

ANIZDA Board Meeting Minutes
January 8, 2020
America On Wheel Museum
1st Floor Conference/Theater
5 North Front Street, Allentown, PA

Attendees: Adrian Shanker, Nelson Diaz, Sy Traub, Esq., Tiffany Polek, Pedro Torres, Gregory Dudkin, John Stanley, Esq., David Mickenberg

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

Members of the media and public were present.

1. The meeting was called to order by Sy Traub, Chairperson, at 5:00 p.m. A quorum was met. However, P. Torres was in transit and not present at the beginning of the meeting. The meeting proceeded, and the proposed Amendment to Bylaws discussion postponed until his arrival.
2. **Approval of December 4, 2019 Meeting Minutes**--A motion to approve the December 4th meeting minutes was made by J. Stanley, seconded by N. Diaz 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.
4. **Request for Extension of Construction Phase and Maturity Date from Americus Investors, LP and Americus Hotel, LLC – Resolution R2020-209**
 - a. S. Bamford reported that Americus Hotel, LLC, the developer of the Americus Hotel, and First Keystone Community Bank, the lender, have requested ANIZDA approval to extend the construction period to September 19, 2020 and the maturity date to September 19, 2030. All other terms of the loan remain the same. Developer Albert Abdouche was present and addressed the board to explain the need for the extension.
 - b. After opportunities for comment from the public present, the motion to approve Resolution R2020-209 made by G. Dudkin, seconded by D. Mickenberg, and was unanimously approved.
5. **Request for Community Event at PPL Center from Allentown School District-Resolution R2020--210**
 - a. S. Bamford stated that Allentown School District is requesting a Community Event at PPL Center for the Superintendent’s Awards program on May 27, 2020. He explained that pursuant to the terms of the lease with BDH, ANIZDA may designate five Community Events at PPL Center for the lease year commencing September 1, 2019 and ending August 31, 2020. If approved, this event would be the 5th.

- b. After opportunities for comment from the public present, the motion to approve Resolution R2020-210 granting the Allentown School District's request was made by N. Diaz and seconded by G. Dudkin and was unanimously approved.

P. Torres joined the meeting.

6. Proposed Amendment to Bylaws – Resolution R2020-208

- a. S. Traub introduced proposed changes to Sections 2.10, 2.11 and 2.12 of the ANIZDA Bylaws. He indicated the proposed changes were reviewed and agreed to by State Senator Pat Browne, Allentown Mayor Ray O'Connell and State Representative Peter Schweyer and are intended to codify the process that had previously been used to select appointees to the ANIZDA board. The amendment requires unanimity among the three elected officials who each have 3 selections to the nine-member ANIZDA board.
- b. After discussion among the board members regarding whether or not unanimity among the elected officials is desirable and opportunities for comment from the public present, a motion to approve Resolution R2020-208 was made by J. Stanley and seconded by P. Torres. There were 6 Yes votes. D. Mickenberg and T. Polek voted No. Resolution R2020-208 passed.

7. Executive Directors Report

- a. S. Bamford reported that Pollstar, a trade publication for the concert industry, ranked the PPL Center 3rd in Pennsylvania for tickets sold in the year end ranking of the top 200 arenas worldwide and 4th among arenas of its size in the U.S. The PPL Center hosts 500,000 visitors and over 150 events a year.
- b. The Project Review Committee will meet at 5:00 PM on January 16, 2020 to review the Grand Plaza project.

A motion to adjourn the meeting was made, seconded and approved at 5:35 pm.

Next ANIZDA Board Meeting: Wednesday, February 5, 2019 at 5:00 PM in the 1st floor Theater at America on Wheels, 5 N. Front Street, Allentown.

Respectfully Submitted,



Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020-208

WHEREAS, the Bylaws of the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), provide in Section 2.7(b) that the Board may amend its Bylaws in accordance with the terms thereof, and

WHEREAS the Authority desires to amend certain provisions in the Bylaws,

NOW, THEREFORE, BE IT RESOLVED by the Authority, that the Bylaws of the Authority initially approved as of April 12, 2012 as amended, be further amended effective this date as follows:

1. **SECTION 2.10** Resignation of Board Members and **SECTION 2.11** Nominations and Elections shall be amended to **delete** the phrases crossed through and add the phrases underlined as follows:

SECTION 2.10 Resignation of Board Members. Any member of the Board may resign at any time by giving notice to the Secretary. Such resignation shall be made in writing and shall take effect at the time specified in the notice. If no time is specified, the resignation shall take effect at the time of its receipt by the Secretary, who shall accept such resignation, noting the date and time of its receipt. The acceptance of a resignation shall not be necessary to make it effective. ~~The Secretary shall promptly notify the Mayor, the Senator and the Representative of the resignation of any member of the Board.~~ Any member of the Board may resign at any time by giving oral notice to the Board at a meeting at which a quorum (excluding the resigning member) is present.

The Secretary shall promptly notify the Chairperson, the Mayor, the Senator and the Representative of the resignation of any member of the Board.

If any officer position of the Board becomes vacant for any reason, the Board shall promptly choose a successor officer, as provided in Section 3.12-14, who shall hold office for the unexpired term in respect of which such vacancy occurred, notwithstanding anything to the contrary in Section 3.1.

SECTION 2.11 Nominations and Elections. ~~There shall be a standing Nominating Committee.~~ The Senator, the Representative and the Mayor

~~shall each have three (3) Selections appoint a as members of the Board, to the Nominating Committee known as the Mayor's Selection, Senator's Selection or Representative's Selection. The Senator shall make his or her selection from the then serving members of the Board who are Senator's Selections. The Representative shall make his or her selection from the then serving members of the Board who are Representative's Selections.~~

In the event any vacancy shall occur by reason of the death, disqualification, resignation or removal of any member of the Board, or whenever any vacancy has occurred or is about to occur by reason of the expiration of the term of office of any Board member, as applicable, the Mayor, Senator or Representative shall designate a replacement Selection or reappoint the Selection. Said designation shall be in writing to the Authority Chairperson, the Mayor, Senator and Representative.

The Mayor, Senator or Representative may disapprove of the replacement or reappointment Selection in writing to the others within fifteen (15) calendar days from the date of receipt of the designation. The designated Selection then will be deemed rejected. If rejected, the person making the designation shall then make another designated Selection in writing to the Chairperson, Mayor, Senator and Representative, as applicable, and so on, until there is no written disapproval of the designated Selection by either of the Mayor, Senator or Representative within fifteen (15) days of receipt of the designation. The designated Selection shall then be deemed approved by the Mayor, Senator and Representative.~~the Nominating~~

~~The Chairperson shall Committee shall submit the name of the approved designated Selection a list of proposed nominees to the Mayor. However, if the vacating Board member was a Senator's Selection or Representative's Selection, the Nominating Committee shall seek a recommendation for the successor Board member from the Senator or Representative, as applicable. The Nominating Committee shall submit the name of the proposed nominee received from the Senator or Representative to the Mayor with the Nominating Committee's comments or recommendations.~~

The Mayor shall appoint the approved designated Selection as successor Board member, ~~from the names submitted by the Nominating Committee.~~ City Council shall authorize the successor Board member. Members of the Board may succeed themselves if re-appointed. Members shall continue to hold office until their successors have been appointed. Any member of the Board may be removed from the Board in accordance with Section 310 of the City's Home Rule Charter, adopted April 23, 1996, as amended.

In the event any vacancy shall occur by reason of the death, disqualification, resignation or removal of any officer of the Board, or

whenever any vacancy has occurred or is about to occur by reason of the expiration of the term of office of any officer of the Board, the remaining Board members shall choose a new officer from amongst themselves by a vote of the majority of the Board as provided in Section 2.7 of these Bylaws.

2. **SECTION 2.12 Committees.** shall be amended by deleting the phrase on the tenth (10th) line as follows:

“except the Nomination Committee”


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-2020-208 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 8th day of January, 2020. 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 8th day of
January 2020.


Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020- 209

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") by its Resolution No. R-2018-146 approved issuance of a credit facility to finance capital improvements to a hotel structure located at 541 West Hamilton Street, Allentown, PA, to be developed by Americus Investors L.P., Americus Hotel LLC and Albert Abdouche (together the "Developer") ; and

WHEREAS, the credit facility is in place with First Keystone Community Bank (the "Bank");
and

WHEREAS, the Developer and the Bank have requested a modification to the credit facility which does not negatively impact on the liability of the Authority.

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

1. The Authority hereby accepts and approves the requests of the Developer and the Bank to modify the credit facility dated June 19, 2018 by extending the completion date from December 19, 2019 to September 19, 2020 in the Construction Loan Agreement and Assignment of Project Documents and the Maturity Date from December 19, 2029 to September 19, 2030 in the NIZ Payment Agreement.

2. The Authority hereby authorizes the Chairperson, or Vice Chairperson, and the Secretary or any Assistant Secretary, to execute and attest, where deemed necessary, any amendments to the respective credit facility documents and any other related agreements and/or documents and to take any and all actions necessary with the advice of counsel to implement fulfillment of the purposes of this Resolution and to consummate the transactions contemplated herein.

3. 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, and 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 hereto.

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 actions to carry out the purposes of this Resolution.

5. 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.

CERTIFICATION ON NEXT PAGE

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-2020-209 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 8th day of January, 2020. 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	✓		
David Mickenberg	✓		
Tiffany Polek	✓		
Adrian Shanker	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.			
vacant	<i>in transit</i>		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 8th day of January, 2019.



Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020-210

WHEREAS, the PPL Plaza 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 during the Lease Year ending August 31, 2020, in addition to what has been granted under Resolutions R2016-112 and R2019-192;

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

1. For the Lease Year commencing September 1, 2019 ending August 31, 2020, the Authority hereby approves as a Community Event the Allentown School District ("ASD") request to hold the ASD Superintendent's Awards program on May 27, 2020, or an alternative date acceptable to the Arena, 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-2020-210 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 8th day of January, 2020. 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.	<i>in transit</i>		
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 8th day of January, 2020.


Secretary