

**ANIZDA Board Meeting Minutes
December 6, 2017
America On Wheels
2nd Floor Hubcap Café
5 North Front Street, Allentown, PA**

Attendees: Seymour (Sy) Traub, Nelson A. Diaz, Gregory N. Dudkin, David Mickenberg, Tiffany Polek, John Williams, Jr., Esq., Oldrich Foucek, Esq.

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

Presenters: J. B. Reilly (City Center Investment Corporation), Scott Shearer (PFM Advisors, LLC), Michael Barnes, Esq. (Saul Ewing), Mark Jaindl (Jaindl Enterprises), Zac Jaindl (Jaindl Enterprises)

Members of the public and press were present.

1. Call to Order

The meeting was called to order by Sy Traub, Chairman, immediately following ANIZDA's Project Review Committee Meeting. A quorum has been met and the meeting proceeded accordingly.

2. Approval of the November 1, 2017 Meeting Minutes

A motion to approve the November 1, 2017 meeting minutes was made by O. Foucek, seconded by D. Mickenberg and unanimously passed.

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. Members of the media were present.

4. City Council Recognized Urban Land Institute Global Award for Excellence -- Sy Traub announced receipt of a letter from City Council congratulating ANIZDA's board for recent Urban Land Institute Global Award for Excellence.

5. Request by The Waterfront Development Company for approval of Phase II Projects and Plan of Finance – Resolution R2017-137

- a. Zac Jaindl presented Phase II of The Waterfront Development Plan for approval. Phase I was approved by the ANIZDA board previously. Phase II of The Waterfront consists of: Three (3) class A office buildings totaling approximately 340,000 square feet, which buildings will include first floor restaurant and/or retail space totaling approximately 45,000 square feet located at 715, 745 and 815 Waterfront Drive; two residential apartment buildings containing a total of approximately 260 market rate units with first floor restaurant/retail of approximately 30,400 square feet to be located at 760 and 830 Waterfront Drive; one parking structure for approximately 650 vehicles located at and attached to 710 Waterfront Drive; and public area infrastructure including underground utilities, continuation of the river walk and Waterfront Drive and on-street parking. The developer

requested approval of a Plan of Finance to fund both Phase I and II that includes a Main NIZ Credit Facility for a sum not to exceed \$214 million.

- b. A motion to approve Resolution R2017-137 was made by G. Dudkin and seconded by J. Williams and after discussion and no comment from the public, the motion passed unanimously.

6. Request by City Center Investment Corporation for 702 Hamilton Tower and 900 Hamilton Master Development Plan use approvals and increased credit facility – Resolution R2017-138

- a. J.B. Reilly of City Center Investment Corporation presented 702 Hamilton Tower and the 900 Hamilton Master Development Plan for approval.
 - 1) The proposed 702 Hamilton Tower consists of approximately 350,000 square feet of office space and may include one or more accessory structures totaling an additional 100,000 square feet. The project is to be located at 702 Hamilton Street with the possibility of extending to S. Hall Street.
 - 2) The proposed 902 Hamilton Tower development plan consists of approximately 260,000 square feet of office space, a 101 room select service hotel and a 30,000-square foot conference and expo center to be located at 902 Hamilton Street.
 - 3) The proposed 932 Hamilton Apartments development plan consists of a 6-story facility with approximately 95 residential apartments and approximately 4,000 square foot retail on the first floor located at 932 Hamilton Street.
- b. J.B. Reilly also requested approval of an increase in the existing Construction Loan Agreement credit facility from \$125 million to \$350 million.
- c. A motion to approve Resolution R2017-138 was made by O. Foucek and seconded by G. Dudkin and after discussion and comment from the public, the motion to approve was unanimously passed.

7. Request by City Center Investment Corp for issuance of tax revenue bonds– Resolution R2017-139

- a. J. B. Reilly of City Center Investment Corporation (CCIC) requested issuance of tax revenue bonds not to exceed \$235 million to be used for financing or refinancing CCIC projects. The bonds are to be secured by CCIC NIZ Revenues and are not general obligation bonds of ANIZDA. Scott Shearer, Managing Director of Public Financial Management and financial advisor to ANIZDA on prior bond issues, provided a bond market update and reviewed the proposed financing, its effect on ANIZDA and timeframe. Michael Barnes, Esq. of Saul Ewing, bond counsel to ANIZDA on prior bond issues, also addressed the board.
- b. A motion to approve Resolution R2017-139 was made by O. Foucek, seconded by G. Dudkin, and after discussion and no comment from the public, unanimously passed.

8 Year End Annual Excess NIZ Revenue—Resolution R2017-140

- a. In accordance with the terms of the Agreement with the Pennsylvania Department of Revenue, ANIZDA has determined that there is Excess NIZ Revenue for 2016 in the sum of \$10,166,496 held by the Master Trustee in the Surplus Fund under the Master Trust over and above the Preliminary Annual Excess NIZ Revenue which was distributed to the Commonwealth. The Authority is required to direct the transfer of these funds to the Commonwealth of Pennsylvania and City of Allentown.

- b. O. Foucek moved to approve Resolution R2017-140, seconded by G. Dudkin, and after discussion and no comment from the public, unanimously passed.

9. Reappointment of Executive Director for 2018 – R2017-141

- a. The Executive Director's performance based compensation, salary, and reappointment was presented by S. Traub.
- b. J. Williams moved to approve Resolution R2017-141, seconded by N. Diaz and after discussion and no comment from the public, unanimously passed.

10. Estimated Operating Budget for 2018 -- R2017-142

- a. S. Bamford presented the 2018 Estimated Operating Budget Projections for board approval. Revenues to fund 2018 operations are anticipated from arena rent payments and developer fees.
- b. N. Diaz moved to approve Resolution R2017-142, seconded by G. Dudkin, and after discussion and no comment from the public, unanimously passed.

11. Capital Projects Account Budget for 2018 – R2017-143

- a. S. Bamford presented the Capital Projects Account Budget for 2018. The preliminary budget totals \$2,550,000 and is to be used for public improvement projects.
- b. O. Foucek moved to approve Resolution R2017-143, D. Mickenberg seconded, and after discussion and no comment from the public, unanimously passed.

12. Board Meeting Dates for 2018 – R2017-144

- a. The 2018 ANIZDA Board of Directors meetings schedule was presented for approval. Meetings will be held at 5:00 pm on the first Wednesday of each month, with the exception the July meeting to be held on July 11 due to the holiday.
- b. J. Williams moved to approve Resolution R2017-144, seconded by N. Diaz and after discussion and no comment from the public, unanimously passed.

13. Request by Jaindl Enterprises for increased credit facility for Vault 634 – Resolution R2017-145

- a. Z. Jaindl of Jaindl Enterprises presented a request to increase the principal amount of the Credit Facility previously approved by the Authority for the Vault 634 project to an amount not to exceed \$2,478,223.
- b. J. Williams moved to approve Resolution R2017-145, N. Diaz seconded, and after discussion and no comment from the public, unanimously passed.

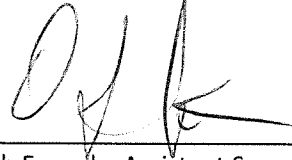
14. Executive Director Report

- a. Steve Bamford reported that staff expects to start moving in to the new office space at year end.

A motion to adjourn the meeting was made, seconded and unanimously approved.

Next ANIZDA Board Meeting: Wednesday, January 3, at 5:00 p.m., at the America On Wheels Museum, at 5 N. Front Street, Allentown, in the Hubcap Cafe.

Respectfully Submitted

A handwritten signature in black ink, appearing to read 'Oldrich Foucek', written over a horizontal line.

Oldrich Foucek, Assistant Secretary