

**REDEVELOPMENT AUTHORITY OF THE CITY OF HARRISBURG**

**RESOLUTION 18-2014 (revised)**

**DIRECTING AND AUTHORIZING ALL ACTIONS NECESSARY TO TERMINATE THE INVESTMENT AGREEMENT FOR THE DEBT SERVICE RESERVE FUND FOR THE AUTHORITY'S FEDERALLY TAXABLE GUARANTEED REVENUE BONDS, SERIES A OF 1998; APPOINTING BOND COUNSEL FOR WORK RELATED TO THE BONDS INCLUDING A SUPPLEMENTAL INDENTURE ; AND OTHER MATTERS.**

**WHEREAS**, the Redevelopment Authority of the City of Harrisburg (the "Authority"), a public body and body corporate and politic exercising public powers of the Commonwealth, as an agency thereof, is organized under the Pennsylvania Urban Redevelopment Law, Act of April 24, 1945, P.L. 991, as amended; and

**WHEREAS**, the Authority issued its Federally Taxable Guaranteed Revenue Bonds, Series A of 1998 (the "Bonds") in order to finance the undertaking of a project (the "Project") consisting of the acquisition of the City's real property interest under the Bell ground lease and in the Bell Building (now the Verizon Building) and under the retail/common areas lease, the funding of a debt service reserve fund and the payment of the costs of issuance of the Bonds; and

**WHEREAS**, the Bonds were issued pursuant to and secured by an Indenture of Trust, dated as of December 1, 1998 (the "Indenture"), between the Authority and Fulton Bank, as trustee (the "Trustee"); and

**WHEREAS**, an Investment Agreement, dated as of December 30, 1998 (the "Investment Agreement"), between the Trustee and Bank of America Merrill Lynch (as successor to NationsBank, N.A., and referred to herein as the "Bank") for the funds in the Debt Service Reserve Fund for the Bonds is currently in force; and

**WHEREAS**, pursuant to Section 7.01 of the Indenture, the Authority wishes to authorize and direct the termination of the Investment Agreement; and

**WHEREAS**, the Authority wishes to name McKenna Long & Aldridge LLP as Bond Counsel for work related to the Bonds;

**NOW, THEREFORE, BE IT RESOLVED** by the members of the Redevelopment Authority of the City of Harrisburg as follows:

1. The Authority hereby authorizes and directs Public Resources Advisory Group (“PRAG”), financial advisor to the Coordinator for the City of Harrisburg to negotiate the termination of the Investment Agreement with the Bank, including the amount of any payment by the Bank to the Authority. The Chair of the Authority and the Authority’s solicitor are hereby authorized and directed to approve the final amount of the payment by the Bank and the use of such funds.

2. The Authority hereby authorizes and directs the Trustee to cooperate with PRAG in the termination of the Investment Agreement and to execute and deliver any documents or instruments necessary or convenient for such termination.

3. The Authority hereby appoints McKenna Long & Aldridge LLP as bond counsel for work related to the Bonds. The Chair of the Authority is hereby authorized to sign an engagement letter with McKenna Long & Aldridge LLP subject to approval of the Authority solicitor.

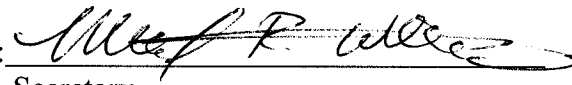
4. The Chair or Vice Chair and Secretary or Assistant Secretary of the Authority are authorized and directed to execute and deliver all such contracts, instruments, documents, affidavits, or certificates and to do and perform all such things and acts as each shall deem necessary or appropriate in furtherance of the consummation of the transactions authorized by this Resolution.

PASSED, ADOPTED, SIGNED, APPROVED, and EFFECTIVE on December 16,  
2014.

(SEAL)

**REDEVELOPMENT AUTHORITY OF  
THE CITY OF HARRISBURG**

By:   
Chair


By:   
Secretary

**SECRETARY'S CERTIFICATE**

I, Michael Wilson, the duly appointed, qualified, and acting Secretary of the Redevelopment Authority of the City of Harrisburg (the "Authority"), **DO HEREBY CERTIFY** that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on December 16, 2014, by the members of the Authority in a meeting duly called and assembled in accordance with applicable laws and with the procedures of the Authority, by a vote of \_\_ Yea and \_\_ Nay, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of the foregoing resolution appears of public record in the Minute Book of the Authority, which is in my custody and control.

**GIVEN** under my hand and the seal of the Authority, on December 16, 2014.

(SEAL)

  
Secretary, Redevelopment Authority of the  
City of Harrisburg