

**ANIZDA Board Meeting Minutes**  
**May 6, 2020**  
**Virtual Public Meeting Held via Videoconference**

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

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

**Presenters:** Mark Jaindl, President, The Waterfront Development Company

**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. S. Traub asked the Executive Director to make some introductory remarks to introduce ANIZDA's first virtual public meeting. S. Bamford stated:

In accordance with Act 15 of 2020, and the declaration of a disaster emergency by the Governor and the order to stay at home and to protect the public from the spread of COVID-19, the Allentown Neighborhood Improvement Zone Development Authority (ANIZDA) Board of Directors is holding this previously scheduled regular public meeting virtually via Zoom video conferencing.

Instructions and the link to attend this meeting were posted on the ANIZDA website at [allentownniz.com](http://allentownniz.com) as were the meeting agenda and draft resolutions. The meeting notice was also published in the Morning Call.

Members of the public who are attending this virtual meeting may provide written comment on matters before the board using the Zoom chat function throughout the meeting. Depending on the device you are using the chat icon may appear at the top, bottom, or side of your screen. Board Chair Sy Traub will request and pause for public comment before each vote on matters before the board this evening. Comments received will be read aloud by staff. We ask that any member of the public submitting comment also provide their first and last name so that it may be reflected in the meeting minutes.

We are fortunate to have videoconferencing technology available to us during these challenging times and are appreciative of everyone's flexibility and understanding as ANIZDA conducts its first virtual public board meeting.

S. Bamford then turned it back over to board Chair S. Traub to lead the board through the agenda.

2. **Approval of March 4, 2020 Meeting Minutes**--A motion to approve the March 4th meeting minutes was made by J. Stanley, seconded by P. Torres 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. **Transfer of Preliminary Annual Excess NIZ Revenue for 2019**—Resolution R2020-214

- a. S. Bamford reported that over \$86 million in certified NIZ Revenue was remitted by the Commonwealth of PA for 2019. This is the largest amount remitted since the program's inception. Since the last board meeting, the Final Accountants Allocation Report was issued allocating approximately \$38 million to developer dedicated indebtedness and approximately \$48 million in pledged NIZ revenue available for debt service on the arena bonds. Therefore, there is excess NIZ revenue, over and above the sum required to pay debt service on the arena bonds, sufficient to transfer \$22 million to the Commonwealth of PA. The \$22 million is the historic baseline tax revenue generated from the 128-acre area before the program began. The resolution authorizes the chair to sign an officer's certificate to direct Bank of NY Mellon, the trustee, to transfer \$22 million to the Commonwealth of PA.
- b. G. Dudkin moved to approve Resolution R2020-214. J. Stanley seconded. D. Mickenberg had not yet joined the public meeting. Upon no comment from the public, the motion was unanimously approved.

**5. Request by The Waterfront Development Company for Amendment to Loan Agreement and Related Site Development Note—Resolution R2020-215**

- a. S. Bamford explained that The Waterfront Development Company is requesting an extension of the Infrastructure NIZ Credit Facility for 12 months beyond the maturity date of June 30, 2020 and the ability to re-advance an amount not to exceed \$1,959,921.00, with commencement July 1, 2020. M. Jaindl indicated that the funds will be used to finalize the design for 615 Waterfront Dr and begin the foundation work including constructing the micropiles for either building 615 or 645. The infrastructure funds are budgeted to finance sitework including streets, streetscape, landscape, on grade parking and pad preparation including micropiles, and architectural and engineering professional fees, including fees for the design development, construction documents and bidding phases for building 615 of the Project.
- b. J. Stanley moved and A. Shanker seconded the motion to approve Resolution R2020-215. D. Mickenberg had joined the public meeting and was present for the vote. Written public comments from Louis Gombocz, Jr. and Andy Wagaman submitted via the videoconference chat function were read pertaining to the Resolution. Resolution R2020-215 passed unanimously.

**6. Request by City Center Investment Corp for Seventeenth Facility Modification—Resolution R2020-216**

- a. City Center Investment Corp is requesting approval of the Seventeenth Facility Modification Agreement. J. Frank provided an explanation of the Resolution. The Seventeenth Facility Modification Agreement would release a portion of Five City Center, Four City Center, Stata II, Strata III and 520 Hamilton from Collateral for the Construction Loan Agreement and reduce the availability of the Facility from \$125,000,000.00 to \$85,000,000.00. The Resolution also approves appropriate consolidation and integration of the prior amendments to the Funding Agreement along with modifications to clarify fees due and other necessary revisions resulting in a Second Amended and Restated Funding Agreement.

- b. A. Shanker disclosed for the record that his organization receives grants from City Center Investment Corp. G. Dudkin moved and P. Torres seconded approval of Resolution R2020-216. A written public comment from A. Wagaman submitted via the chat function was read pertaining to Resolution R2020-216, and the motion was unanimously approved.

**7. Fourth Quarter 2019 Statement of Operational Revenues and Expenses**

- a. S. Bamford reviewed the fourth quarter financial statement prepared on a cash basis for unrestricted operating accounts. Total income for 2019 was approximately \$1,379,000. Operating expenses for the year totaled approximately \$576,000. The result is net income of approximately \$816,000 on a cash basis for 2019.

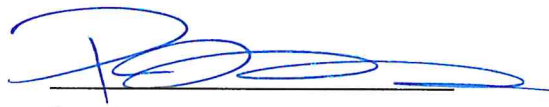
**8. Executive Directors Report**

- a. S. Bamford reported on the status of the Peoples Bank and Trust line of credit used for public improvement projects. Subject to the availability of excess NIZ revenue, ANIZDA's goal has been to use approximately \$2 million in excess NIZ revenue to pay down the outstanding balance each year. Last year ANIZDA did not have excess NIZ revenues available to make any payment. This year, \$4 million is available and will be used to pay down the current \$4,071,000 line of credit that is currently set to mature at the end of May. The intent is to negotiate an extension on the line of credit.
- b. S. Bamford reported that the annual audit was underway, and the audit report is scheduled to be presented to the board at June 3, 2020 meeting.

A motion to adjourn the meeting was made and approved at 5:42 pm.

**Next ANIZDA Board Meeting:** June 3, 2020 2019 at 5:00 PM

Respectfully Submitted,



Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020-214

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 2019 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 2019, the Authority hereby authorizes transfer from the Surplus Fund to the Excess NIZ Revenue Account an amount equal to Twenty Two Million and 00/100 (\$22,000,000.00) Dollars (the Historic Baseline Tax Revenue) over the sum required to pay debt service for the year 2020 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 Historic Baseline Tax Revenues, from the Excess NIZ Revenue Account in accordance with Section 5.5(f) 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 Allentown Neighborhood Improvement Zone Development Authority, do hereby certify that the foregoing is a true and correct copy of the Resolution R-2020-214 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of May, 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	<i>absent</i>		
Tiffany Polek	✓		
Adrian Shanker	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	✓		
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of May, 2020.

  
Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020-215

(Amending Resolutions No. R-2015-66, R2016-94, R2016-88, R2017-129,  
R2017-137, R2018-168 and R2019-198)

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") duly adopted on May 6, 2015 Resolution No. R-2015-66, amended by Resolution R2016-94, Resolution R2016-88, Resolution R2017-129, Resolution R2017-137, Resolution R2018-168, and Resolution R2019-198 (combined as the "Authorizing Resolution") authorizing certain matters related to financing improvements known as "The Waterfront", in the neighborhood improvement zone (the "NIZ") designated by the Authority by resolution duly adopted on August 30, 2012, within the City of Allentown, Pennsylvania (the "City") and

WHEREAS the Infrastructure NIZ Credit Facility with Lafayette Ambassador Bank, now known as Fulton Bank (the "Bank") approved by Resolution R2015-66 was entered into on December 23, 2015, including a Funding Agreement, and

WHEREAS, an extension of the Infrastructure NIZ Credit Facility with the Bank approved by Resolution R2018-168 was entered into December 14, 2018, and

WHEREAS, the Developer has proposed a further extension to the Infrastructure NIZ Credit Facility to finance sitework including streets, streetscape, landscape, on grade parking and pad preparation including micropiles, and architectural and engineering professional fees, including fees for the design development, construction documents and bidding phases for building 615 of the Project as defined in the Authorizing Resolution which will require a modification of the Funding Agreement, and

WHEREAS, the Developer has requested, and the Authority hereby desires to amend the Authorizing Resolution.

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

1. The Whereas clauses above are incorporated herein as part of this Resolution.

2. The Authority hereby authorizes an extension of the Infrastructure NIZ Credit Facility with the Bank for 12 months beyond the maturity date of June 30, 2020 together with allowing borrowing the difference between the current outstanding unpaid principal and the original loan amount in an amount not to exceed \$1,959,921.00, with commencement July 1, 2020 of twelve (12) monthly payments of principal plus interest utilizing a fifteen (15) year amortization schedule to finance sitework including streets, streetscape, landscape, on grade parking and pad preparation including micropiles, and architectural and engineering professional fees, including fees for the design

development, construction documents and bidding phases for building 615 of the Project as defined in the Authorizing Resolution.

3. The Authority hereby authorizes the Executive Director to act on behalf of the Authority as he deems necessary to negotiate, secure and execute a commitment letter from the Bank in accordance with the terms hereof, to negotiate the loan documents required, to determine and if deemed necessary to follow through with executing an application to DCED and securing a waiver from Moody's Investor's Services, Inc., to negotiate the amendment of the Funding Agreement, and to take any and all such actions deemed necessary in the opinion of the Executive Director, with advice of counsel, to implement fulfillment of this Resolution.

4. The Chairman or Vice Chairman, and 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.

5. Subject to the approval of either of the Chairman, Vice Chairman, or Executive Director of the Authority, the following documents, if deemed necessary, may be entered into by the Authority in connection herewith:

- i. A current commitment letter with the Bank.
- ii. Any instruments including the Pledge Agreement assigning, pledging or granting security interests in the Authority's rights to the Project Tax Revenues.
- iii. Funding Agreement, or amendment, with Developer
- iv. Allonge, Note or Notes.
- v. Any loan agreement or Credit Facility, including a cap on the principal available thereunder.
- vi. Any Agreement.
- vii. Any Escrow Agreement.
- viii. Any intercreditor agreements or amendments or supplements to existing documents related to other financing previously undertaken by the Authority within the NIZ.
- ix. Any agreement, if required, among the Authority, City, and/or departments or agencies of the Commonwealth of Pennsylvania

relating to the transfer, custody, deposit and application of Tax Revenues; and

- x. Such other documents, agreements, security agreements, financing statements, instruments and certifications, as the executing officers determine to be reasonable and appropriate to provide for the issuance of the Allonge, Note or Notes and to complete the financing for the Project as authorized by this Resolution.

Copies of the foregoing documents, together with the other documents relating to the transactions authorized hereby, in final form as executed and delivered by the parties thereto, shall be filed in the official records of the Authority.

6. 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.

7. The Authorizing Resolution and this Resolution R-2020-215, amending the Authorizing Resolution, are each hereby affirmed and this Resolution shall not be construed to abridge in any manner the authorizations set forth in the Authorizing Resolution, except as set forth herein.

8. The officers and agents of the Authority are hereby authorized to take such further actions to carry out the purposes of this Resolution.

9. 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-2020-215 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of May, 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 6th day of May 2020.

  
Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE  
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020-216

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), by Resolution R-2012-20 initially approved entry into a credit facility and by Resolution R-2014-44, Resolution R2015-78, Resolution R2017-122, Resolution R2017-138, Resolution 2017-139, Resolution R2018-162 and Resolution R2019-197 approved changes in the credit facility for projects to be developed by City Center Investment Corporation (the "Developer"); and

WHEREAS, the Authority entered into a Construction Loan Agreement dated February 13, 2013, amended by that certain Facility Modification Agreement dated May 3, 2013, and further amended by that certain Second Facility Modification Agreement dated January 7, 2014, by that certain Third Facility Modification Agreement dated April 30, 2014, by that certain Fourth Facility Modification Agreement dated October 29, 2014, by that certain Fifth Facility Modification Agreement dated April 18, 2015, by that certain Sixth Facility Modification Agreement dated August 20, 2015, by that certain Seventh Facility Modification Agreement dated June 3, 2016, by that certain Eighth Facility Modification Agreement dated August 12, 2016, by that Ninth Facility Modification Agreement dated November 1, 2016, by that Tenth Facility Modification Agreement dated December 28, 2016, by that Eleventh Facility Modification Agreement dated March 2, 2017, by that Twelfth Facility Modification Agreement dated June 7, 2107, by that Thirteenth Facility Modification Agreement dated June 28, 2017, effective as of July 6, 2017, amended by that Fourteenth Facility Modification Agreement dated April 19, 2018, amended by that Fifteenth Facility Modification Agreement dated December 9, 2018 effective as of December 27, 2018 and amended by that Sixteenth Facility Modification Agreement effective as of October 15, 2019 (together referred to as the "Construction Loan Agreement") with M&T Bank, successor in interest to Branch Banking and Trust successor in interest to National Penn Bank (the "Bank") and Co-Lenders named therein, defining the terms of the credit facility for the Developer's projects; and

WHEREAS, the Developer has requested the Authority approve a Seventeenth Facility Modification Agreement to the Construction Loan Agreement to release certain properties from collateral and decrease the Facility to an amount not to exceed \$85,000,000.00; and

WHEREAS, the Authority, the Developer and Guarantors, 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, 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) defining how funds are provided under the Construction Loan Agreement to the Developer to finance the development projects located within the Neighborhood Improvement Zone (the "NIZ"); and

WHEREAS the Funding Agreement provides for the Authority to approve any future projects by the Developer to be developed under the Construction Loan Agreement credit facility; and

NOW, THEREFORE, BE IT RESOLVED by the Authority, as follows that, subject to documentation satisfactory to the Authority with the advice of counsel,

1. (a) The Authority hereby approves the Seventeenth Facility Modification Agreement which releases a portion of Five City Center, Four City Center, Stata II, Strata III and 520 Hamilton from Collateral for the Construction Loan Agreement and reduces the Facility from \$125,000,000.00 to \$85,000,000.00: and

(b) The Authority hereby approves appropriate consolidation and integration of the prior amendments to the Funding Agreement along with modifications to clarify fees due hereunder and other necessary revisions resulting in a Second Amended and Restated Funding Agreement.

3. The Authority hereby authorizes the Executive Director or Chairperson of the Authority to act on behalf of the Authority to negotiate the terms of the Seventeenth Facility Modification to fulfill the Authority's obligations and rights hereunder as well as the Second Amended and Restated Funding Agreement.

4. 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.

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.

**END OF RESOLUTION**

**CERTIFICATION**

I, Pedro Torres, 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-2020-216 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of May, 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 6th day of May 2020.

  
\_\_\_\_\_  
Secretary