

ANIZDA Board Meeting Minutes
June 1, 2022
America On Wheels
2nd Floor Meeting Room
5 North Front Street, Allentown, PA

Attendees: Sy Traub, Esq., Stephen Breininger, Tiffany Polek, Dr. Ann Bieber and P. Torres in person and John Stanley, Esq., Eileen Aguilera and Nelson Diaz by video conference.

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

Presenter: Edmund Fosu-Laryea, Partner, Barbacane Thornton and Company

Members of the public were present.

- 1. Call to Order - The meeting was called to order by S. Traub, Chairman, at 5:00 p.m. - A quorum was met.**
- 2. Approval of May 4, 2022, Meeting Minutes –** A motion to approve the May 4, 2022, meeting minutes was made by A. Bieber, seconded by S. Breininger who noted the minutes should be corrected to identify him as Assistant Treasurer. The minutes were approved as modified.
- 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. Receipt and Acceptance of the Audit of Financial Statements as presented by Barbacane, Thornton & Company LLP for the year ended December 31, 2021 –Resolution R2022-269**
 - a. E. Fosu-Laryea presented the independent auditor’s report and financial statements including an opinion that the financial statements present fairly, in all material respects, the financial position of the Allentown Neighborhood Improvement Zone Development Authority as of December 31, 2021 and 2020, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.
 - b. P. Torres moved to approve, and S. Breininger seconded, Resolution R2022-269. The public was given the opportunity to comment. No public comment was received. The resolution was approved.
- 5. First Quarter 2022 Statement of Operational Revenue and Expenses**
 - a. S. Bamford presented the financial report for the first quarter of 2022 which is prepared on a cash basis for unrestricted operating accounts.

- b. Revenue for the first quarter totaled approximately \$273,000, \$40,000 less than budgeted. We had budgeted to receive a fee at closing on the Da Vinci bond issue in the first quarter. Although closing did not occur in the first quarter, we continue to work with the Da Vinci Science Center toward a future closing.
- c. Expenses for the first quarter totaled approximately \$70,000 on a cash basis. ANIZDA received payments from the arena operator and City Center during the first quarter for reimbursement of expenses ANIZDA paid in the 4th quarter of last year. ANIZDA also received \$40,000 from the refunding bond proceeds in the first quarter as reimbursement of legal fees. The net effect, on a cash basis, is reduced expenses in the first quarter.
- d. Net income for the first quarter totaled \$203,000.

6. Revocation of Project, Credit Facility, and Guaranty of Allocation Approval for Brewers Hill Development Group – Resolution R2022-270

- a. S. Bamford reported that in March of 2020, the board approved entering into a funding agreement and guaranty of allocation to assist Brewers Hill Development Group in the financing of the improvements to Building J, the bottling building, on the site of the long vacant Neuweiler Brewer. Loan documents were drafted, approval from PA DCED and Moody's were obtained, but the developer chose not to proceed with the development project. Subsequently, Brewers Hill Development Group sold the site to an affiliate of the Manhattan Building Company. This resolution revokes the prior approvals, but it does not preclude Manhattan Building Company from applying to ANIZDA at some point in the future for a project on this site.
- b. A. Bieber moved to approve, and S. Breininger seconded, Resolution R2022-270. The public was given the opportunity to comment. No public comment was received. The resolution was approved.

7. Authorization of Executive Director performance bonus – Resolution R2022-271

- a. S. Traub summarized the Executive Director's activities and key accomplishments for the last 6 months and recommended payment of a \$7,500 bonus.
- b. S. Breininger moved to approve, and P. Torres seconded, Resolution R2022-271. The public was given the opportunity to comment. No public comment was received. The resolution was approved.

8. Executive Directors Report

S. Bamford reported:

- a. Pricing of the Subordinate Tax Revenue Bonds, Series 2022 for the City Center projects occurred last week. The par amount was \$116 million. Closing is scheduled for June 7th.

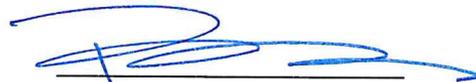
- b. Update on the streetscape improvements funded through the public improvement program
 - a. 500-600 blocks of Hamilton - Construction is well underway.
 - b. 6th and Linden/7th and Turner - Construction commenced this week.
 - c. 900 block of Hamilton – Construction expected to start in July.
 - d. 1000 and 1100 blocks of Hamilton- Construction expected to start in the fall.

- c. Riverside Drive has opened to traffic from Linden St. extending north through The Waterfront, under the American Parkway bridge and back out to Front St.

The meeting was adjourned at 5:22 pm.

Next ANIZDA Board Meeting: Wednesday, July 6, 2022, at 5:00 pm.

Respectfully Submitted

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

Secretary

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY**

RESOLUTION NO. R-2022-269

BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby authorizes acceptance of the 2021 Audit as presented to the Authority at the meeting by the Authority's Auditors, Barbacane, Thornton and Company LLP.

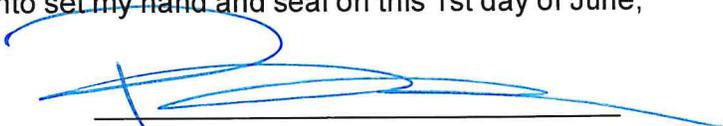
CERTIFICATION ON NEXT PAGE

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-2022-269 of the Board of the Authority passed at a duly convened meeting of said Board on the 1st day of June, 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	✓		
Dr Ann Bieber	✓		
Stephen Breininger	✓		
Nelson A. Diaz	✓		
Lewis Edwards	absent		
Tiffany Polek	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 1st day of June, 2022.



Secretary

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY
RESOLUTION 2022-270
REVOKING
RESOLUTION NO. R-2020-213**

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), a public instrumentality of the Commonwealth of Pennsylvania and a body politic and corporate, authorized and empowered by the provisions of the Economic Development Financing Law of the Commonwealth of Pennsylvania, 73 P.S. 371 *et seq.*, as amended (the "Act") as an industrial development authority, received an application from Brewers Hill Development LP and Ruckus Marketing LLC (together the "Developer") to provide security for a construction loan to finance the costs of a certain development project within the NIZ for the capital improvements to an approximate 42,000 square foot commercial building structure identified as Building J including selective demolition, construction rehabilitation and fit out for office and mixed use commercial purposes located at 401-451 N. Front Street and 16 W. Liberty Street, Allentown, PA, in the NIZ, and for certain costs incidental thereto, including, without limitation, the reimbursement of the City or the Authority for certain expenditures within the NIZ related to the foregoing described development (referred to as the "Project"); and

WHEREAS, the Authority approved Resolution R2020-213 on March 4, 2020 authorizing entry into a funding agreement (the "Funding Agreement") with the Developer and approval of a Guaranty of Allocation of NIZ Tax Revenues to the debt service for the loan to the Developer for the Project with terms and conditions consistent with the Act, the NIZ Act and the terms and conditions in the proposed Commitment from QNB (the "Bank") dated February 13, 2020 as a private placement; and

WHEREAS, in connection with the Project and the draft loan documents, the Authority filed for and received approval thereof with the Commonwealth of Pennsylvania's Department of Community and Economic Development (the "DCED Filing") and secured a waiver from Moody's Services, Inc., and

WHEREAS the Developer did not proceed with and abandoned the Project and has sold its interest in the building and the premises, and

WHEREAS, the Board now desires to revoke authorization of all action by the Authority necessary to affect the issuance, execution and delivery of the Guaranty of Allocation for the Project.

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

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

2. The Authority hereby revokes Resolution 2020-213 which revokes approval of the Project, and the Credit Facility for the Project, and hereby revokes acceptance of (i) the Commitment Letter from the Bank (ii) issuance of the Credit Facility and (iii) issuance of the Guaranty of Allocation and (iv) entry into the Funding Agreement with the Developer.

3. This revocation shall not have a negative impact on any future proposed development for the premises involved and thus allows any owner to seek a project approval under the NIZ for the premises free of any provisions of the Resolution R2020-213 as they relate to the specific Project outlined therein.

4. All actions previously taken in furtherance of the purposes of Resolution R2020-213 are hereby revoked. The officers of the Authority are hereby authorized to take such further actions to carry out the purposes of this Resolution.

10. 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 and control from and after its adoption.

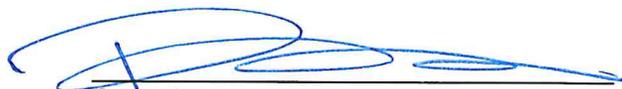
END OF RESOLUTION

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Dr Ann Bieber	✓		
Steven Breininger	✓		
Nelson A. Diaz	✓		
Lewis Edwards	<i>absent</i>		
Tiffany Polek	✓		
John Stanley, Esq.	✓		
Pedro L. Torres, Jr.	✓		

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Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2022-271

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 for the period to date,

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 forthwith.

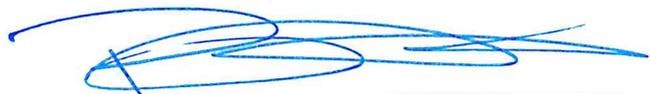
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