

ANIZDA Board Meeting Minutes
May 2, 2018
America On Wheels
1st Floor Conference Room/Theater
5 North Front Street, Allentown, PA

Attendees: Seymour Traub, Esq., Nelson Diaz, Oldrich Foucek III, Esq., David Mickenberg, Pedro Torres, Greg Dudkin

Board Staff: Jerome Frank (Solicitor), Steve Bamford (Executive Director), and Michelle Reid (Executive Assistant)

Presenters: Jane Heft and Robert DiLorenzo of City Center Investment Corporation

Members of the media and public were present.

1. Call to Order

The meeting was called to order by S. Traub, Chairperson, at 5:00 p.m. A quorum was met and the meeting proceeded accordingly

2. Approval of April 4, 2017 Meeting Minutes

A motion to approve the April 4th meeting minutes was made by D. Mickenberg, seconded by O. Foucek and unanimously approved.

3. Public Comment on all Matters to be Acted Upon—Members of the public were present but comments were deferred until matters were to be acted upon. Members of the media were present.

4. Authorization of Payment of Initial Annual NIZ Tax Revenues to the Commonwealth of Pennsylvania - Resolution R2018-153

- a. S. Bamford explained in accordance with the terms of the agreement with the Commonwealth of Pennsylvania and based upon issuance of the Final Accountant Allocation Report for 2017, the Authority is to authorize transfer of \$22 million in preliminary annual excess NIZ revenue to the Commonwealth's Department of Revenue. \$22 million is the historic baseline tax revenue established by the agreement.
- b. After opportunities for comment from the public present, a motion to approve Resolution R2018-153 was made by P. Torres, seconded by D. Mickenberg and was unanimously approved.

5. Goody Clancy Proposal for Public Improvement Project Process Consulting Services – Resolution R2018-154

- a. The proposal had been distributed, explained, and discussed at the April 2018 board meeting with the understanding that it would be considered at the May meeting. The

proposed services include assisting with establishing goals, criteria and a process for solicitation, application, and review of public improvement projects.

- b. After opportunities for comment from the public present, a motion to approve Resolution R2018-154 was moved by G. Dudkin and seconded by N. Diaz and unanimously approved.

6. Solider & Sailors Monument Lighting - Resolution R2108-155

- a. Jane Heft and Robert DiLorenzo presented a public improvement project that City Center Investment Corporation is facilitating with the support of the City of Allentown and the County of Lehigh. The architectural lighting of the Soldiers & Sailors Monument at 7th and Hamilton Streets would utilize ANIZDA debt service supported by excess NIZ revenue available for public improvements. The proposed project is intended to visually enhance the monument with architectural lighting improving the pedestrian and vehicular experience and creating a visually unique and attractive spotlight on Center Square. The cost is estimated not to exceed \$135,000. Doug Stewart, Director of Planning for the City of Allentown, spoke in support of the project.
- b. After opportunities for comment from the public present, a motion to approve Resolution R2018-155 was moved by N. Diaz, seconded by O. Foucek, and unanimously approved.
- c. A consensus was reached among the board members to establish a moratorium on approving additional public improvement projects until a process is developed and adopted.

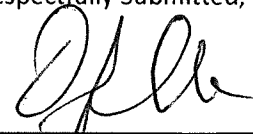
7. Executive Director Report

- a. S. Bamford reported that two transactions approved at the December board meeting have closed since the last board meeting: 1) an increase in the credit facility City Center Investment Corporation utilizes under the existing Construction Loan Agreement from \$125 million to \$350 million and 2) issuance of tax revenue bonds not to exceed \$235 million to be used for financing or refinancing City Center Investment Corporation projects. The Series 2018 bond issue was just under \$100 million.
- b. The Americus Hotel Project closing is expected next month.
- c. A group of community leaders from Billings, Montana recently visited Allentown to learn about revitalization efforts and the NIZ.

A motion to adjourn the meeting was made, seconded and approved.

Next ANIZDA Board Meeting: Wednesday, June 6, 2018 at 5:00 PM in the First Floor Conference Room/Theater at America on Wheels, 5 N. Front Street, Allentown.

Respectfully Submitted,



Pedro Torres, Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2018-153

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") duly adopted Resolution No. R-2016-89 on February 3, 2016 authorizing entry into an "Agreement" with the Commonwealth of Pennsylvania acting through its Department of Revenue ("DOR") and through its Office of the Budget providing for distribution of the excess funds to DOR among other things; and

WHEREAS the Agreement was executed by all parties and is effective as of January 31, 2016; and

WHEREAS, the Authority by this Resolution desires to take action in accordance with the terms of said Agreement,

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

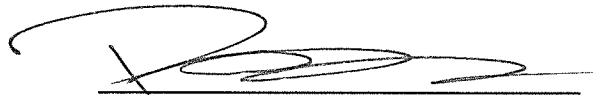
1. That the WHEREAS clauses set forth above are hereby incorporated herein.
2. That the Authority, in accordance with the terms of the Agreement with DOR, has determined that there are excess funds for 2017 held by the Bank of New York Mellon Trust Company, N.A. ("Master Trustee") in the Surplus Fund under the Master Trust Indenture, dated as of September 15, 2012, between the Authority and Master Trustee which excess funds are deemed to be Preliminary Annual Excess NIZ Revenue under the Agreement.
3. Based upon issuance of the Final Accountant Allocation Report for 2017, the Authority hereby authorizes transfer from the Surplus Fund to the Excess NIZ Revenue Account an amount equal to the Historic Baseline Tax Revenue over the sum required to pay debt service for the year 2018 on the Master Indenture Obligations and, the deposit, if any, to the Surplus Fund required to close the amount then held in the Surplus Fund to equal the Surplus Fund Reserve Requirement.
4. Upon transfer of the Historic Baseline Tax Revenue to the Excess NIZ Revenue Account, in accordance with the terms of the Agreement, the Authority hereby authorizes payment of the Initial Annual Excess NIZ Revenue Payment, which is equal to the lesser of the Historic Baseline Tax Revenues or the Preliminary Annual Excess NIZ Revenues, from the Excess NIZ Revenue Account in accordance with Section 5.5(a) of the Master Trust Indenture to the Commonwealth of Pennsylvania in accordance with the terms of the Agreement.
5. The Chairperson or Vice Chairperson of the Authority is hereby authorized to execute an Officer's Certificate and Transfer Request and to deliver said Certificate to the Master Trustee and DOR.
6. 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 the date of its adoption.

CERTIFICATION

I, Pedro L. Torres, Jr., Secretary of the Neighborhood Improvement Zone Development Authority, do hereby certify that the foregoing is a true and correct copy of the Resolution R-2018-153 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 2nd day of May, 2018. Authority members present and voting were as follows:

	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	✓		
Nelson A. Diaz	✓		
Gregory N. Dudkin	✓		
Oldrich Foucek, III, Esq.	✓		
David Mickenberg	✓		
Tiffany Polek			
John Stanley, Esq.			
Pedro L. Torres, Jr.	✓		
John Williams, Jr., Esq.			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 2nd day of May, 2018.


Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2018-154

BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby authorizes its Executive Director to accept on behalf of the Authority the engagement letter agreement dated March 8, 2018, attached hereto as Exhibit "A", with Goody Clancy to assist the Authority in determining a process to invest in public improvement projects in the NIZ.


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-2018-154 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 2nd day of May, 2018. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	✓		
Nelson A. Diaz	✓		
Gregory N. Dudkin	✓		
Oldrich Foucek, III, Esq.	✓		
David Mickenberg	✓		
Tiffany Polek			
John Stanley, Esq.			
Pedro L. Torres, Jr.	✓		
John Williams, Jr., Esq.			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 2nd day of May, 2017.


Secretary

March 8, 2018

Steve Bamford, Executive Director
Allentown Neighborhood Improvement Zone Development Authority (ANIZDA)
5 North Front Street
Allentown, PA 18102
610.762.1633

**Proposal for Public Improvement Projects Review Process
Allentown Neighborhood Improvement Zone Development Authority**

Dear Steve,

Thank you for the opportunity to submit this proposal to assist ANIZDA in determining a process to invest in public improvement projects in the Neighborhood Improvement Zone.

This effort will develop an official review process for the ANIZDA board to follow to establish a pipeline of impactful public improvement project investments. It is anticipated that the product will include recommended project goals, criteria as well as a solicitation, application, and review process to support ANIZDA's issuance of a project RFP. Based on the conversation with you, we have outlined an approach that we hope meets your current needs. Throughout this proposed work process, we anticipate working collaboratively with ANIZDA staff and legal counsel to gather information and vet the draft process before presentation to the ANIZDA board. We will submit all presentations and notes to ANIZDA for future reference; the draft process would be ready for distribution to the ANIZDA board two weeks in advance of the May 3, 2018 board meeting.

The team will be led by Goody Clancy, including Ben Carlson, Director of Urban Design and the author of the Downtown Allentown Development and Urban Design Plan as well as current design review advisor to ANIZDA. Kathleen Onufer, Senior Planner, will serve as project manager and planner. Sarah Woodworth, of W-ZHA, will provide support on precedents of other public/private partnership processes. Completing this task will also involve extensive collaboration with ANIZDA staff, legal counsel, and the City of Allentown.

Key tasks and products of this effort are described further below. Should the results of the proposed review process merit further study and refinement, particularly for review by the ANIZDA board, we would be happy to discuss follow-up work tasks at that point, as would best suit your goals.

Public Improvement Projects Review Process

Proposed work process (approximately six-eight weeks overall)

1. Review existing process and requirements to establish a framework.

- A. Review previous existing ANIZDA processes for investment.** Diagram the process followed for ANIZDA investment review, including both private development and public improvement projects. Consult with ANIZDA staff regarding any statutory requirements in the NIZ legislation and ANIZDA bylaws.
- B. Interview select key stakeholders to determine how to best address board questions.** ANIZDA board members expressed interest at the Existing Plans workshop in increasing public participation in public improvement project investments for project proposals and/or project review. Goody Clancy will conduct two to three interviews by phone or videoconference with select key stakeholders as directed by ANIZDA staff. This could include interested board members, project proponents, and arts institutions.
- C. Interview City of Allentown staff to determine City review process for public improvement projects.** The City of Allentown is key stakeholder, both as a project partner and as the permitting authority for all projects. We will ensure that any proposed multi-stream process, particularly one targeted towards public participation, has been vetted by the City of Allentown to ensure compliance with existing procedure and requirements.

2. Develop draft processes

- A. Develop 2-3 alternative mechanisms for greater public participation in ANIZDA-funded public improvement projects.** Based on the research in Task 1, Goody Clancy will propose process options that will invite greater public participation in ANIZDA-funded public improvement project solicitation and proposals. We will aim to identify a preferred mechanism based on board feedback.
- B. Develop a draft process for the review of public improvement projects.** Goody Clancy will research precedents for the draft review process, including consultation with W-ZHA, economic development consultant, on effective public/private partnership models. With reference to relevant precedents, we will develop a draft process for the review of public improvement projects. The draft process may include 2-3 options if appropriate. This draft process may take the form of a multi-stream process based on project intent, size, and developer. The process will account for critical-path decisions on design, approvals, and funding to strategically leverage available funding resources. The proposed process in draft form will be submitted to ANIZDA staff for review and comment two weeks in advance of the May board meeting.

3. Present draft processes to the ANIZDA Board

A. Present draft process to the ANIZDA Board on May 3, 2018. Goody Clancy will prepare a thorough presentation of the draft process and present it to the ANIZDA board for review and comments. This will also include a review of public project goals and criteria. We will facilitate a discussion of the draft process, including intent as well as execution.

B. Refine draft process based on ANIZDA Board feedback. Based on the board's feedback, we will finalize and submit a recommended process that can be directly incorporated by ANIZDA staff into a RFP document.

Throughout this entire work process, Goody Clancy staff will be working collaboratively with ANIZDA staff and legal counsel. We anticipate calls with you on a weekly basis to provide progress updates and discuss questions.

Task	Approximate Hours	Cost
1. Review existing process & requirements to establish framework <ul style="list-style-type: none"> • Existing ANIZDA process • Interview key stakeholders (6-8 calls) • Interview City staff (2-3 calls) 	25	\$3,800
2. Develop draft process <ul style="list-style-type: none"> • Research appropriate precedents and key elements like a mechanism for public participation • Develop a draft process, including clear process diagrams, and draft application documents in advance of May 2018 board meeting and submit in memo or Powerpoint format 	70	\$10,500
3. Present draft process to ANIZDA Board <ul style="list-style-type: none"> • Clear, graphic presentation to ANIZDA Board • Facilitate discussion on feedback of proposed process • Finalize any edits to the process and submit in memo format 	45	\$6,500
Travel Expenses (1 trip with 2 staff, or 2 trips with 1 staff)		\$1,500
Total	140	\$22,300

Fee for Public Improvement Projects Review Process (items 1-3 above)

Our team's fee for this effort would be \$22,300, inclusive of expenses (primarily travel expenses for the May 3, 2018 board meeting). The fee includes approximately 140 hours of work effort to research, draft, and refine a review process. W-ZHA scope includes approximately 4 hours at just under \$1,000.

We assume this work would be covered under the terms and conditions of Goody Clancy's established contract with ANIZDA for design review. If desired, we can provide separate proposed terms and conditions. To accept this proposal, please sign on the line below and return a copy to us.

We look forward to continuing to work with you to help ANIZDA understand the context of previous plans and move forward with public improvement projects. Let me know if you have any questions or need further information. We would be happy to discuss and refine to refine this proposal further to best suit your goals. And once again, we appreciate the opportunity to submit this proposal.

Sincerely,
Goody Clancy



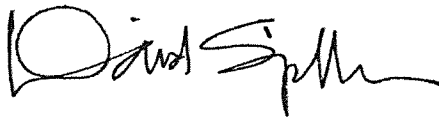
Ben Carlson, AIA, LEED AP
Director of Urban Design
Associate Principal
617.850.6583
Ben.carlson@goodyclancy.com

This proposal has been accepted by:

name

title

date



David Spillane, AICP, RIBA
President
Principal, Planning and Urban Design
Contracting Officer

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY**

RESOLUTION NO. R-2018-155

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, based upon facts presented, has found that the development of the aforesaid NIZ will promote the public purposes of both the Act and the NIZ Act and be 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 anticipates that excess NIZ Tax Revenues will be generated from within the NIZ over and above the amount required for debt service on the 2012 Arena Bonds and the amount contractually committed to the Commonwealth of Pennsylvania; and

WHEREAS the Authority desires to utilize a portion of the excess NIZ Tax Revenues for payment of debt service utilized for public improvements within the NIZ, and

WHEREAS the Authority by Resolution R2017-130 has implemented a Project Plan for Public Improvement Investments to fulfill the purposes of the Act and the NIZ Act and has entered into a Credit Facility to finance approved public improvement projects,

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

- A. 1. As a Project proposed under and meeting the criteria of the Project Plan for Public Improvement Investments, the Authority hereby approves public improvements at the intersection of Seventh Street and Hamilton Street, Center Square, in Allentown, to visually enhance the iconic Soldiers and Sailors Monument by lighting the Monument with architectural lights and thus further enhance the pedestrian and vehicular experience and create a visually unique and attractive spotlight on the Center Square Soldiers and Sailors Monument (“the Project”), at a cost estimated to not exceed \$135,000.00, subject to review and approval, as required, of all related stakeholders such as the City of Allentown, the Commonwealth of Pennsylvania and the County of Lehigh, and
 2. The Executive Director shall prepare the Capital Additions Budget for the Project and all other documentation required to do the Project in accordance with the terms of the Master Trust Indenture dated September 15, 2012 between the Authority and The Bank of New York Mellon Trust Company, N.A., with advice of counsel;
- B. The Whereas clauses above are incorporated as part of this Resolution and the Project.
- C. 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.
- D. The liability of the Authority under any and all of the documents relating to and executed to implement fulfillment of the purposes of this Resolution shall not constitute the general obligation of the Authority, and where appropriate, the documents, shall provide for other parties, to indemnify and hold harmless the Authority, and each member, officer, and employee of the Authority, from and against any and all claims, losses, damages or liabilities, joint and several, to which the Authority or any member, officer or employee of the Authority may become subject, insofar as such loss, claim, damage, or liability, or action in respect thereof, arises out of implementation of the

purposes of this Resolution, or is based upon any other alleged act or omission in connection with any document related thereto.

- E. All actions previously taken in furtherance of the purposes of this Resolution are hereby ratified. The officers of the Authority are hereby authorized to take such further actions to carry out the purposes of this Resolution.
- F. 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.

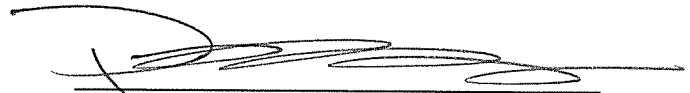
END OF RESOLUTION

CERTIFICATION

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<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	X		
Nelson A. Diaz	X		
Gregory N. Dudkin	X		
Oldrich Foucek, III, Esq.	X		
David Mickenberg	X		
Tiffany Polek			
John Stanley, Esq.			
Pedro L. Torres, Jr.	X		
John Williams, Jr., Esq.			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 2nd day of May, 2018.


Secretary