

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2023-305

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 Preliminary and Year End Amount Excess NIZ Revenue to DOR among other things; and

WHEREAS the Agreement was executed by all parties and is effective as of January 31, 2016; and

WHEREAS, for the calendar year 2022, the Authority adopted Resolution R2023-286 authorizing distribution of the Preliminary Annual Excess NIZ Revenue to the Commonwealth of Pennsylvania; and

WHEREAS, the Authority by this Resolution desires to take further action in accordance with the terms of said Agreement and the Amended and Restated Master Trust Indenture initially dated as of September 15, 2012, amended and restated as of August 21, 2021(the "A&R Master Trust") between the Authority and Bank of New York-Mellon Trust Company N.A. ("Master Trustee"),

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

1. That the WHEREAS clauses set forth above are hereby incorporated herein.
2. That in the Surplus Fund held by the Master Trustee under the A&R Master Trust there is Excess NIZ Revenue for 2022 remaining for distribution over and above the Preliminary Annual Excess NIZ Revenue distributed to the Commonwealth under the Agreement in accordance with Resolution R2023-286.
3. That the Authority hereby authorizes transfer from the Surplus Fund to the Excess NIZ Revenue Account an amount equal to the balance remaining in the Surplus Fund after payment of the sum paid for debt service for the year 2023 on the A&R Master Trust Obligations and retention in the Surplus Fund of the amount required to maintain the Surplus Fund Reserve Requirement.
4. That, in accordance with the terms of the Agreement, the Authority hereby authorizes payment of the Pro Rata share of the Year End Annual Excess NIZ Revenue Payment to the Commonwealth of Pennsylvania, from the Excess NIZ Revenue Account in accordance with Section 5.5(a) of the A&R Master Trust, and to the local governmental entities that collected local taxes included in the NIZ Revenues, as set forth in the Officer's Certificate and Transfer Payment ("Certificate") attached hereto.
5. The Chairperson or Vice Chairperson of the Authority is hereby authorized to execute the Certificate and to deliver said Certificate to the Master Trustee and DOR.

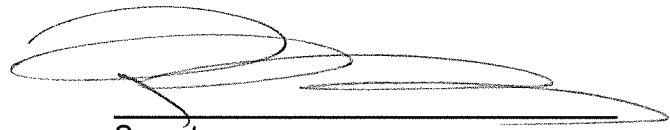
6. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, are, to the extent of such conflict, hereby repealed and this Resolution shall be in immediate effect from and after the date of its adoption.

CERTIFICATION

I, Pedro L. Torres, Jr., Secretary of the Neighborhood Improvement Zone Development Authority, do hereby certify that the foregoing is a true and correct copy of the Resolution R-2023-305 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of December, 2023. Authority members present and voting were as follows:

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

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of December, 2023.



 Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2023-306

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 2024 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-2023-306 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of December, 2023. 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	absent		
Dr Ann Bieber	✓		
Stephen Breininger	✓		
Nelson A. Diaz	✓		
Vacant	N/A		
Tiffany Polek	absent		
John Stanley, Esq.	absent		
Pedro L. Torres, Jr.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of December, 2023.


Secretary

Allentown Neighborhood Improvement Zone Development Authority
Estimated Operating Budget (Cash Basis)
Fiscal Year Ending December 31, 2024

	Year 2024
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ESTIMATED REVENUE (CASH RECEIVED)

Arena Rent	346,667
Developer Fees	1,041,089

TOTAL ESTIMATED REVENUE	1,387,756
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ESTIMATED CASH EXPENDITURES

Staff Salary and Benefits	335,174
Rent and Utilities	26,478
Office Set up and Fit-out	4,000
ANIZDA Legal Fees	110,000
Compliance Officer/Allocation Agent	232,480
Trustee/Rating Agency/ FA Fees	21,000
Insurance	25,691
Project Development Contingency	75,000
Annual Audit	41,000
Marketing	60,000
Planning	35,000
Accounting	24,610
Miscellaneous	56,280

TOTAL ESTIMATED CASH EXPENDITURES	1,046,713
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CASH RECEIVED LESS CASH EXPENDITURES	341,043
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ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2023-307


BE IT RESOLVED that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby approves the Capital Additions Budget for 2024 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-2023-307 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of December, 2023. 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	absent		
Dr Ann Bieber	✓		
Stephen Breininger	✓		
Nelson A. Diaz	✓		
Vacant	N/A		
Tiffany Polek	absent		
John Stanley, Esq.	absent		
Pedro L. Torres, Jr.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of December, 2023.


Secretary

**Preliminary Capital Additions Budget
2024**

Sources of Revenue:

On Deposit with PLGIT	\$ 674,105
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Estimated Expenses to be determined as costs are identified specifically:

Improvements to the Parking Facilities connected to the Arena	\$674,105
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ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2023-308

BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby reappoints King, Spry, Herman, Freund & Faul, LLC to continue as its general counsel for legal services for the year 2024 through 2026 in accordance with the terms of the Engagement of Legal Services attached hereto as Exhibit "A".

CERTIFICATION

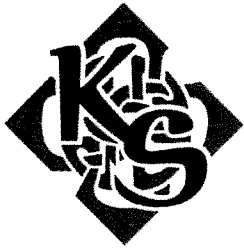
I, Pedro L Torres, Jr., Secretary of the Allentown Neighborhood Improvement Zone Development Authority, do hereby certify that the foregoing is a true and correct copy of the Resolution R-2023-308 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of December, 2023. Authority members present and voting were as follows:

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

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of December, 2023.



Secretary



ENGAGEMENT OF LEGAL SERVICES FOR 2024 through 2026

JEROME B. FRANK
DONALD F. SPRY II
KENT H. HERMAN
JOHN E. FREUND, III
GLENN M. HAZELTINE*
ALAN S. BATTISTI
PAUL S. FRANK
BRIAN J. TAYLOR**
MICHAEL A. GAUL
KEVIN C. REID*
ELIZABETH M. KELLY
KRISTINE RODDICK
REBECCA A. YOUNG
DOROTA GASIENICA-KOZAK*
JODY A. MOONEY**
JESSICA F. MOYER
MATTHEW T. TRANTER*
GRAIG M. SCHULTZ*
AVERY E. SMITH*
KARLEY BIGGS SEBIA*
JONATHAN M. HUERTA
RICHARD L. CAMPBELL, JR.
TAISHA K. TOLLIVER-DURAN*
SARAH MODRICK, LL.M.**
NIKOLAUS A. BAIKOW
ALYSSA M. HICKS
JENNIFER BOLIVAR
PAIGE M. GROSS

King, Spry, Herman, Freund & Faul, LLC proudly submits this proposal for the scope of our continued legal services to the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"). If accepted, this will constitute our agreement from January 1, 2024 through December 31, 2026.

SERVICES

King, Spry, Herman, Freund & Faul, LLC (KSHFF) will provide comprehensive general counsel, legal consultation services, and representation on all legal matters affecting the Authority. It is anticipated that, from time to time, after consultation with KSHFF, the Authority may engage special counsel as may be recommended by KSHFF, as required by the Attorney's Code of Professional Responsibility, or as may be in the best interests of the Authority.

COMPENSATION

1. Monthly Meeting Fee: The services included under this Fee includes attendance at one (1) monthly Board public meeting month and any accompanying Executive Sessions immediately preceding or following the public meeting.

For services to be rendered under the Monthly Meeting Fee, the Authority will pay KSHFF, \$2,400.00 annually, payable monthly in twelve (12) separate equal installments of \$200.00 per month.

2. General Legal Services: For general legal services other than attendance at one public Board meeting per month and not involved in litigation or bond counsel services, the Authority shall be billed at the blended rates for attorney Member/Partners and Associates and paralegals as follows:

\$205/hour attorney; \$95/hour paralegal

There would be no additional charge for normal clerical or secretarial time devoted to Authority matters.

OF COUNSEL:
E. DRUMMOND KING
DOMENIC P. SBROCCHI
TERENCE L. FAUL
KIRBY G. UPRIGHT, LL.M., CPA
JAMES J. RAVELLE, Ph.D., JD.
KATHLEEN CONN, Ph.D., JD., LL.M.
RICHARD J. SHIROFF

AFFILIATED WITH:
WEISS BURKARDT KRAMER, LLC
PITTSBURGH, PA 15219

*LICENSED IN PA AND NJ
**LICENSED IN PA AND NY
***LICENSED IN PA, NJ AND NY

3. Litigation Services: For matters where KSHFF represents the Authority in litigation, the Authority will be billed at a blended rate of \$210.00 per hour for attorneys, and \$95.00 per hour for paralegals. Where our firm is approved as defense counsel for the Authority's insurance carrier, our rates will be consistent with the rates approved by the carrier. Litigation shall include identifiable disputes where the Authority is to be represented before a court, administrative agency, or in mediation or arbitration.

Our firm is approved and qualified as defense counsel for a number of insurance carriers, including those that cover errors and omissions insurance. In the event of litigation or a claim or suit within coverage of the Authority's error and omissions policy, and assuming the Authority agrees to submit such claims to its insurance carrier for coverage and defense, we would handle such claims upon the request of the Authority designating our firm as defense counsel for the Authority. In the event of such designation, we agree to accept the hourly rates approved by the insurance carrier.

4. Billing: We will submit itemized invoices monthly. Litigation matters subject to the approved insurance rate will be invoiced separately. Bond Counsel fees will be paid at closing and will be contingent upon a successful closing.
5. Reimbursable Expenses: The Authority agrees to reimburse KSHFF payment of out-of-pocket expenses advanced including, but not limited to, filing fees for legal documents, advertising, experts, exhibit preparation, photocopying in excess of 50 copies, and overnight delivery costs. Long distance telephone charges, photocopying under 50 copies, mileage, and postage will not be charged unless reimbursable by insurance.

FINANCE AND BOND COUNSEL SERVICES

KSHFF represents and warrants that it is qualified and experienced in the handling of tax-exempt municipal bonds and other municipal finance matters. In the event the Authority elects to use the services of KSHFF for purposes of bond counsel in a general obligation financing, KSHFF's fee will be ordinarily calculated as follows:

<u>Issue Amount</u>	<u>Fee Amount/Multiplier</u>
\$0-\$3.5 million	\$7,500.00 - Flat
\$3.5 -\$10 million	.0015 x total issue up to \$10,000,000.00
\$10-\$25 million	Above multiplier plus .0010 x issue over \$10,000,000.00
Over \$25 million	Above multiplier plus .0005 x issue over \$25,000,000.00

November 30, 2023
Page 3 of 3

Should the financing transaction present unusual issues or complexity, KSHFF will advise the Authority and arrive at a mutually agreed upon fee before undertaking the assignment. Should KSHFF act as local counsel in a transaction where opinion of counsel is required, KSHFF shall be entitled to reasonable counsel fees based on the size of the transaction or risk. Should KSHF&F be consulted for bond counsel issues, the rate for such services will be a blended attorney rate of \$300.00 and \$125.00 for paralegal services.

PERSONNEL ASSIGNED

Jerome B. Frank, Esquire, will be the primary responsible attorney assisted by Paul S Frank, Esq and other Member/Partners, Associates or Paralegals who may be assigned tasks at our discretion. Other than for services covered under the Monthly Meeting Fee, and except with regard to bond counsel tasks, charges for services will be based upon the time required to perform the task.

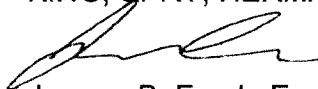
For bond counsel services, the primary responsible attorney will be Kevin C. Reid, Esquire.

Our firm has secured and will be pleased to provide to the Authority evidence of Professional Liability Insurance in an amount of Ten Million (\$10,000,000.00) Dollars.

If you desire to discuss the fee schedule, or our proposal, please contact me at (610) 332-0390, or my e-mail address below.

Very truly yours,

KING, SPRY, HERMAN, FREUND & FAUL



Jerome B. Frank, Esquire
jfrank@kingspry.com

JBF/sm

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2023-309

WHEREAS, since 2017, Steven Bamford has skillfully performed the duties of the Executive Director of the Authority in response to the multiple 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:

- 1) payment of the semi-annual bonus of \$7,500.00 for the year 2023, as provided for in the employment letter dated December 6, 2016, and
- 2) continuing engagement of Steven Bamford as Executive Director for the year 2024 in accordance with the terms of his employment letter dated December 6, 2016 with modification to:
 - (i) increase the base annualized salary to \$185,145.00 effective January 1, 2024
 - (ii) eliminate section 3 regarding a semiannual bonus
 - (iii) eliminate Section 5 in its entirety and replace it with the following:

Section 5. You and your family are eligible to participate in the group insurance plan providing health, dental and vision benefits established by ANIZDA for its employees. For traditional health insurance plans, ANIZDA pays 80% of premiums. For an IRS Qualified High Deductible Health plan, ANIZDA pays 80% of an annual premium and the employer contribution to a Health Savings Account equal to 80% of the contribution limit for the year
 - (iv) retain in effect all other terms remaining as set forth in the employment 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-2023-309 of the Board of the Authority passed at a duly convened meeting of said Board on the 6th day of December, 2023. 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	absent		
Dr Ann Bieber	✓		
Stephen Breininger	✓		
Nelson A. Diaz	✓		
Vacant	N/A		
Tiffany Polek	absent		
John Stanley, Esq.	absent		
Pedro L. Torres, Jr.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of December, 2023.


Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT
ZONE DEVELOPMENT AUTHORITY

RESOLUTION R-2023-310

BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby approves holding the Authority monthly public meeting at 5:00 pm in the America on Wheels Museum at 5 N Front Street, Allentown, Pennsylvania for the calendar year 2024 on the dates set forth on the attachment hereto.

BE IT FURTHER RESOLVED that the dates shall be publicly advertised as required by law.

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-2023-310 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of December, 2023. Authority members present and voting were as follows:

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

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of December, 2023.


 Secretary

PUBLIC NOTICE

Allentown Neighborhood Improvement Zone Development Authority (ANIZDA) 2024 Board Meeting Schedule

The regular public meetings of the Allentown Neighborhood Improvement Zone Development Authority (ANIZDA) for the calendar year 2024, will be held in the America on Wheels Museum located at 5 N. Front Street, Allentown, Pennsylvania, at 5:00 P.M.

Dates are: January 3, February 7, March 6, April 3, May 1, June 5, July 3, August 7, September 4, October 9, November 6, December 4.

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY**

RESOLUTION NO. R-2023-311

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the “**Authority**”) and the City Center Investment Corporation, as Grantee and Related Entities enumerated therein, have entered into the Third Amended and Restated Funding Agreement -- Trust Indenture Bonds dated as of June 1, 2022, effective as of June 7, 2022 (the “**Funding Agreement**”); and

WHEREAS, *Article VII--Assignment, Transfer , Preservation of Existence*, of the Funding Agreement provides that neither the Grantee nor the Related Entities may: assign or transfer its rights or responsibilities under the Funding Agreement without prior written consent of the Authority, change ownership without prior written approval of the Authority, or enter a sale or transfer of all or any portion of Grantee Projects without making arrangements for the continuing payments of all amounts required to be paid under the Funding Agreement; and

WHEREAS, no sale or transfer of all or any portion of the Grantee Projects shall be made by the Grantee or any Related Entity under the Funding Agreement unless provision is made for the continuing compliance with subsections (f) and (g) of *Article IV Payment Provisions; Fiscal Responsibilities; And Provision of Information* (relating to the Filing Report Covenant and Covenant to Provide Updates to the Indentures, respectively) under the Funding Agreement; and

WHEREAS, the Grantee and a Related Entity, Three City Center OP, LP, now request the Authority approve and consent to the transfer of ownership, by a gift of the real property in Allentown, Pennsylvania upon which sits a Grantee Project (known as “**513 W. Hamilton St.**” or “**Three City Center**”), to the Donor Advised Fund named herein dealing with specialty assets; and

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

1. The Recitals set forth above are hereby incorporated as part of this Resolution.
2. The Authority hereby approves and authorizes the Authority’s written consent and approval to the transfer and change in ownership of 513 W. Hamilton Street, owned by Three City Center OP, LP to Dechomai Asset Trust, (the “**Donee**”), a Donor Advised Fund dealing with specialty assets, in accordance with Article VII of the Funding Agreement, subject to the following:
 - A) The Donee (and any transferee of Donee) shall acknowledge and concur that Three City Center shall remain as a Grantee Project for all purposes under the Funding Agreement and the related Bond Indentures notwithstanding its transfer in ownership to Donee;

- B) Grantee shall enter into a Property Management Agreement with the Donee (or any transferee of Donee) and such agreement shall acknowledge and confirm, *inter alia*, as Donee's agent, Grantee's obligations under the Funding Agreement to make all payments due under the Funding Agreement and the continuing compliance thereunder with respect to subsections (f) and (g) of Article IV of the Funding Agreement to the satisfaction of the Authority; and
- C) The Property Management Agreement, the Memorandum of Understanding and other transfer documents entered into by Grantee and/or Three City Center OP, LP, as Donee's agent or otherwise, with the Donee shall incorporate within them the provisions set forth above, survive the initial and any subsequent transfer, commit the Donee or any subsequent transferee to certain compliance requirements and be satisfactory to the Authority upon the initial and any subsequent transfer, any such satisfaction of which shall not be unreasonably delayed or withheld.

3. 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 and negotiate any necessary documentation as may be required under the terms of this Resolution or modifications as may be required to the Funding Agreement, if any.

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 and fulfill the purposes of this Resolution and to consummate the transactions contemplated hereby.

5. 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.


6. 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

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-2023-311 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of December, 2023. 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	Absent		
Dr. Ann Bieber		✓	
Stephen Breininger	✓		
Nelson A. Diaz	✓		
Vacant	N/A		
Tiffany Polek	Absent		
John Stanley, Esq.	Absent		
Pedro L. Torres, Jr.	✓		

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of December, 2023.



 Secretary