The Intermediate Unit in addition acts as an education services agency to the Member Districts in a capacity unrelated to the provision of vocational-technical education services; and

WHEREAS, the Agreement was subsequently restated and revised on July 1, 1988, in an agreement between the Member Districts and Delaware County Intermediate Unit Board of Directors (the "DCIU Board"); and

WHEREAS, each of the Member Districts previously approved by resolution that the Intermediate Unit, acting as operating agent, be directed to enter into a lease of the Career and Technical Education building in Aston, the Marple Center and the Folcroft Center (together, the "Authority Facilities"), and to pay lease rentals thereunder sufficient to pay the principal and interest on debt obligations issued by the Authority; and

WHEREAS, the Vo-Tech Board desires that the Authority issue in one or more series or subseries up to \$85,000,000 aggregate principal amount of its Lease Revenue Bonds (Delaware County Intermediate Unit No. 25 Project) (the "Bonds") pursuant to a Second Supplemental Indenture, to be dated the date of closing (the "Second Supplemental Indenture") to a certain Trust Indenture, dated as of November 15, 2013 (the "Original Indenture"), as previously supplemented by a First Supplemental Indenture, dated as of December 15, 2021 (the "First Supplemental Indenture" and along with the Original Indenture, the "Existing Indenture", and collectively with the Second Supplemental Indenture, the "Indenture") in order to provide funds for the payment the costs of a project consisting of: (a) the design, construction, renovation and improvements to the Folcroft Center located in Folcroft, Pennsylvania; and (b) the costs and expenses, including bond insurance, if any, of issuance relating to the issuance of the Bonds (the "Project"); and

WHEREAS, the Authority, as lessor, leases the Authority Facilities to the Intermediate Unit, as lessee, pursuant to a certain Lease Agreement between the Authority and the Intermediate Unit, dated as of November 13, 2013, as amended by a First Amendment to the Lease, dated as of December 15, 2021, to be further amended by a Second Amendment to the Lease, to be dated the date of closing (together, the "Lease"); and

WHEREAS, the Intermediate Unit subleases a portion of the Authority Facilities to the Vo-Tech Board for use in the provision of vocational-technical education services pursuant to a Sublease Agreement, dated as of November 15, 2013 (the "Original Sublease"), as shall be amended by a First Sublease Amendment, to be dated the date of closing (the "First Sublease Amendment", and together with the Original Sublease, the "Sublease") in substantially the form presented to this meeting; and

WHEREAS, the Intermediate Unit and Vo-Tech Board shall acknowledge and agree in the First Sublease Amendment that the Rentals (and any other payments, sums or amounts due under the Sublease) to be made by the Vo-Tech Board shall be the general obligation of the Vo-Tech Board, to which its full faith and credit is pledged, payable from any of its funds lawfully available to the Vo-Tech Board for such purpose, whether received as operating agent under the Agreement or through operation of certain programs conducted independently by the Vo-Tech Board in certain portions of the subleased premises; and

WHEREAS, certain action is required by the Vo-Tech Board to effectuate the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DELAWARE COUNTY VOCATIONAL-TECHNICAL SCHOOL BOARD, DELAWARE COUNTY, PENNSYLVANIA, AS FOLLOWS:

Section 1. The Board hereby approves the Project and the financing thereof. The Vo-Tech Board hereby requests that the Authority issue its Lease Revenue Bonds, in one or more series or subseries, in an amount of up to \$85,000,000, adjusted upward if necessary to reflect any original issue discount upon sale of the Bonds, to finance the Project, which Bonds shall not be a debt or liability of the Member Districts of the Intermediate Unit.

Section 2. This Board hereby approves the issuance by the Authority of the Bonds to finance the Project contemplated herein and as set forth in the Bond Purchase Agreement

presented at this meeting, as shall be finalized pursuant to an addendum thereto, subject to the limitation contained therein and in the Resolutions approved by the Authority and the Intermediate Unit, including, inter alia, obtaining all necessary land use approvals relating to the Project.

Section 3. The form, terms and provisions of the First Sublease Amendment, substantially in the form as presented at this meeting (a copy of which shall be filed with the records of the Vo-Tech Board) and the provisions for the payments and other sums payable thereunder are hereby approved. The President or Vice-President of the Vo-Tech Board are hereby authorized, directed and empowered on behalf of the Vo-Tech Board to execute, acknowledge and deliver the First Sublease Amendment, and the Secretary or Assistant Secretary is hereby authorized and directed to affix and attest the corporate seal of the Vo-Tech Board to the First Sublease Amendment if necessary, subject to such changes and modifications, if any, as counsel to the Vo-Tech Board shall recommend and as the President, Vice-President or other authorized officer by execution thereof, shall approve; provided, however, that the maximum annual payment to the Intermediate Unit by the Vo-Tech Board pursuant to the Sublease, as supplemented, shall not exceed \$2,150,000 and the maximum term of such Sublease shall not exceed 35 years from the date of issuance of the Bonds. The Board ratifies and confirms all provisions of the Original Sublease, as modified by the First Sublease Amendment.

Section 4. The officers of the Vo-Tech Board are hereby authorized, directed and empowered to take all such actions and to execute such other documents or certificates, including a Tax Compliance Certificate and a Continuing Disclosure Agreement (relating to providing financial and operating information to financial markets on a continuing basis) as may be necessary or appropriate to accomplish the Project in accordance with the true intent and meaning thereof and hereof.

Section 5. This Resolution sets forth the official intent of the Vo-Tech Board that the Project be financed through the issuance of tax-exempt debt obligations through the Delaware County Vocational-Technical School Authority and to seek reimbursement for any expenditures for the Project made by the Vo-Tech Board out of its general funds prior to the issuance of such tax-exempt debt as permitted under Section 1.150-2 of the United States Treasury Regulations.

Section 6. All prior actions taken by any officers of the Vo-Tech Board to effect the Project are hereby ratified, confirmed and approved.

Section 7. All resolutions or parts of resolutions inconsistent herewith are hereby repealed. This Resolution shall take effect immediately.

DULY ADOPTED this 1st day of June, 2022, by the Directors of the Delaware County Area Vocational-Technical School Board.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the Delaware County Area Vocational-Technical School Board, HEREBY CERTIFIES that:

The foregoing Resolution was duly adopted by a majority vote of the members of the Vo-Tech Board at a duly called and convened public meeting of said Board held on June 1, 2022, that public notice of said meeting was given as required by law; and that said Resolution has been duly recorded upon the minutes of the Board and has not been altered, amended, modified, or rescinded and is still in full force and effect as of the date of the delivery of this Certificate.

WITNESS my hand and seal of the Delaware County Area Vocational-Technical School Board as of the _____ day of June, 2022.

DELAWARE COUNTY AREA VOCATIONAL-TECHNICAL SCHOOL BOARD

By: _____
Secretary

[Seal]