

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT
ZONE DEVELOPMENT AUTHORITY (“ANIZDA”)**

RESOLUTION R-2022-278

Approval of financing with Fulton Bank and Recission of Resolution R-2021-250

A RESOLUTION AUTHORIZING THE ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY (“ANIZDA”) TO ISSUE ITS REVENUE NOTES OR BONDS AND ITS GAMING REVENUE NOTES OR BONDS TO FINANCE A CAPITAL PROJECT, AS FURTHER DESCRIBED HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE PURCHASE AND LOAN AGREEMENTS OR SIMILAR AGREEMENTS AND OTHER FINANCING DOCUMENTS; AUTHORIZING AMENDMENTS TO CERTAIN EXISTING FINANCING DOCUMENTS AND THE EXECUTION AND DELIVERY OF ADDITIONAL FINANCING DOCUMENTS IN CONNECTION THEREWITH; DELEGATING TO CERTAIN OFFICERS OF ANIZDA THE POWER TO ENTER INTO NECESSARY DOCUMENTS; AND AUTHORIZING FURTHER ACTION CONSISTENT WITH THE INTENT AND PURPOSE OF THIS RESOLUTION.

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (“ANIZDA”) is a public instrumentality of the Commonwealth of Pennsylvania (the “Commonwealth”) authorized and empowered by the provisions of the Pennsylvania Economic Development Financing Law, 73 P.S. § 371 *et seq.*, as amended (the “Act”); and

WHEREAS, pursuant to the provisions of Act 50 of 2009 of the Pennsylvania General Assembly, as amended and supplemented including those amendments to the Tax Reform Code effected by Act 52 of 2013, as amended, and cited as 72 P.S. 8901-B *et seq.* (collectively, the “NIZ Act”), has the authority to, and has issued certain indebtedness to fund improvements within the neighborhood improvement zone (the “NIZ”) for qualifying businesses which benefit, *inter alia*; nonprofit organizations formed pursuant to the Pennsylvania Nonprofit Laws; and

WHEREAS, ANIZDA additionally has the authority to issue certain indebtedness to fund projects within the NIZ pursuant to the Act; and

WHEREAS, The DaVinci Discovery Center of Science and Technology, Inc. (“DVDC”), on behalf of Da Vinci Science City, LLC (“DSC”), had previously requested and received approval of ANIZDA to undertake financing development of a new science center and STEAM education facility on its behalf or on behalf of one of its affiliates of approximately 67,000 square feet with 30,000 square feet exhibition space and 12,000 STEAM Learning Center located in the NIZ at 18-28 N. 8th Street, Allentown, PA (“Discovery Center”); and

WHEREAS, DVDC and its affiliates, including DSC, are hereinafter referred to as DVSC;
and

WHEREAS, at the request of DVSC, ANIZDA has determined to affirm undertaking a project consisting of the: (i) financing of certain costs associated with the building of the Discovery Center within the NIZ; (ii) funding of capitalized interest during construction; (iii) funding of a debt service reserve fund(s), if necessary, and (iv) the funding of the costs of issuance of the financings (collectively, the “DVSC Project”); and

WHEREAS, in order to obtain financing for all or a portion of the costs of the DVSC Project, ANIZDA has obtained a discussion sheet dated October 26, 2022 (the “Fulton Bank Discussion Sheet”) from Fulton Bank, N.A. (“Fulton Bank”) outlining certain terms upon which Fulton Bank has proposed to partially finance the DVSC Project; and

WHEREAS, a TEFRA hearing was held by the City of Allentown in connection with the financing of the DVSC Project, which authorized the DVSC Project to be financed by an issuance of one or more series of bonds, at the same or different times, in an aggregate principal amount not to exceed \$20,000,000, which is intended to be allocated between two series of bonds, notes or other obligations to be designated as the “Gaming Notes” and the “NIZ Da Vinci Notes,” together with the Gaming Notes, the “2022 Da Vinci Notes;” and

WHEREAS, when authorized herein, the DVSC Project may be financed through the issuance of the 2022 Da Vinci Notes, at the same or different times, to be issued as a direct placement with Fulton Bank, bearing interest at a fixed or variable rate and may have such other terms and conditions consistent with the Act, the NIZ Act and the Fulton Bank Discussion Sheet; and

WHEREAS, the NIZ Da Vinci Notes shall be secured by Developer Dedicated NIZ Revenues derived from a Qualified Business(es) (as defined in the NIZ Act) located in the NIZ and pledged to secure the NIZ Da Vinci Notes as further described herein, the “DVSC Developer Dedicated NIZ Revenues”), a revenue pledge of DVSC, one or more mortgages and security agreements with respect to certain property of DVSC, if required, and such other collateral as shall be set forth in the Fulton Bank Discussion Sheet and the Direct Placement Financing Documents (as defined herein); and

WHEREAS, the Gaming Notes shall be secured by funds to be transferred from the Pennsylvania Gaming Economic Development and Tourism Fund within the Pennsylvania State Treasury (“Gaming Fund”), established by Act No. 71 of July 5, 2004, P.L. 572, 4 Pa.C.S.A Part II, as amended (the “Gaming Act”), a revenue pledge of DVSC, one or more mortgages and security agreements with respect to certain property of DVSC, if required, and such other collateral as shall be set forth in the Fulton Bank Discussion Sheet and the Direct Placement Financing Documents; and

WHEREAS, DVSC has informed ANIZDA that it meets the qualifications under Act No. 113 of November 27, 2019, P.L. 768, known as The Pennsylvania Gaming Economic Development and Tourism Fund Capital Budget Itemization Act of 2019 (“Itemization Act”) as the recipient of a grant from the Gaming Fund, pursuant to the Gaming Act which is to be paid \$2,000,000 annually (each an “Annual Designated Disbursement”) over ten (10) years aggregating \$20,000,000 in proceeds subject to the restrictions in its use as set forth in the Itemization Act; and

WHEREAS, ANIZDA has previously entered into an Amended and Restated NIZ Escrow Deposit Agreement dated as of September 15, 2012, as amended (as amended, the “Escrow Agreement”) with The Bank of New York Mellon Trust Company, N.A., as escrow agent (the “Escrow Agent”) pursuant to which there have been established funds and accounts for the allocation of NIZ Revenues, Pledged NIZ Revenues and Developer Dedicated NIZ Revenues (as each of such terms is defined in the Escrow Agreement) received from the State Treasurer of the Commonwealth; and

WHEREAS, one or more accounts shall be established for the NIZ Da Vinci Notes within the Developer Dedicated NIZ Revenues Fund held under the Escrow Agreement; and

WHEREAS, ANIZDA proposes to issue 2022 Da Vinci Notes to partially finance the DVSC Project pursuant to one or more Project Finance Agreements or other similar financing agreements (collectively, the “Financing Agreement”) among ANIZDA, DVSC and Fulton Bank, as lender; and

WHEREAS, ANIZDA desires to approve the direct placement with Fulton Bank and the Direct Placement Financing Documents and therefore rescind Resolution R-2021-250, with the exception of Section 16 on Reimbursement therein which shall remain effective as of its original enactment on September 1, 2021 and is hereby confirmed and ratified; and

WHEREAS, ANIZDA desires to authorize certain officers of ANIZDA to take such actions as are necessary or appropriate to accomplish the purposes of this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Members of the **ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY** as follows:

Section 1. Incorporation of Recitals. The Recitals set forth above are hereby incorporated as part of this Resolution.

Section 2. Authorization of DVSC Project. ANIZDA hereby authorizes and reaffirms the undertaking of the DVSC Project. The Chairperson, Vice Chairperson and Executive Director of ANIZDA (each, an “Authorized Officer”) are each authorized, individually or collectively, to take any and all actions necessary or appropriate in connection with the DVSC Project, including, without limitation, the preparation, amendment and submission of one or more applications to the Commonwealth’s Department of Community and Economic Development (“DCED”) and the submission of an application to Moody’s Investors Service, Inc. (“Moody’s”) (or any other nationally recognized rating agency) for confirmation that the rating on the Allentown Neighborhood Improvement Zone Development Authority’s Tax Revenue Refunding Bonds, Series 2021 (Federally Taxable) (the “2021 Arena Bonds”) and Tax Revenue Refunding Bonds, Series 2022 (the “2022 Arena Bonds”), as applicable, will not be reduced or withdrawn as a result of the issuance of the NIZ Da Vinci Notes.

Section 3. Authorization of the 2022 Da Vinci Notes; Terms of the 2022 Da Vinci Notes. ANIZDA hereby authorizes the issuance of the 2022 Da Vinci Notes in an aggregate principal amount not to exceed \$20,000,000. The 2022 Da Vinci Notes shall be issued as tax-exempt or taxable notes or bonds, on the same or different dates, and shall bear interest at a fixed

or floating rates, as determined by any Authorized Officer, in consultation with counsel. The proceeds of the 2022 Da Vinci Notes shall be applied to finance the DVSC Project. The terms of such indebtedness, including the term of the 2022 Da Vinci Notes, the interest rate and payment structure for the 2022 Da Vinci Notes, shall be as generally outlined in the Fulton Bank Discussion Sheet, which is hereby approved; provided, however, the Authorized Officers of ANIZDA are hereby delegated the power and authority, in consultation with counsel, to approve such changes in such terms as may be determined to be necessary in connection with the financing. Such approval to be conclusively evidenced by the execution by any Authorized Officer of any documents relating to the 2022 Da Vinci Notes. The 2022 Da Vinci Notes are limited obligation revenue notes and shall not be general obligations of ANIZDA.

Section 4. Execution and Delivery of the 2022 Da Vinci Notes. Any Authorized Officer is hereby authorized to execute the 2022 Da Vinci Notes by manually signing or by causing their facsimile signature and the ANIZDA seal or a facsimile thereof to be impressed or printed thereon, both of which the Secretary or Assistant Secretary of ANIZDA is hereby authorized and directed to attest by manually signing or by causing their facsimile signature to be printed on the 2022 Da Vinci Notes, and to deliver the 2022 Da Vinci Notes, or to cause the 2022 Da Vinci Notes to be delivered to Fulton Bank.

The 2022 Da Vinci Notes shall be dated as provided in the Financing Agreement; shall be issued in the denominations authorized by the Financing Agreement; shall be subject to redemption or prepayment, upon the terms and conditions and in the manner as may be specified in the Financing Agreement; shall be entitled to the security provided or described in the Financing Agreement and shall be paid out of the moneys pledged under the Financing Agreement to the extent therein provided; shall bear interest at such rate or rates subject to adjustment as provided in the Financing Agreement, payable on the interest payment dates set forth in the Financing Agreement; shall mature on such date or dates as shall be specified in the Financing Agreement but the final maturity of the 2022 Da Vinci Notes shall be no later than the expiration date of the NIZ; and shall otherwise carry such terms, rights, preferences and priorities and be of such tenor as shall be specified in the Financing Agreement. The execution and delivery by ANIZDA of the Financing Agreement in the manner herein authorized shall constitute conclusive evidence of the approval by ANIZDA of all of the terms and provisions of such 2022 Da Vinci Notes.

Section 5. Authorization and Approval of Related Documents. The 2022 Da Vinci Notes shall be issued and secured by one or more Financing Agreements. The final terms of the Financing Agreements, the pledge and security agreements, mortgages, amendments, collateral agreements, inter-creditor agreements, bank covenant agreements, funding agreements between ANIZDA and DVSC and such other documents, if required, relating to the DVSC Project (collectively, the "Direct Placement Financing Documents") shall be in such form as shall be approved by any Authorized Officer upon the recommendation of counsel, such approval to be conclusively evidenced by their execution thereof, and where appropriate to establish privity between ANIZDA and DVSC, executed by DVSC. Said Financing Agreement shall include a onetime fee of 20 basis points and an annual fee of 10 basis points of the initial amount of the 2022 Da Vinci Notes but will waive the annual Authority Retention, among other terms. Any Authorized Officer is hereby authorized to execute each of the Direct Placement Financing Documents and each of the Secretary and Assistant Secretary of ANIZDA is hereby authorized to affix ANIZDA's seal thereto, where necessary, and attest the same on behalf of ANIZDA, where necessary. Any

Authorized Officer is hereby authorized to approve the final form and substance thereof, such approvals to be conclusively evidenced by the execution thereof. Any Authorized Officer is hereby authorized to give any order or direction or make any determination under any Direct Placement Financing Document.

The delegation of authority to approve the Direct Placement Financing Documents shall include any agreements, instruments and documents relating to the DVSC Project or the issuance of the 2022 Da Vinci Notes (including, without limitation, intercreditor agreements, federal or state tax certificates, Uniform Commercial Code financing statements, escrow agreements, assignments, collateral agency agreements, amendments or supplements to existing documents, and all certificates and other documents required by Fulton Bank, upon recommendation of ANIZDA counsel, in connection with the issuance of such 2022 Da Vinci Notes) and the term Direct Placement Financing Documents shall be broadly construed to accommodate the documents necessary to accomplish the purposes of this Resolution.

No recourse shall be had for any claim based on the Direct Placement Financing Documents or the 2022 Da Vinci Notes against any member, officer or employee, past, present or future, of ANIZDA or of any successor body, either directly or through ANIZDA or any such successor body, under any constitutional provision, statute or rule of law or by the enforcement of any assessment or penalty or otherwise.

Section 6. Authorization of Additional Accounts under Escrow Agreement and Escrow Agreement Supplement. ANIZDA hereby authorizes the establishment of one or more additional accounts under the Escrow Agreement for allocation of the DVSC Developer Dedicated NIZ Revenues to the NIZ Da Vinci Notes or, if necessary, the entry into a Supplement to the Escrow Agreement (the “Escrow Agreement Supplement”) to make any and all such amendments deemed necessary or desirable by an Authorized Officer. The Escrow Agreement Supplement shall be in such form as shall be approved by any Authorized Officer upon the recommendation of counsel, such approval to be conclusively evidenced by their execution thereof. Any Authorized Officer is hereby authorized to execute the Escrow Agreement Supplement and each of the Secretary and Assistant Secretary of ANIZDA is hereby authorized to affix ANIZDA’s seal thereto, where necessary, and attest the same on behalf of ANIZDA, where necessary, and to deliver the Escrow Agreement Supplement to the Escrow Agent for execution thereof. Any Authorized Officer is also hereby authorized to give any order or direction or make any determination under the Escrow Agreement or the Escrow Agreement Supplement.

Section 7. Authorization of Revised Allocation Instructions. To the extent necessary, ANIZDA hereby authorizes the preparation and delivery of revised Allocation Instructions (as such term is defined in the Escrow Agreement) in connection with the issuance of the NIZ Da Vinci Notes, in such form as shall be approved by any Authorized Officer upon the recommendation of counsel, such approval to be conclusively evidenced by their execution thereof.

Section 8. Security for the NIZ Da Vinci Notes. The NIZ Da Vinci Notes shall be secured by DVSC Developer Dedicated NIZ Revenues certified by the Commonwealth of Pennsylvania Department of Revenue, a revenue pledge of DVSC and possibly by a first lien mortgage on DVSC’s property located at 18-28 N. 8th Street, Allentown, PA, 18101 and security

interest in all present and after-acquired accounts receivables and general intangibles of DVSC, and such other security as shall be set forth in the Fulton Bank Discussion Sheet and the Direct Placement Financing Documents, *provided, however*, that certified DVSC Developer Dedicated NIZ Revenues do not include DVSC Developer Dedicated NIZ Revenues in any annual period in excess of the debt service requirements during such annual period on the DVSC Developer Dedicated NIZ Revenues that have been pledged or in excess of amounts needed to replenish any debt service reserves.

The certified DVSC Developer Dedicated NIZ Revenues shall be pledged to secure the NIZ Da Vinci Notes as described in the Financing Agreement and shall generally include the NIZ Revenues derived from Qualified Business(es) located at the project being financed by DVSC with the proceeds of Developer Dedicated Indebtedness, less any portions of such NIZ Revenues allocated by ANIZDA, if any, to another use. The certified DVSC Developer Dedicated NIZ Revenues shall be made available for allocation to the accounts established under the Escrow Agreement for the NIZ Da Vinci Notes to satisfy debt service requirements or to replenish any debt service reserves relating to the NIZ Da Vinci Notes.

For the avoidance of doubt, no action is intended to be authorized by this Resolution that would impair the security for the holders of the 2021 Arena Bonds and the 2022 Arena Bonds.

Section 9. Security for the Gaming Notes. The Gaming Notes shall be secured by the Annual Designated Disbursement as described in the Financing Agreement, a revenue pledge of DVSC, and possibly by a first lien mortgage on DVSC's property located at 18-28 N. 8th Street, Allentown, PA, 18101 and a security interest in all present and after-acquired accounts receivables and general intangibles of DVSC, and such other security as shall be set forth in the Fulton Bank Discussion Sheet and the Direct Placement Financing Documents. Any Authorized Officer, upon recommendation of counsel, is hereby authorized and directed to execute any documents in connection with the transfer, receipt and assignment of the Annual Designated Disbursement, such approval to be evidenced by their execution thereof.

Section 10. Federal Tax Covenants. To the extent that certain 2022 Da Vinci Notes are issued as notes or bonds the interest on which is exempt from gross income for federal income tax purposes (the "Tax-Exempt Notes"), ANIZDA hereby covenants not to take or omit to take any action so as to cause interest on the Tax-Exempt Notes to be no longer excluded from gross income for purposes of federal income taxation and to otherwise comply with the requirements of Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the "Code"), and all applicable regulations promulgated with respect thereto, throughout the term of the Tax-Exempt Notes. ANIZDA further covenants that it will make no investments or other use of the proceeds of the Tax-Exempt Notes which would cause the Tax-Exempt Notes to be "arbitrage bonds" as defined in Section 148 of the Code. ANIZDA further covenants to comply with the rebate requirements contained in Section 148(f) of the Code and any regulations promulgated thereunder, to the extent applicable, and to pay any interest or penalty imposed by the United States for failure to comply with said rebate requirements, to the extent applicable.

Section 11. Amendments. ANIZDA hereby authorizes the execution and delivery of any amendments, supplements or modifications to existing financing documents, to the extent any such amendments are deemed necessary or desirable by ANIZDA, with such determination to be

made by any Authorized Officer on behalf of ANIZDA, with advice of counsel, and to be evidenced by their execution thereof.

Section 12. Appointment of Financing Team. In connection with the financing of the DVSC Project and the issuance of the 2022 Da Vinci Notes, ANIZDA hereby appoints: (i) PFM Financial Advisors LLC, as financial advisor, (ii) Saul Ewing Arnstein & Lehr LLP as bond counsel, and (iii) Fulton Bank, as lender. Additional appointments for professional services in connection with the financing of the DVSC Project may be made by any Authorized Officer.

Section 13. Further Action. Each Authorized Officer, individually or collectively, is authorized to give such approvals and take such other action on behalf of ANIZDA as may be necessary or expedient to complete the DVSC Project, to issue the 2022 Da Vinci Notes and to further the intent and purpose of this Resolution. The Secretary or Assistant Secretary of ANIZDA and any other proper officers of ANIZDA are hereby authorized and directed to execute and deliver such further documents and do such further things as may be necessary or expedient in order to carry out the intent and purpose of this Resolution.

Section 14. Other Resolutions. All resolutions and parts of resolutions consistent herewith are hereby ratified, approved and confirmed in all respects and all resolutions and parts of resolutions, including Resolution 2021-250, with the exception of Section 16 on Reimbursement therein which shall remain effective as of its original enactment on September 1, 2021 and is hereby confirmed and ratified, inconsistent herewith are hereby rescinded and repealed and this Resolution shall be in immediate effect from and after its adoption.

END OF RESOLUTION

CERTIFICATION

I, Pedro L. Torres, Jr., Secretary of the Allentown Neighborhood Improvement Zone Development Authority, do hereby certify that the foregoing is a true and correct copy of the Resolution R-2022-278 of the Board of ANIZDA passed at a duly convened meeting of said Board on the 2nd day of November, 2022. ANIZDA members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	✓		
Dr. Ann Bieber			✓
Stephen Breininger			✓
Nelson A. Diaz	<i>absent</i>		
Lewis Edwards	✓		
Tiffany Polek	✓		
Eileen Aguilera	<i>absent</i>		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	<i>absent</i>		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 2nd day of November, 2022.



Secretary

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY**

RESOLUTION NO. R-2022-279

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") is a public instrumentality of the Commonwealth of Pennsylvania and a body politic and corporate, and is authorized and empowered by the provisions of the Economic Development Financing Law of the Commonwealth of Pennsylvania, 73 P.S. 371 *et seq.*, as amended (the "Act") as an industrial development authority to acquire, hold, construct, improve, maintain, own, finance and lease projects and, among other things, to make loans to project applicants or project users and to provide alternative types of financing, including, but not limited to, standby loan commitments, guarantees, letters of credit and grants; and

WHEREAS, Article XIX-B of Pennsylvania's Fiscal Code, 72 P.S. Section 8901-B *et seq.* (the "NIZ Act") authorizes a contracting authority such as the Authority to create a Neighborhood Improvement Zone (defined below); and

WHEREAS, the City of Allentown, Lehigh County, Pennsylvania (the "City") qualifies as a "city" under the NIZ Act; and

WHEREAS, pursuant to a resolution adopted by the Authority on August 30, 2012, the Authority designated a Neighborhood Improvement Zone within the City (the "NIZ"); and

WHEREAS, the Authority has found that the development of the aforesaid NIZ promotes the public purposes of both the Act and the NIZ Act and is in the best interest of the people of the City; and

WHEREAS, the Authority has the power to finance projects for development and improvement within the NIZ in accordance with the Act and the NIZ Act; and

WHEREAS, the Authority constructed and owns the Arena Parking Facilities connected to the PPL Center; and

WHEREAS in accordance with the Parking Facility Management Agreement (the "Agreement") between the Authority and Global Spectrum L.P. d/b/a Spectra (now OVG360) as agent for BDH Development LLC, OVG360 engaged Dixon Resources Unlimited to do a Parking Technology Assessment and they concluded that the parking access revenue control system (PARCS) for the Arena Parking Facilities is in need of replacement and upgrade; and

WHEREAS the Authority received moneys available from refinancing of the Arena Bonds designated for Improvements to the Arena Project, which includes the Arena Parking Facilities,

NOW, THEREFORE, BE IT RESOLVED by the Authority, as follows that:

1. Based upon the request of OVG360 to replace and update the PARCS system utilized at the Arena Parking Facilities as part of its responsibilities under the Agreement to “make all basic repairs and replacements including ... the access control equipment”, the Authority hereby authorizes OVG360 to replace the PARCS system for the Arena Parking Facilities at a cost not to exceed \$210,000.00 to be reimbursed by the Authority out of moneys available from the Arena Bonds refinancing for Improvements on condition that the PARCS system shall be part of the Arena Parking Facilities;
2. The Whereas clauses above are incorporated as part of this Resolution.
3. The Chairperson or Vice Chairperson, Executive Director and the Secretary or any Assistant Secretary of the Authority are hereby authorized and directed to execute and attest, where deemed necessary, respectively, any related agreement and documents, and other documents to amend or correct any documents, and to take any and all such actions necessary, in the opinion of the Executive Director with the advice of counsel, to implement fulfillment of the purposes of this Resolution and to consummate the transactions contemplated herein.
4. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, are, to the extent of such conflict, hereby repealed and this Resolution shall be in immediate effect from and after its adoption.


END OF RESOLUTION

CERTIFICATION

I, Pedro L Torres, Jr., Secretary of the Allentown Neighborhood Improvement Zone Development Authority, do hereby certify that the foregoing is a true and correct copy of the Resolution R-2022-279 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 2nd day of November 2022. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	✓		
Eileen Aguilera	<i>absent</i>		
Dr Ann Bieber	✓		
Stephen Breininger	✓		
Nelson A. Diaz	<i>absent</i>		
Lewis Edwards	✓		
Tiffany Polek	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	<i>absent</i>		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 2nd day of November 2022.


Secretary