SUMMARY STATEMENT

ITEM NO. SUBJECT: Amendment of Schedule A to the Indenture of Trust DRPA Bond Resolution

DRPA 99-051; Reallocation of Bond Proceeds See, DRPA 01-147, DRPA 02-042

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: February 20, 2008

PROPOSAL: That the DRPA amend Schedule A (Project List) to the Indenture of Trust based on the Bond Resolution adopted on August 18, 1999 authorizing issuance of the PDP Bonds, Series A in order to authorize alternative, permissible, uses for the Bond Proceeds. That DRPA amend DRPA Resolution 02-042 (which reallocated proceeds of the PDP Series A Bonds that were originally allocated under DRPA 01-147) to permit use of $10.0 million of the proceeds of the 1999 PDP Series A bonds for infrastructure improvements along the Chester, Pennsylvania waterfront and to eliminate previously approved uses.

PURPOSE: To authorize alternative uses for the Proceeds from the 1999 PDP Bonds, Series A (taxable) that will be permissible under applicable bond and tax laws.

BACKGROUND: DRPA Resolution 99-051 was adopted at a DRPA Board meeting held on August 18, 1999. This resolution authorized issuance of both Senior Revenue Bonds and Subordinated Revenue Bonds (the latter are referred to as Port District Project Bonds or “PDP Bonds”). Schedule A to the Indenture of Trust for Series A of the PDP Bonds listed projects to be funded with the proceeds of that bond issue. One such project authorized funding for a Family Entertainment Center. The DRPA Commission now wishes to amend Schedule A to eliminate $10.0 million of funding for the Family Entertainment Project (which was later authorized as the Simon Family Entertainment Center under DRPA 01-147). The Simon Family Entertainment Center funding was reallocated previously under DRPA 02-042. The current resolution will amend DRPA 02-042 to reallocate $10.0 million of these funds for use in Chester, Pennsylvania. The current resolution will also authorize a grant of $10.0 million to BPG Land Partners VIII, LLC or another suitable entity to be determined in order to support infrastructure improvements at the Chester, Pennsylvania waterfront. Chester is located within the DRPA Port District and has been an economically disadvantaged area.
<table>
<thead>
<tr>
<th>SUMMARY:</th>
<th>Amount:</th>
<th>$10.0 million [reallocation of funds approved under DRPA 99-051, see also DRPA 01-147 and 02-042]</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>1999 Port District Project Bonds, Series A</td>
<td></td>
</tr>
<tr>
<td>Operating Budget:</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Fund Sources:</td>
<td>BPG Land Partners VIII, LLC; Commonwealth of Pennsylvania; Delaware County Improvement Authority.</td>
<td></td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>Three (3) years</td>
<td></td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>Commonwealth of Pennsylvania; BPG Land Partners VIII, LLC; Delaware County Improvement Authority.</td>
<td></td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board of Commissioners amends Schedule A (Project List) to the Indenture of Trust for the DRPA 1999 PDP Bonds, Series A (taxable) authorized by DRPA Bond Resolution 99-051 in order to eliminate $10.0 million of funding for a Family Entertainment Center and to reallocate those funds for use on infrastructure improvements at the Chester, Pennsylvania waterfront as part of a Chester Revitalization project; and be it

FURTHER RESOLVED: That the Board of Commissioners amends DRPA Resolution 02-042 to permit use of $10.0 million of proceeds from the DRPA 1999 PDP Bonds, Series A for the purposes described below. The said proceeds were originally allocated under DRPA 01-147 and reallocated previously under DRPA 02-042; and be it

FURTHER RESOLVED: That the Board of Commissioners authorizes and directs that staff negotiate an agreement with BPG Land Partners VIII, LLC or another suitable entity whereby DRPA will use bond proceeds from the DRPA 1999 PDP Series A bonds in the amount of $10.0 million in support of infrastructure improvements at the Chester, Pennsylvania waterfront; and be it

FURTHER RESOLVED: That the Commonwealth of Pennsylvania will take the lead in negotiations related to this matter and the DRPA agreement will incorporate protections and restrictions negotiated by the Commonwealth; and be it

FURTHER RESOLVED: The Chair, Vice Chair and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chair and Vice Chair are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY: Amount: $10.0 million [reallocation of funds]
Source of Funds: 1999 Port District Project Bonds, Series A (taxable)
Capital Project #: N/A
Operating Budget: N/A
Master Plan Status: 
Other Fund Sources: Commonwealth of Pennsylvania; BPG Land Partners VIII, LLC; Delaware County Improvement Authority
Duration of Contract: Three (3) years
Other Parties Involved: Commonwealth of Pennsylvania, BPG Land Partners VIII, LLC; Delaware County Improvement Authority