

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

Attendees: Seymour Traub, Esq., Oldrich Foucek III, Esq., David Mickenberg, Pedro Torres, John Williams, Esq., John Stanley, Esq.

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

Presenters: Scott Shearer, Managing Director, Public Financial Management, Inc. and George Magnatta Esq, Partner, Saul, Ewing, Arnstein, & Lehr, LLP

Members of the media and public were present.

1. Call to Order

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

2. Approval of August 1, 2018 Meeting Minutes

A motion to approve the August 1st meeting minutes was made P. Torres, seconded by D. Mickenberg 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. Request by City Center Investment Corp. for Subordinate Tax Revenue Bond Issue – Resolution R2018-162

- a. Steve Bamford introduced the request from City Center Investment Corp. (CCIC) for ANIZDA to issue subordinate tax revenue bonds not to exceed \$160 million to finance and refinance certain previously approved CCIC capital projects. The bonds are to be secured by CCIC Pledged NIZ Revenue and are not general obligation bonds of ANIZDA. Scott Shearer, financial advisor to ANIZDA on prior bond issues, provided a bond market update and reviewed the proposed financing, its effect on ANIZDA, and timeframe. George Magnatta, Esq., bond counsel to ANIZDA on prior bond issues, also addressed the board and reviewed the authorizing resolution. The procedures for escrowing and requisitioning bond proceeds were discussed.

- b. After opportunities for comment from the public present, a motion to approve Resolution R2018-162 was made by J. Stanley, seconded by P. Torres and was unanimously approved.

5. Allentown School District Request for Community Event at PPL Center for Superintendent Awards – Resolution R2018-163

- a. Steve Bamford summarized the request received from Allentown School District to use one of the five Community Events to be designated by ANIZDA to be held in the PPL Center. For the Lease Year commencing September 1, 2018 and ending August 31, 2019, the Authority has already approved four events: Allen High School graduation, Dieruff High School graduation, Lehigh Carbon Community College commencement, and Lehigh Career and Technical Institute senior recognition night. Approval of this request for the Superintendent Awards to celebrate achievements of students and families in grades K through 12 on May 29, 2019 would be the fifth and final for the lease year ending August 31, 2019. The consensus of the board was that guidelines should be established for designating Community Events and, once adopted, the guidelines should be posted on the ANIZDA website.
- b. A motion to approve Resolution R2018-163 was made by J. Stanley, seconded by D. Mickenberg and was unanimously approved.

6. Appointment of Public Improvement Committee – Resolution R2018-164

- a. The Process Guidelines for Public Improvement Investments in the City of Allentown's Neighborhood Improvement Zone adopted by the board on August 1 call for establishment of a Public Improvement Committee consisting of at least three ANIZDA board members, the City of Allentown's Director of Planning or designee, and a representative of the credit facility guarantor. At the August board meeting there was discussion regarding appointing the same ANIZDA board members who currently serve on the Project Review Committee to also sit on the Public Improvement Committee since both committees serve a similar function. The resolution before the board would appoint Gregory Dudkin, Chair, Nelson Diaz, David Mickenberg, Seymour Traub, Esq., City of Allentown Director of Planning & Zoning, Doug Stewart, or a designee, and Credit Facility Guarantor Representative Jane Heft.
- b. After opportunities for comment from the public present, a motion to approve Resolution R2018-164 was made by O. Foucek, seconded by J. Stanley and was unanimously approved.

7. Executive Directors Report

- a. S. Bamford reported on Opportunity Zones, a new federal program to tap unrealized capital gains held by taxpayers and encourage investment in low income census tracts nominated by Governors and certified by the US Department of Treasury. Five Allentown census tracts have been certified and the Opportunity Zone overlaps most of the downtown portion of the NIZ. ANIZDA, the City, City Center Investment Corp and others are collaborating to develop strategies to attract Opportunity Fund investment to underutilized parcels.

Assistance from the Authority's planning and design consultant, Goody Clancy, to identify opportunities, create development scenarios, and support and develop content for convening a symposium targeting investors and developers would be helpful. The estimated cost to ANIZDA for Goody Clancy services related to this initiative is \$60,000. There are sufficient funds remaining in the planning and marketing line items of the approved 2018 operating budget (Non NIZ Revenues) to fund this scope of services. The consensus of the board was to proceed with having Goody Clancy perform these services.

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

Next ANIZDA Board Meeting: Wednesday, October 3, 2018 at 5:00 PM in the First Floor Conference Room/Theater at America on Wheels, 5 N. Front Street, Allentown.

Respectfully Submitted,



Asst Secretary

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT
ZONE DEVELOPMENT AUTHORITY**

RESOLUTION R2018-162

A RESOLUTION AUTHORIZING THE ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY (“ANIZDA”) TO ISSUE SUBORDINATE TAX REVENUE BONDS, IN ONE OR MORE SERIES, TO FINANCE OR REFINANCE CERTAIN CAPITAL PROJECTS, AS FURTHER DESCRIBED HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUBORDINATE LIEN TRUST INDENTURE AND OTHER DOCUMENTS; AUTHORIZING SUPPLEMENTS AND AMENDMENTS TO CERTAIN EXISTING FINANCING DOCUMENTS AND THE EXECUTION AND DELIVERY OF ADDITIONAL FINANCING DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING THE DELIVERY OF THE BONDS AND THE DISBURSEMENT OF THE PROCEEDS THEREOF; DELEGATING TO CERTAIN OFFICERS OF ANIZDA THE POWER TO ENTER INTO NECESSARY DOCUMENTS, INCLUDING ONE OR MORE BOND PURCHASE AGREEMENTS WITH THE UNDERWRITER AND AUTHORIZING THE AWARD OF THE BONDS PURSUANT TO SAID AGREEMENTS; AUTHORIZING THE DISTRIBUTION OF ONE OR MORE PRELIMINARY LIMITED OFFERING MEMORANDA AND LIMITED OFFERING MEMORANDA OR OTHER OFFERING DOCUMENTS IN CONNECTION WITH THE UNDERWRITING OF THE BONDS; 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 and cited as 72 P.S. 8901-B *et seq.* (collectively, the “NIZ Act”), ANIZDA has issued certain indebtedness to fund improvements within the neighborhood improvement zone (the “NIZ”) designated under the NIZ Act relating to projects developed by City Center Investment Corporation or its affiliates (collectively, “CCIC”); and

WHEREAS, ANIZDA is a party to that certain Construction Loan Agreement, dated February 13, 2013, among ANIZDA, CCIC, John B. Reilly, III, Joseph V. Topper, Jr., Manufacturers and Traders Trust Company and the Co-Lenders named therein (as modified, amended and supplemented, the “M&T Construction Loan Agreement”), with amounts owing thereunder evidenced and secured by ANIZDA’s NIZ Facility Master Promissory Note, dated April 19, 2018 (the “M&T Note”); and

WHEREAS, ANIZDA is a party to that certain Trust Indenture dated as of June 15, 2017, between The Bank of New York Mellon Trust Company, N.A., as trustee and ANIZDA (as amended and supplemented, the “Senior Lien Trust Indenture”), pursuant to which ANIZDA has issued its \$210,165,000 Tax Revenue Bonds, Series 2017 (City Center Refunding Project) (the “2017 Bonds”) and its \$99,690,000 Tax Revenue Bonds, Series 2018 (City Center Project) (the “2018 Bonds”); and

WHEREAS, at the request of CCIC, ANIZDA has determined to undertake a project consisting of (i) the repayment of all or a portion of the amounts outstanding under the M&T Note, (ii) the financing or refinancing of projects of CCIC within the NIZ that were previously approved by ANIZDA or that shall be approved in the future by ANIZDA, (iii) the funding of a debt service reserve fund and capitalized interest, both if deemed necessary or desirable, and (iv) the funding of the costs of issuance of the financings (collectively, the “CCIC Project”); and

WHEREAS, ANIZDA will finance the CCIC Project from the proceeds of its tax revenue bonds, to be issued in one or more series, at the same or different times (collectively, the “Subordinate Bonds”), and pursuant to a Trust Indenture (the “Subordinate Lien Trust Indenture”) between ANIZDA and The Bank of New York Mellon Trust Company, N.A. or another banking institution designated by the Executive Director of ANIZDA as trustee for the Subordinate Bonds (the “Bond Trustee”); and

WHEREAS, the Subordinate Bonds shall be secured by “Pledged CCIC NIZ Revenues,” as such term is defined in the Senior Lien Trust Indenture, on a subordinate basis to the obligations issued or to be issued under the Senior Lien Trust Indenture; and

WHEREAS, ANIZDA has previously entered into an Amended and Restated NIZ Escrow Deposit Agreement dated as of September 15, 2012 (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 of Pennsylvania; and

WHEREAS, one or more accounts shall be established for the Subordinate Bonds within the Developer Dedicated NIZ Revenues Fund held under the Escrow Agreement, on a subordinate basis to the account that secures the 2017 Bonds and the 2018 Bonds with respect to the Pledged CCIC NIZ Revenues and on a basis senior to the account established with respect to the M&T Note; and

WHEREAS, ANIZDA desires to authorize the execution of one or more Bond Purchase Agreements, by and between ANIZDA and Citigroup Global Markets Inc. (the “Underwriter”), pursuant to which ANIZDA shall agree to issue and sell the Subordinate Bonds and the Underwriter shall agree to pay the purchase price of and accept delivery of the Subordinate Bonds, subject to the terms and conditions to be specified therein (the “Bond Purchase Agreements”); and

WHEREAS, ANIZDA desires to authorize the distribution of one or more Preliminary Limited Offering Memoranda and final Limited Offering Memoranda or other offering documents in connection with the underwriting of the Subordinate Bonds; and

WHEREAS, ANIZDA desires to authorize any amendments or modifications to the Amended and Restated Funding Agreement – Trust Indenture Bonds dated as of May 1, 2018, by and among ANIZDA, CCIC, John B. Reilly, III and Joseph V. Topper, Jr. (the “Funding Agreement”) necessary or appropriate in connection with the issuance of the Subordinate Bonds or the execution and delivery of a separate funding agreement if determined to be in the best interests of ANIZDA; 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 CCIC Project. ANIZDA hereby authorizes the undertaking of the CCIC 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 CCIC Project, including, without limitation, the preparation and submission of one or more applications to the Commonwealth of Pennsylvania’s Department of Community and Economic Development (“DCED”) or amendments to prior DCED applications 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 ANIZDA’s Tax Revenue Bonds, Series 2012A and Series 2012B (collectively, the “2012 Bonds”) will not be reduced or withdrawn as a result of the issuance of the Subordinate Bonds.

Section 3. Authorization of the Subordinate Bonds; Terms of the Subordinate Bonds. ANIZDA hereby authorizes the issuance of the Subordinate Bonds in an aggregate principal amount not to exceed \$160,000,000. The proceeds of the Subordinate Bonds shall be applied to finance the CCIC Project. The Subordinate Bonds may be issued in one or more series, on the same or different dates, and may bear interest at tax-exempt or taxable rates, as determined by any Authorized Officer, in consultation with counsel.

The Subordinate Bonds shall mature as set forth in the Subordinate Lien Trust Indenture but the final maturity of the Subordinate Bonds shall be no later than May 1, 2042. The Subordinate Bonds shall bear interest at the rates of interest provided for in the Subordinate Lien Trust Indenture. The Subordinate Bonds shall be designated, be in the denominations and in registered form carrying the exchangeability privileges, be payable in the medium of payment and at such places and be subject to redemption prior to maturity, all as provided in the Subordinate Lien Trust Indenture.

Section 4. Execution and Delivery of the Subordinate Bonds. Any Authorized Officer is hereby authorized to execute the Subordinate Bonds by manually signing or by causing his or her 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 are hereby authorized and directed to attest by manually signing or by causing his or her facsimile signature to be printed on the Subordinate Bonds, and to deliver the Subordinate Bonds, or to cause the Subordinate Bonds to be delivered, to the Bond Trustee for authentication.

Section 5. Authorization of Subordinate Lien Trust Indenture. The Subordinate Bonds shall be issued and secured under the Subordinate Lien Trust Indenture. The Subordinate Lien Trust Indenture 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 his or her execution thereof. Any Authorized Officer is hereby authorized to execute the Subordinate Lien Trust Indenture 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 Subordinate Lien Trust Indenture to the Bond Trustee for execution and acceptance thereunder. Any Authorized Officer is hereby authorized to give any order or direction or make any determination under the Subordinate Lien Trust Indenture.

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 Pledged CCIC NIZ Revenues to the Subordinate Bonds 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 his or her 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. ANIZDA hereby authorizes the preparation and delivery of revised Allocation Instructions (as such term is defined in the Escrow Agreement), if necessary, in connection with the issuance of the Subordinate Bonds, in such form as shall be approved by any Authorized Officer upon the recommendation of counsel, such approval to be conclusively evidenced by his or her execution thereof.

Section 8. Authorization of Bond Purchase Agreements. Any Authorized Officer is hereby authorized and directed to execute and deliver the Bond Purchase Agreements between ANIZDA and the Underwriter pursuant to which the Subordinate Bonds shall be underwritten,

for the purchase price and subject to the terms and conditions specified in the Bond Purchase Agreements. The Bond Purchase Agreements 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 his or her execution thereof.

Section 9. Authorization of Amendment to Funding Agreement. Any Authorized Officer is hereby authorized and directed to execute and deliver a new funding agreement or an amendment or supplement to the existing Funding Agreement, to reflect clarification of fees and any other revisions deemed necessary in connection with the issuance of the Subordinate Bonds, in such form as shall be approved by any Authorized Officer upon the recommendation of counsel, such approval to be conclusively evidenced by his or her execution thereof.

Section 10. Delivery of the Subordinate Bonds. The Subordinate Bonds shall be delivered to the Bond Trustee with a request signed by an Authorized Officer that they be authenticated by the Bond Trustee, and with instructions to deliver them to or upon the order of the Underwriter upon receipt of the purchase price.

Section 11. Security for the Subordinate Bonds. The Subordinate Bonds shall be revenue bonds secured solely by the Trust Estate described in the Subordinate Lien Trust Indenture and by a bond insurance policy, if an Authorized Officer deems it advisable to obtain such a policy (the "Bond Insurance Policy"). The Subordinate Bonds shall not be general obligations of ANIZDA. Any Authorized Officer is hereby authorized to accept, sign and return a commitment to issue the Bond Insurance Policy issued by any bond insurer and to comply with all the provisions thereof necessary to cause the Bond Insurance Policy to be issued by the bond insurer.

The Pledged CCIC NIZ Revenues shall be pledged to secure the Subordinate Bonds. The Pledged CCIC NIZ Revenues shall be made available on a senior basis for allocation to the accounts established under the Escrow Agreement for the 2017 Bonds and the 2018 Bonds to satisfy debt service requirements relating to the 2017 Bonds and the 2018 Bonds or to replenish any debt service reserves relating to the 2017 Bonds or the 2018 Bonds, with any remaining Pledged CCIC NIZ Revenues to be made available on a subordinate basis to the account established for the Subordinate Bonds. Any amounts remaining on an annual basis after the payment of debt service requirements on the Subordinate Bonds and the replenishment of any debt service reserves relating to the Subordinate Bonds shall be made available to be paid into the account established for the M&T Note or any other accounts established for other Developer Dedicated Indebtedness relating to projects developed by CCIC.

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 2012 Bonds.

No recourse shall be had for any claim based on the Subordinate Lien Trust Indenture or the Subordinate Bonds 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 12. Preliminary Limited Offering Memoranda and Limited Offering Memoranda. ANIZDA hereby approves the distribution of one or more Preliminary Limited Offering Memoranda and final Limited Offering Memoranda or other offering documents to be circulated in connection with the sale and delivery of the Subordinate Bonds, to be in the forms as shall be approved by any Authorized Officer upon the recommendation of counsel, with the execution of the final Limited Offering Memoranda or other offering documents to constitute conclusive evidence of the approval thereof. Any Authorized Officer of ANIZDA is hereby authorized, empowered and directed to execute and deliver the final Limited Offering Memoranda or other offering documents in the name and on behalf of ANIZDA. From and after the execution and delivery of the final Limited Offering Memoranda or other offering documents, each Authorized Officer and any other appropriate officials, agents and employees of ANIZDA are hereby authorized, empowered and directed to do all such acts and things necessary to consummate the transactions contemplated by the final Limited Offering Memoranda or other offering documents as executed.

Section 13. Authorization of Continuing Disclosure Agreement. One or more Continuing Disclosure Agreements (the “Continuing Disclosure Agreement”), if required, shall be entered into by ANIZDA for the benefit of the Underwriter and the holders of the Subordinate Bonds, and any Authorized Officer is hereby authorized and directed to execute and deliver such Continuing Disclosure Agreement relating to the Subordinate Bonds, on such terms as such officer, with advice of counsel, may approve, his or her approval to be evidenced by his or her execution thereof. Any Authorized Officer is hereby authorized to appoint a Dissemination Agent to act on behalf of ANIZDA to fulfill ANIZDA’s obligations under the Continuing Disclosure Agreement.

Section 14. Federal Tax Covenants. To the extent that certain Subordinate Bonds are issued as tax-exempt bonds, ANIZDA hereby covenants not to take or omit to take any action so as to cause interest on the tax-exempt Subordinate Bonds 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 Subordinate Bonds. ANIZDA further covenants that it will make no investments or other use of the proceeds of the tax-exempt Subordinate Bonds which would cause the tax-exempt Subordinate Bonds 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 15. Reimbursement. ANIZDA hereby declares its official intent to reimburse itself or CCIC, from proceeds of the Subordinate Bonds, up to the maximum amount of Subordinate Bonds authorized to be issued hereunder, for expenditures paid by ANIZDA or CCIC towards the costs of the CCIC Project prior to the respective date of issuance of the Subordinate Bonds, subject to and in accordance with the requirements under Treasury Regulation § 1.150-2.

Section 16. Amendments. ANIZDA hereby authorizes the execution and delivery of

any amendments, supplements or modifications to existing financing documents entered into in connection with the 2012 Bonds, the 2017 Bonds (including a supplement to the Senior Lien Trust Indenture), the 2018 Bonds or the M&T Note, 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 his or her execution thereof.

Section 17. Appointment of Financing Team. In connection with the financing of the CCIC Project and the issuance of the Subordinate Bonds, ANIZDA hereby appoints: (i) PFM Financial Advisors LLC, as financial advisor, (ii) Saul Ewing Arnstein & Lehr LLP as bond counsel, and (iii) Citigroup Global Markets Inc. as Underwriter. Additional appointments for professional services in connection with the financing of the CCIC Project may be made by any Authorized Officer.

Section 18. 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 CCIC Project, to issue the Subordinate Bonds 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 19. 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 inconsistent herewith are hereby rescinded.

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 R2018-162 of the Board of the Authority passed at a duly convened meeting of said Board on the 5th day of September, 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	<i>absent</i>		
Gregory N. Dudkin	<i>absent</i>		
Oldrich Foucek, III, Esq.	✓		
David Mickenberg	✓		
Tiffany Polek	<i>absent</i>		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	✓		
John Williams, Esq.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 5th day of September, 2018.



Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2018-163

WHEREAS, the Arena Lease between BDH Development and the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), provides for up to five (5) rent free Community Events to be held in the Arena each Lease Year, and

WHEREAS the Authority has received a request for utilization of a Community Event in addition to what has been granted under Resolution R2016-112;

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

1. For the Lease Year commencing September 1, 2018 ending August 31, 2019, the Authority hereby approves as a Community Event the Allentown School District ("ASD") request to hold the ASD Superintendent's Awards program on May 29, 2019 to celebrate the achievements of ASD students and families in grades K through 12.
2. This approval as a Community Event shall be in accordance with and subject to the terms of the Arena Lease, Section 5.4.

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-2018-163 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 5th day of September, 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	<i>absent</i>		
Gregory N. Dudkin	<i>absent</i>		
Oldrich Foucek, III, Esq.	✓		
David Mickenberg	✓		
Tiffany Polek	<i>absent</i>		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	✓		
John Williams, Jr., Esq.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 5th day of September, 2018.


Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT
ZONE DEVELOPMENT AUTHORITY

RESOLUTION R2018-164

BE IT RESOLVED that, in accordance with the Process Guidelines for Public Improvement Investments in the City of Allentown Neighborhood Improvement Zone adopted by the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") August 1, 2018 by Resolution R2018-160, the Authority hereby appoints the **Public Improvement Committee** as follows to serve until a successor is named:

Authority Members- Gregory Dudkin, Chair

Nelson Diaz

David Mickenberg

Seymour Traub, Esq.

City of Allentown Director of Planning & Zoning, or a designee

Douglas Stewart

Credit Facility Guarantor Representative

Jane Heft, Vice President, Director of Project^D design

and Corporate Branding for City Center

Investment Corporation

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-2018-164 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 5th day of September, 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	<i>absent</i>		
Gregory N. Dudkin	<i>absent</i>		
Oldrich Foucek, III, Esq.	✓		
David Mickenberg	✓		
Tiffany Polek	<i>absent</i>		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	✓		
John Williams, Jr., Esq.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 5th day of September, 2018.


Secretary