

**ANIZDA Board Meeting Minutes
May 4, 2022
America On Wheels
2nd Floor Meeting Room
5 North Front Street, Allentown, PA**

Attendees: Sy Traub, Esq., Stephen Breininger, Tiffany Polek and. Dr. Ann Bieber in person and John Stanley, Esq. and Lewis Edwards by video conference.

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

Members of the public were present.

- 1. Call to Order - The meeting was called to order by Stephen Breininger, Assistant Treasurer, at 5:00 p.m. -** A quorum was met. Sy Traub was initially present by phone conference as he was in transit.
- 2. Approval of March 2, 2022, Meeting Minutes –** A motion to approve the March 2, 2022, meeting minutes was made by A. Bieber, seconded by T. Polek and 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. Amendment of Bylaws- Resolution R2022-266

- a. J. Frank informed the board that the required 10-day advance notice to amend the Bylaws was provided. 6 positive votes are required to approve any Bylaw amendments.
- b. J. Frank explained that as a result of recent changes to the various election districts for members of the PA House of Representatives and Senate, there will be 3 PA Representatives elected for parts of the City of Allentown and there will be 2 elected Senators for parts of the City of Allentown. The proposed amendment to the Bylaws requires the 3 Representatives from the City to concur for appointments to serve on the Authority board and the 2 Senators to concur for appointments to serve on the Authority board.
- c. J. Stanley moved to approve and A. Bieber seconded Resolution R2022-266. The public was given the opportunity to comment. No public comment was received. The resolution passed with six votes in favor.

5. Transfer of Preliminary Excess NIZ Revenue for 2021 to Commonwealth- R2022-267

- a. S. Bamford reported, since the last board meeting, the state certified over \$94.5 million in revenue attributable to the NIZ for 2021 and the Final Accountants Allocation Report for 2021 has been issued allocating \$94,564,824. Of that total, \$50,877,875 has been allocated to debt service on Developer Dedicated Indebtedness. \$43,686,949 is pledged to debt service on the

arena bonds. Annual debt service on the arena bonds is approximately \$12.5 million. Therefore, there is excess NIZ revenue for 2021. In accordance with the terms of the agreement between ANIZDA and the PA Department of Revenue, ANIZDA is to transfer \$22 million in Preliminary Excess NIZ Revenue to the Department of Revenue at this time. S. Bamford explained the resolution authorizes transfer and the execution of an Officer's Certificate and Transfer Request to be delivered to the Master Trustee.

- b. J. Stanley moved to approve and A. Bieber seconded Resolution R2022-267. The public was given the opportunity to comment. No public comment was received. The resolution was approved. S. Traub was in transit and no longer on the phone to vote.

6. Public Improvement Project Credit Facility annual payment – Resolution R2022-268

- a. S. Bamford stated ANIZDA has a \$10 million line of credit with Peoples Security Bank and Trust. Proceeds of the line are used to fund public improvements such as the streetscape improvement currently underway on Hamilton Street. Annual payments on the line are funded from excess NIZ Revenue to the extent there is any, only after the \$22 million Initial Annual Excess NIZ Revenue payment to the PA Department of Revenue. S. Bamford explained this resolution authorizes a \$4 million payment to be applied to the outstanding balance on the line and execution of an Officer's Certificate and Transfer Request.
- b. A. Bieber moved to approve and J. Stanley seconded Resolution R2022-267. The public was given the opportunity to comment. No public comment was received. S. Traub had rejoined the meeting in person. The resolution was approved.

7. Executive Directors Report

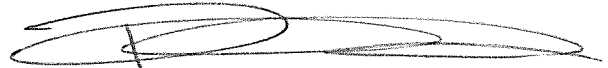
S. Bamford reported:

- a. Construction has commenced on the streetscape improvements in the 500 and 600 blocks of Hamilton Street funded with up to \$2 million from ANIZDA's Public Improvement Investment Program.
- b. The Governor was in Allentown to help celebrate the groundbreaking for the Da Vinci Science Center.
- c. Restaurant and bar Sports & Social opened at 7th and Hamilton across from PPL Center.
- d. Representatives from bond rating agency Moody's were in town to conduct a site visit as part of the annual review of ANIZDA's bond rating.

The meeting was adjourned at 5:14 pm.

Next ANIZDA Board Meeting: Wednesday, June 1, 2022, at 5:00 pm.

Respectfully Submitted

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2022-266

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 2.2A Board Members after April 1, 2022 to be added as follows:

SECTION 2.2A Board Members after April 1, 2022. With the adjustment of voting district boundaries for 2022 elections forward increasing the number of elected officials serving the City for each of the House of Representatives and the Senate, effective as of April 1, 2022, Senator shall herein be referred to as "Senators" and their Board member selections referred to as "Senators' Selections" and Representative shall herein be referred to as "Representatives" and their Board member selections referred to as "Representatives' Selections". Refer to Section 2.11 below for the process for selecting the Board members.

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

SECTION 2.11 Selection of Board Members. ~~Nominations and Elections~~ The Senators, the Representatives and the Mayor each have three (3) Selections as members of the Board to be known as the Mayor's Selection, Senators' Selection or Representatives' Selection. 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, Senators or Representatives shall designate their respective replacement member Selection or reappoint the serving member Selection. Said designation shall be in writing to the Authority Chairperson, the Mayor, the Senators and the Representatives.

Member Selection by each of the Senators and the Representatives shall be by concurrence amongst their respective group as Senators or Representatives. The Senators and Representatives shall solely determine how they reach concurrence within their respective group. Once concurred upon, the Senators' Selection or the Representatives'

Selection shall be set forth in writing and forwarded to the Authority Chairperson, the Mayor and the Senators or Representatives, as appropriate. Failing to reach concurrence on a Selection shall stop the Selection from moving forward.

The Mayor, the Senators, by their concurrent action, or by any one Senator if they do not reach concurrence, or the Representatives, by their concurrent action, or by any one of them if they do not reach concurrence, 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~~ Mayor, the Senators, by concurrent action, or the Representatives, by concurrent action, making the designation shall then make another designated Selection in writing to the Chairperson, Mayor, Senators and Representatives, as applicable, and so on, until there is no written disapproval of the designated Selection by either of the Mayor, the Senators or the Representatives, within fifteen (15) days of receipt of the designation. The designated Selection shall then be deemed approved by the Mayor, the Senators and the Representatives.

The Chairperson shall submit the name of the approved designated Selection to the Mayor. The Mayor shall appoint the approved designated Selection as successor or reappointed Board member. City Council shall authorize the Selection as Board member. Each Selection shall be designated and identified as either the Mayor's Selection, the Senators' Selection or the Representatives' Selection, as appropriate.

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.


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-2022-266 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of May, 2022. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	✓		
Eileen Aguilera	<i>absent</i>		
Dr. Ann Bieber	✓		
Stephen Breininger	✓		
Nelson Diaz	<i>absent</i>		
Lewis Edwards	✓		
Tiffany Polek	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	<i>absent</i>		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of May, 2022.



Asst. Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2022-267

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:

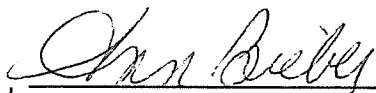
1. That the WHEREAS clauses set forth above are hereby incorporated herein.
2. That the Authority, in accordance with the terms of the Agreement with DOR, has determined that there are excess funds for 2021 held by the Bank of New York Mellon Trust Company, N.A. ("Master Trustee") in the Surplus Fund under the Amended and Restated Master Trust Indenture, initially dated as of September 15, 2012, amended and restated as of August 1, 2021 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 2021, 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 which is in excess of the sum required to pay debt service for the year 2022 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 excess noted above to the Excess NIZ Revenue Account, in accordance with the terms of the Agreement, the Authority hereby authorizes and directs payment of the Initial Annual Excess NIZ Revenue Payment, which is an amount equal to Twenty Two Million and 00/100 (\$22,000,000.00) Dollars which is the excess set forth in Section 3 above, from the Excess NIZ Revenue Account in accordance with Section 5.5(f) of the Amended and Restated 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 with a copy to 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-2022-267 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of May 2022. Authority members present and voting were as follows:

	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	<i>Absent from vote in transit</i>		
Eileen Aguilera	<i>absent</i>		
Dr. Ann Bieber	✓		
Stephen Breiningner	✓		
Nelson A. Diaz	<i>absent</i>		
Lewis Edwards	✓		
Tiffany Polek	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	<i>absent</i>		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of May 2021.


Asst. Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2022-268

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") duly adopted Resolution No. R-2020-225 on August 5, 2020, authorizing entry into a Credit Facility with Peoples Security Bank and Trust Company (the "Bank") which Credit Facility Loan Modification Agreement and Note Modification Agreement, were executed on December 9, 2020, and December 14, 2020 respectively; and

WHEREAS, under the Credit Facility, the Authority has made draws from the Bank utilized for payment of costs incurred for construction of certain approved public improvements in the City of Allentown Neighborhood Improvement Zone; and

WHEREAS, the Authority, by this Resolution, desires to take action to pay down a portion of the indebtedness incurred and

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 has determined that there remains excess NIZ Revenue for 2021 held by the Master Trustee in the Surplus Fund under the Amended and Restated Master Trust Indenture over and above the sum required to pay debt service for the year 2022 on the Master Trust Indenture Obligations, the amount to be held in the Surplus Fund to maintain the Surplus Fund Reserve Requirement and after payment of the Preliminary Annual Excess NIZ Revenue which will be distributed to the Commonwealth of Pennsylvania forthwith in accordance with the Agreement with the Commonwealth of Pennsylvania acting through the Department of Revenue through the Office of Budget effective as of January 31, 2016.
3. That the Authority hereby authorizes transfer from the Surplus Fund to the Excess NIZ Revenue Account the sum of Four Million and 00/100 (\$4,000,000.00) Dollars and then payment of said sum by the Master Trustee to the Bank in accordance with the Officer's Certificate and Transfer Request Peoples Security and Trust Company ("Certificate").
4. That the Chairperson or Vice Chairperson of the Authority is hereby authorized to execute the Certificate and to deliver said Certificate to the Master Trustee.

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 the date of 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-2022-268 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of May 2022. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.	✓		
Eileen Aguilera	<i>absent</i>		
Dr Ann Bieber	✓		
Stephen Breininger	✓		
Nelson A. Diaz	<i>absent</i>		
Lewis Edwards	✓		
Tiffany Polek	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	<i>absent</i>		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of May 2022.


Asst. Secretary