

**ANIZDA Board Meeting**  
**Agenda**  
**December 4, 2019**  
**America on Wheels**  
**2<sup>nd</sup> Floor Hubcap Cafe**  
**5 North Front Street, Allentown PA**

1. Call to Order – Chairperson
2. Approval of November 6, 2019 Meeting Minutes
3. Public Comment on all matters to be acted upon
4. Old Business
5. New Business
  - A. Proposed Modification to 1 Center Square Project – Resolution R2019-203
  - B. PPL Center Lease Year 6 Capital Repairs Budget – Resolution R2019-204
  - C. Third Quarter Statement of Operational Revenues and Expenses
  - D. Estimated Operating Budget for 2020-Resolution R2019-205
  - E. Capital Projects Account Budget for 2020-Resolution R2019-206
  - F. Executive Director Bonus and Reappointment for 2020-Resolution R2019-207
6. Executive Director Report

Adjournment

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2019-203

A Modification of Resolution R-2017-138

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), by Resolution R-2017-138, approved the 702 Hamilton Tower development, a Non Arena Block Project, (the "Project") to be developed by City Center Investment Corporation (the "Developer"); and

WHEREAS, the Authority, the Developer and Guarantors, have entered into an Amended and Restated Funding Agreement dated October 24, 2014, amended by that First Amendment to Amended and Restated Funding Agreement dated June 3, 2016, amended by that Second Amendment to Amended and Restated Funding Agreement dated August 12, 2016, amended by that Third Amendment to Amended and Restated Funding Agreement dated December 19, 2016, amended by that Fourth Amendment to Amended and Restated Funding Agreement dated June 28, 2017 and amended by that Fifth Amendment to Amended and Restated Funding Agreement dated April 19<sup>th</sup> 2018 (together the "Funding Agreement") (replacing in its entirety a Funding Agreement dated February 13, 2013, amended by the First Amendment to Funding Agreement dated May 3, 2013 and further amended by the Second Amendment to Funding Agreement dated January 7, 2014 and further amended by the Third Amendment to Funding Agreement dated April 30, 2014); and

WHEREAS the Funding Agreement provides for the Authority to approve any projects by the Developer;

WHEREAS, the Developer has requested the Authority approve a modification to the Project; and

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

1. The Whereas clauses above are incorporated herein as part of this Resolution.
2. The Authority hereby approves a modification of Resolution R2018-138 by **deleting** Section 1(a) as follows:

"1. (a) The Authority hereby approves the Developer's new project currently identified as the 702 Hamilton Tower development plan proposed to develop approximately 350,000 square feet of office space, together with the proposed

inclusion of an approximately 100,000 square foot accessory structure to be located at 702 Hamilton with the possibility of extending to S. Hall Street, in the City of Allentown, provided and conditioned upon the Developer securing control of the required properties before the Project is included in the Construction Loan Agreement; and”

and **approving and substituting** in its place the following:

**“1. (a) The Authority hereby approves the Developer’s new project to be known as the 1 Center Square, formerly identified as 702 Hamilton Tower, development plan proposed to develop approximately 200,000 to 300,000 square feet of office space, on 11 to 16 floors to be located at 702 Hamilton in the City of Allentown.”**

2. The Authority hereby authorizes the Executive Director or Chairperson of the Authority to act on behalf of the Authority to fulfill the Authority’s obligations and rights hereunder with regard to whatever documentation may be required for inclusion of this Project into applicable loan facilities and amendment or modification if required to incorporate the Project into the Funding Agreement.

3. The Chairperson, Vice Chairperson, or 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 or Chairperson, with the advice of counsel, to implement fulfillment of the purposes of this Resolution and to consummate the transactions contemplated hereby.

4. 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 action as to carry out the purposes of this Resolution.

5. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, to the extent of such conflict, are 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-2019-203 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of December, 2019. 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			
David Mickenberg			
Tiffany Polek			
Adrian Shanker			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of December, 2019.

\_\_\_\_\_  
Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION R-2019-204

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), assumed by assignment the Lease Agreement by and between the Allentown Commercial and Industrial Development Authority and BDH Development, LLC, dated December 9, 2011, as amended, (the "Lease") for lease of what is now known as the PPL Center including integrated restaurants (the "Arena"); and

WHEREAS, Arena construction was substantially completed on or about August 31, 2014 and the first Lease Year commenced September 1, 2014; and

WHEREAS, under the terms of the Lease, commencing thirty (30) days after the end of each Lease Year, BDH Development, LLC, referred to as the "Operator", covenants to annually deposit into the Capital Reserve Fund the sum of Five Hundred Thousand and 00/100 (\$500,000.00) Dollars to be utilized on Capital Repairs and Capital Improvements; and

WHEREAS, for the sixth (6<sup>th</sup>) Lease Year commencing September 1, 2019, Authority representatives and the Operator have had numerous meetings and reached concurrence that there was a need for certain additional capital repairs to the Arena;

NOW, THEREFORE, be it resolved by the Authority as follows that:

1. For and during the current sixth (6<sup>th</sup>) Lease Year commencing as of September 1, 2019, the Authority hereby authorizes the Operator to expend for Capital Repairs to the Arena not more than One Hundred Fifty-Five Thousand and 00/100 (\$155,000.00) Dollars for the following:
  - a) Precast Concrete (seating Bowl) ML #23- est. \$20,000.00
  - b) Retractable Seating ML#91-est \$15,000.00
  - c) Exterior Security ML#21-est \$40,000.00
  - d) Ice Floor Slab and Equipment ML#93-est \$40,000.00
  - e) Dasher Board System ML#95-est \$40,000.00

and to take a credit from the Capital Reserve Fund annual deposit due on or before September 30, 2020 on condition (i) that Operator provide to the Authority adequate evidence such as checks and invoices that the expenses incurred were made to Capital Repairs of the Arena and (ii) that Operator shall pay into the Capital Reserve Fund the balance of the annual deposit due of not less than Three Hundred Forty Five Thousand and 00/100 (\$345,000.00) Dollars on or before September 30, 2020.

2. The Chairperson, Vice Chairperson or 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 agreement and/or documents to complete this transaction and to take any and all such actions necessary, with the advice of counsel, to implement fulfillment of the terms of this Resolution and to consummate the transaction contemplated herein.
3. 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 action as to carry out the purpose of this Resolution as may be deemed necessary.
4. All Resolutions and orders or parts thereof in conflict with the provisions of this Resolution, to the extent of such conflict, are 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 Neighborhood Improvement Zone Development Authority, do hereby certify that the foregoing is a true and correct copy of the Resolution R-2019-204 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of December, 2019. 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			
David Mickenberg			
Tiffany Polek			
Adrian Shanker			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of December, 2019.

\_\_\_\_\_  
Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION R-2019-205

BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby accepts the recommendation of the Finance Committee and approves the Estimated Operating Budget Projections for 2020 set forth on the attachment hereto.

**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-2019-205 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of December, 2019. 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			
David Mickenberg			
Tiffany Polek			
Adrain Shanker			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of December, 2019.

\_\_\_\_\_  
Secretary



**Allentown Neighborhood Improvement Zone Development Authority**  
**Estimated Operating Budget Projections (Cash Basis)**  
**Fiscal Year Ending December 31, 2020**

	YEAR <b>2020</b>
--	---------------------

**ESTIMATED REVENUE (CASH RECEIVED)**

Arena Rent	450,000
Developer Fees	618,248
	-

<b>TOTAL ESTIMATED REVENUE</b>	<b>1,068,248</b>
--------------------------------	------------------

**ESTIMATED CASH EXPENDITURES**

Staff Salary and Benefits	240,540
Rent and Utilities	22,884
Office Set up and Fit-out	-
ANIZDA Legal Fees	155,000
Compliance Officer/Allocation Agent	210,000
Trustee & Excrow Agent Fees	18,000
Insurance	19,450
Project Development Contingency	100,000
Annual Audit	40,000
Marketing	150,000
Planning	100,000
Accounting	62,430
Miscellaneous	52,560

<b>TOTAL ESTIMATED CASH EXPENDITURES</b>	<b>1,170,864</b>
--	------------------

<b>CASH RECEIVED LESS CASH EXPENDITURES</b>	<b>(102,616)</b>
---	------------------

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION R-2019-206

BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby approves the Capital Projects Account Budget for 2020 set forth on the attachment hereto and authorizes the Chairperson to forward the Budget to the Bank of New York Trust Company, N.A., Master Trustee.

**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-2019-206 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of December, 2019. 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			
David Mickenberg			
Tiffany Polek			
Adrian Shanker			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of December, 2019.

\_\_\_\_\_  
Secretary

**Preliminary Capital Additions Budget  
2020**

**Sources of Revenue:**

On Deposit	\$ 970,000
Draw on Indebtedness	3,419,000
	_____
	\$4,389,000

**Estimated Expenses to be determined as costs are identified specifically:**

Street and Sidewalk improvements	
Public space, park areas and public art	
Lighting improvements	
Aesthetic improvements	
NIZ infrastructure improvements	_____
	\$ 4,389,000

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2019-207

WHEREAS, Steven Bamford has dutifully performed as the Executive Director of the Authority in response to the tasks and challenges incumbent on the position, meeting the goals and needs as they arose,

NOW THEREFORE, BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby approves a performance based bonus in the sum of \$7,500.00 payable as of December 30, 2019; and

BE IT FURTHER RESOLVED that the Authority hereby approves continuing engagement of Steven Bamford as Executive Director for the year 2020 in accordance with the terms of his engagement letter dated December 6, 2016 with modification to increase the base annualized salary to \$147,900.00 effective January 1, 2020 and extending the stated bonus opportunity for the year 2020, with all other terms remaining as set forth in the engagement letter.

**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-2019-207 of the Board of the Authority passed at a duly convened meeting of said Board on the 4th day of December, 2019. 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			
David Mickenberg			
Tiffany Polek			
Adrian Shanker			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of December, 2019.

\_\_\_\_\_  
Secretary