

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2024-319

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), assumed by assignment the Lease Agreement by and between the Allentown Commercial and Industrial Development Authority and BDH Development, LLC, dated December 9, 2011, as amended, (the "Lease") for lease of what is now known as the PPL Center including integrated restaurants (the "Arena"); and

WHEREAS, Arena construction was substantially completed on or about August 31, 2014, and the first Lease Year commenced September 1, 2014; and

WHEREAS, under the terms of the Lease, commencing thirty (30) days after the end of each Lease Year, BDH Development, LLC, referred to as the "Operator", covenants to annually deposit for each Lease Year into the Capital Reserve Fund the sum of Five Hundred Thousand and 00/100 (\$500,000.00) Dollars to be utilized on Capital Repairs and Capital Improvements; and

WHEREAS, for the tenth (10th) Lease Year commencing as of September 1, 2023, the Authority and the Operator representatives have had discussions and reached concurrence that there was a need for certain Capital Repairs and Capital Improvements (the "Capital Repairs") to the Arena;

NOW, THEREFORE, be it resolved by the Authority as follows that:

1. For the tenth (10th) Lease Year commencing as of September 1, 2023, the Authority hereby authorizes the expenditure by or reimbursement to the Operator for Capital Repairs to the Arena of not more than Four Hundred Four Thousand Five Hundred Seventeen and 00/100 (\$404,517.00) Dollars for the following:

Expenditures by Operator:

- a) Concourse Flooring (hallway) ML#58- est. \$15,000.00
- b) Retractable seating (repairs) ML#91-est. \$12,000.00
- c) Audio/Visual Systems Equipment (wireless microphones) ML#164 est. \$15,000.00

Reimbursement for Condominium Association costs charged to Operator for arena portion:

- a) Doors ML# 44- \$8,036.00
- b) CUP Chillers (Arena portion) ML#123- \$19,738.00
- c) CUP Fans ML#128 - \$7,406.00
- d) CUP Pumps ML#110-\$14,590.00
- e) CUP Heat Exchangers/Water Heaters ML#114-\$77,945.00

Reimbursement for costs incurred by Operator:

- a) Wireless System Equipment & Wiring (year 10 includes Lutron) ML#162-\$193,009.00
- b) Ice Floor Equipment Repair (Hot Water Heater) ML#93 \$21,546.00
- c) Ice Floor Refrigeration Repairs (Brine Pump) ML#93 \$14,380.00
- d) Ice Floor Slab Repair (Anchor Point) ML#93 \$5,867.00

and to take a credit for the Capital Repairs for the 10th Lease Year from the Capital Reserve Fund annual deposit due for the 10th Lease Year on or before September 30, 2024 on condition that (1) Operator provides to the Authority adequate evidence such as checks and invoices that the expenses incurred were made to Capital Repairs of the Arena and (2) the Operator shall pay into the Capital Reserve Fund the balance due of not less than Ninety Five Thousand Four Hundred Eighty Three and 00/100 (\$95,483.00) Dollars on or before September 30, 2024.

2. 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 agreement and/or documents to complete this transaction and to take any and all such actions necessary, with the advice of counsel, to implement fulfillment of the terms of this Resolution and to consummate the transaction contemplated herein.
3. 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 purpose of this Resolution as may be deemed necessary.

4. 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.

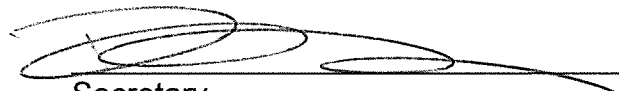
END OF RESOLUTION

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-2024-319 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of September 2024. Authority members present and voting were as follows:

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

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of September 2024.


Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2024- 320

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") by its Resolution No. R-2017-130 approved entry into a Credit Facility with Peoples Security Bank and Trust Company (the "Bank"), modified by Resolutions No. R-2018-175, R.-2020-225 and R-2023-292, to finance public development and improvements approved by the Authority, and

WHEREAS, the Authority has requested a further modification to the Credit Facility to extend the maturity date, and

WHEREAS, the Bank and the Guarantor have agreed to said modification along with certain other clarifying changes to the Credit Facility subject to approval by the Authority

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

1. The Authority hereby accepts and approves modification of the Credit Facility Maturity date from June 15, 2025 to June 15, 2028, along with certain other clarifying changes negotiated by the Executive Director with the advice of the Solicitor

2. The Authority accepts and approves the execution by its officers and approves delivery of a Third Loan Modification Agreement and Promissory Note Modification Agreement as may be needed and acceptable to all parties.

3. The Authority hereby authorizes and ratifies action of the Executive Director, Chairperson, or Vice Chairperson, and the Secretary or any Assistant Secretary, to execute and attest, where deemed necessary, any modifications to the 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.

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.

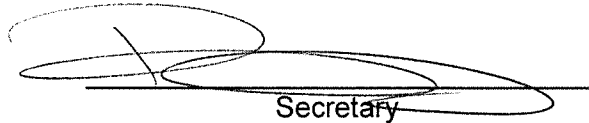
5. All resolutions and orders or parts thereof in conflict with the provisions of this Resolution are to the extent of such conflict hereby repealed and this Resolution shall be in immediate effect from and after its adoption.

CERTIFICATION

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-2024-320 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 4th day of September 2024. Authority members present and voting were as follows:

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

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 4th day of September 2024.


Secretary