

ANIZDA Board Meeting
Agenda
November 6, 2019
America on Wheels
Conference Room
5 North Front Street, Allentown, PA

1. Call to Order – Chairperson
2. Approval of October 2, 2019 Meeting Minutes
3. Public Comment on all matters to be acted upon
4. Old Business
5. New Business
 - A. Proposed Modifications to Phase 1 and 2 descriptions and project budget for The Waterfront - Resolution R2019-198
 - B. Reappointment of King, Spry, Herman, Freund & Faul, LLC as general counsel for legal services for 2020– Resolution R2019-199
 - C. Reappointment of Goody Clancy for design review services for 2020– Resolution R2019-200
 - D. Reappointment of Concannon Miller for accounting and bookkeeping services for 2020– Resolution R2019-201
 - E. Board Meeting Dates for 2020—Resolution R2019-202
6. Executive Director Report

Adjournment

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2019-198

(Amending Resolutions No. R-2015-66, R2016-94, R2016-88, R2017-129,
R2017-137 and R2018-168)

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") duly adopted on May 6, 2015 Resolution No. R-2015-66, amended by Resolution R2016-94, Resolution R2016-88, Resolution R2017-129 Resolution R2017-137 and Resolution 2018-168 (combined as the "Authorizing Resolution") authorizing certain matters related to financing improvements known as "The Waterfront", in the neighborhood improvement zone (the "NIZ") designated by the Authority by resolution duly adopted on August 30, 2012, within the City of Allentown, Pennsylvania (the "City") and

WHEREAS, the Developer has requested certain changes to the description of Phase 01 and Phase 02 of the Project as set forth in Resolution R2017-137 of the Authorizing Resolution, and

WHEREAS extension of the Infrastructure NIZ Credit Facility with Lafayette Ambassador Bank now known as Fulton Bank (the "Bank"), approved by Resolution R2018-168 of the Authorizing Resolution, was entered into December 14, 2018, and

WHEREAS, the Developer has proposed modifications to the construction budget included in the extension to the Infrastructure NIZ Credit Facility, and

WHEREAS, the Developer has requested and the Authority hereby desires to clarify that the extension to the Infrastructure NIZ Credit Facility was intended to finance completion of infrastructure design and improvements to both Phase 01 and Phase 02 of the Project;

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

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

2. The Authority hereby approves modifications to the description of Phase 01 and Phase 02 as set forth in Resolution R2017-137 as follows:

Phase 01

- a) The two (2) class A office buildings will total approximately 250,000 square feet, not 300,000.

- b) The residential apartment building previously designated as 560 Waterfront Drive has been now designated by the postal service as 30 East Allen Street with approximately 167 units, not 190
- c) The residential apartment building designated as 630 Waterfront will have approximately 190 units
- d) The parking facility previously designated as 660 Waterfront Drive has now been designated by the postal service as 625 Riverside Drive and will have approximately 944 vehicle spaces, not 1,000.
- e) The parking facility designated as 545 Riverside Drive has been now designated by the postal service as 525 Riverside Drive and will have approximately 640 vehicle spaces, not 800.

Phase 02

- a) The three (3) class A office buildings will total approximately 380,000 square feet, not 340,000.
- b) The office building previously designated as 815 Waterfront Drive has now been designated by the postal service as 845 Waterfront Drive
- c) The two (2) residential apartment buildings will have approximately 223 units, not 260.
- d) The residential apartment building previously designated as 760 Waterfront has now been designated by the postal service as 730 Waterfront Drive.
- e) The parking structure previously designated as 710 Waterfront Drive has now been designated as 725 Waterfront Drive and will have approximately 902 vehicle spaces, not 650, with adjacent accessory warehouse use space of approximately 8,000 square feet.

The restated description of Phase 01 and Phase 02 is attached hereto as Exhibit A, and incorporated herein.

3. The Authority hereby approves modification of the Amendment Number One to Loan Agreement and Related Site Development Loan Note, dated December 14, 2018 (the "Infrastructure Credit Facility Extension"), between Lafayette Ambassador Bank, now known as Fulton Bank, the Authority and the Developer and Guarantors by deletion of the Exhibit A referenced in Section 1, the construction budget as of September 1, 2018, and substituting in its place as Exhibit A referenced in Section 1, the revised construction budget as of September 1, 2018 attached hereto as Exhibit B.

4. The Authority hereby clarifies and affirms that the Infrastructure Credit Facility Extension shall include infrastructure design and improvements in both Phase 01 and Phase 02 of the Project.

5. The Authority hereby authorizes the Executive Director to act on behalf of the Authority to take any and all such actions deemed necessary in the opinion of the Executive Director, with advice of counsel, to implement fulfillment of this Resolution.

6. The Chairperson or Vice Chairperson, and 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 with the advice of counsel, to implement fulfillment of the purposes of this Resolution, and to consummate the transactions contemplated herein. Copies of the foregoing documents, together with the other documents relating to the transactions authorized hereby, in final form as executed and delivered by the parties thereto, shall be filed in the official records of the Authority.

7. The liability of the Authority under any and all of the documents relating to and executed to implement fulfillment of the purposes of this Resolution shall not constitute the general obligation of the Authority, and where appropriate, the documents, shall provide for other parties to indemnify and hold harmless the Authority, and each member, officer, and employee of the Authority, from and against any and all claims, losses, damages or liabilities, joint and several, to which the Authority or any member, officer or employee of the Authority may become subject, insofar as such loss, claim, damage, or liability, or action in respect thereof, arises out of implementation of the purposes of this Resolution, or is based upon any other alleged act or omission in connection with any document related thereto.

8. The Authorizing Resolution and this Resolution R-2019-198, amending the Authorizing Resolution, are each hereby affirmed and this Resolution shall not be construed to abridge in any manner the authorizations set forth in the Authorizing Resolution, except as set forth herein.

9. The officers and agents 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 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-2019-198 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of November, 2019. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.			
Nelson A. Diaz			
Gregory N. Dudkin			
Adrian Shanker			
David Mickenberg			
Tiffany Polek			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of November, 2019.

Secretary

EXHIBIT A

Phase 01 of The Waterfront consisting of: Two (2) class A office buildings totaling approximately 250,000 square feet, which buildings will include first (1st) floor restaurant and/or retail space with one (1) to be located at 615 Waterfront Drive and the other at 645 Waterfront Drive; two (2) residential apartment buildings with first (1st) floor restaurant and/or retail space with one (1) to be located at 630 Waterfront Drive with approximately 190 market rate units and the other at 30 East Allen Street with approximately 167 market rate units; two (2) off street parking structures with one (1) to be located at 625 Riverside Drive for approximately 944 vehicles and the other at 525 Riverside Drive for approximately 640 vehicles; public area infrastructure including underground utilities, a river walk, the Allen Street Plaza, part of Waterfront Drive, part of Allen Street, and on street parking, and

Phase 02 of the The Waterfront consisting of: Three(3) class A office buildings totaling approximately 380,000 square feet, which buildings will include first (1st) floor restaurant and/or retail space , with one (1) located at 715 Waterfront Drive, one (1) located at 745 Waterfront Drive and the other at 845 Waterfront Drive; Two (2) residential apartment buildings containing a total of approximately 223 market rate units with first (1st) floor restaurant/retail with one(1) to be located at 730 Waterfront Drive and the other at 830 Waterfront Drive; one parking structure for approximately 902 vehicles located at 725 Waterfront Drive with an adjacent accessory use warehouse of approximately 8,000 square feet; public area infrastructure including underground utilities, continuation of the river walk and Waterfront Drive, and on street parking;



THE WATERFRONT
LEHIGH VALLEY

Exhibit "B"
NIZ BUDGET BREAKDOWN - Phase I and Phase II

10/24/2019

	Infrastructure Original	Infrastructure Revised
	Phase I Budget 9/1/18	Phase I & II Budget 9/1/18 R
Hard Costs		
Demolition	\$ 242,000	\$ 225,631
Excavation/Grading	\$ 110,000	\$ 106,796
Streets/Street scapes/landscapes/ongrade parking/pad preparation	\$ 2,510,000	\$ 2,301,262
Water/Sewer	\$ -	\$ -
Storm Sewer	\$ 100,000	\$ 100,000
Other Utilities (Electric)	\$ 350,000	\$ 346,220
Misc. (Mobilization, Insurance, Misc Construction Items)	\$ 100,000	\$ 90,317
Sidewalk/Riverwalk/Plaza Area Improvements	\$ 1,010,000	\$ 1,017,995
Subtotal	\$ 4,422,000	\$ 4,188,220
Soft Costs		
Engineering	\$ -	\$ -
Inspections	\$ 70,000	\$ 36,724
Interest Reserve	\$ 108,975	\$ 58,594
Architectural/Engineering	\$ 540,000	\$ 827,229
Misc. (Closing Costs, Legal, etc.)	\$ -	\$ -
Subtotal	\$ 718,975	\$ 922,547
Contingencies	\$ 125,000	\$ 155,207
TOTAL	\$ 5,265,975	\$ 5,265,975
Outstanding loan balance 9/30/18 (includes work thru 8/31/18)	\$ 983,625	\$ 983,625
Total modified loan facility	\$ 6,249,600	\$ 6,249,600

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2019-199

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 2020 in accordance with the terms of the Engagement of Legal Services for 2018 approved in Resolution R2017-134.

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-2019-199 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of November, 2019. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.			
Nelson A. Diaz			
Gregory N. Dudkin			
David Mickenberg			
Tiffany Polek			
Adrian Shanker			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of November, 2019.

Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2019-200

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") Guidelines for Obtaining Financing for Projects ("Guidelines") set forth that a design review report is required for each Project to come before the Authority, and

WHEREAS, the Guidelines call for the City Planning Director to review each Project, and

WHEREAS, to assist the City in its review, the Authority has engaged a third-party consultant to do a design review,

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

1. The Authority hereby approves re-appointment of the architectural and planning firm of Goody/Clancy & Associates, Inc., creators of the "Downtown Allentown Development and Urban Design Plan", to provide, on an as needed basis, the design review of Projects and to issue a report to the Authority under the Guidelines in accordance with the proposal provided to the Executive Director dated September 30, 2019, attached hereto, for calendar year 2020.

2. The cost of the design review and report shall be absorbed by the Project developer and be a cost paid from the initial deposit by the developer and if no deposit is available the cost shall be billed to and paid by the developer as a reimbursement cost under the Funding Agreement for the Project.

3. The Authority hereby ratifies any action taken heretofore and authorizes any action taken hereafter on behalf of the Authority to fulfill the Authority's obligations and rights hereunder with regard to the above.

4. The Chairperson or Executive Director, is hereby authorized and directed to execute where deemed necessary any agreement and/or documents to complete this transaction and to take any and all such actions necessary in their opinion with the advice of counsel to implement fulfillment of this Resolution and to consummate the transaction contemplated herein.

5. 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-2019-200 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of November, 2019. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.			
Nelson A. Diaz			
Gregory N. Dudkin			
David Mickenberg			
Tiffany Polek			
Adrian Shanker			
John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of November, 2019.

Secretary

Design Review Services for Downtown Allentown

September 30, 2019

September 30, 2019

Steven Bamford
Executive Director, Allentown Neighborhood Improvement Zone Development Authority
5 North Front Street
Allentown, PA 18101
610.762.1633

Mr. Bamford,

Goody Clancy is pleased to submit this proposal for continued on-call design review services for Downtown Allentown. We have appreciated the opportunity to assist ANIZDA over the past four years by providing design review services for over one dozen major projects, including private development and public improvement projects. These development proposals have each presented possibility for significant and near-term changes in Downtown, and we have aimed to ensure that these changes are overwhelmingly positive, in line with the vision and policies articulated in our Downtown Development and Urban Design Plan for Allentown and other relevant plans and policies. We look forward to continuing these design review services for another year, and in doing so helping ANIZDA achieve its economic and community development goals.

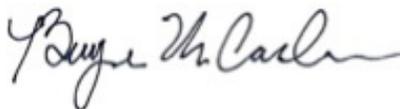
This proposal is similar to previous versions submitted in 2016, 2017, and 2018 with the following updates. We have changed one staff member on our list of labor rates, to reflect a new hire, and updated the rates for other staff members. We assume our continued services will be covered by the same terms and conditions as used previously, consistent with those outlined in the Design Review Agreement between Goody Clancy and ANIZDA dated October 22, 2015.

Over the last year, the majority of our design review services for ANIZDA have consisted of proposal review with a memorandum documenting our assessment and recommendations, completed as part of an application for board approval of NIZ funding. A table of design reviews completed from 2016-2019 is included in a table at the end of proposal. Design review cost ranged from \$411 to \$7,543, or 5 to 49 hours of work, depending on project size and complexity. Over the past year, we reviewed three public improvement projects, with two small projects and one significant one. We also reviewed a new design for a previously-reviewed development proposal for a component of 5 City Center.

This package contains four service/cost scenarios and updated hourly personnel rates that follow. We anticipate invoicing on an hourly basis for design review, but can propose a fixed budget for more specific series of work that may arise. Please contact us with any questions you may have about these materials. We look forward to continuing to help Allentown establish a variety and quantity of development that will best direct its present momentum towards successful future projects.

Sincerely,

Ben Carlson, AIA, LEED AP
Director of Urban Design
Associate Principal



Service and Cost Scenarios and Hourly Rates

Service and Cost Scenarios

SERVICE	COST
<p>Basic review of a proposal, with summary comments provided via email or phone call.</p>	<p>Approximately 1–3 hours labor, \$190–\$720.</p>
<p>Proposal review with memorandum documenting our assessment and recommendations, including phone communications with City of Allentown to discuss findings prior to writing draft memorandum; and to discuss draft memorandum to confirm final memorandum content.</p> <p>THIS IS THE CURRENT LEVEL OF DESIGN REVIEW FOR MOST PROJECTS</p>	<p>Approximately 5–30 hours labor depending on level of background review needed, \$950–\$5,000.</p> <p>A table of completed design review fees over the last few years are provided on the following page.</p>
<p>Sequential proposal review over three phases, with memorandum documenting our assessment and recommendations, including phone communications with City of Allentown to discuss findings prior to writing draft memorandum; and to discuss draft memorandum to confirm final memorandum content.</p>	<p>Approximately 8-60 hours labor, depending on the level of background review needed and extent of design changes from phase to phase, \$1,500-\$11,000.</p> <p>Phase 1: Application to Project Review Committee Phase 2: Review by ANIZDA Board Phase 3: Application to City of Allentown for Site Plan Review or another appropriate time to monitor for material design changes made after ANIZDA approval.</p>
<p>A more detailed study of design alternatives including stakeholder interviews, analysis diagrams, visualization of alternate concepts, attendance at developer meeting/press conference, and/or other deeper levels of effort.</p>	<p>This would require additional hours and fee. A memo on the scale of our stadium review for the City of Providence or Binney Street Corridor peer review for the City of Cambridge would cost \$15,000–\$25,000.</p>

SERVICE	COST
In-person attendance at meetings in Allentown.	Hourly rates would apply to time in Allentown and at least 50% of travel time; travel expenses could range from approximately \$500 for day trips (meetings scheduled between 10am and 6pm) to approximately \$750 for trips requiring an overnight stay.

Hourly Rates

Goody Clancy

David Spillane, Principal	\$230
Ben Carlson, Associate Principal	\$220
Kathleen Onufer, Senior Urban Planner	\$155
Jannet, Arevalo, Urban Designer.....	\$135

Selected Previous Design Review Services

Date of Invoice & Project	Hours of Labor	Cost
December 2018 - Hamilton Streetscape Improvements	20	\$2,768
October 2018 - 5 City Center Review	25	\$3,531
September 2018 - Allentown Parking Authority	3	\$411
September 2018 - ACR Streetscape	3.5	\$509
March 2018 - Arts Alley Public Improvement	11.5	\$1,613
March 2018 - Hamilton Connection Public Improvement	8	\$1,140
November 2017 - 900 Hamilton	4	\$500
November 2017 - 702 Hamilton Tower	10.5	\$1,503

October 2017 - 5 City Center Innovation Campus	39	\$5,505
March 2017 - Vault 634	21	\$3,065
October 2016 - Strata III (two rounds of review comments)	43	\$6,350
July 2016 - Tower 6 (two rounds of comments)	7.5	\$1,360
March 2016 - 5 City Center projects	49	\$7,543

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2019-201

BE IT RESOLVED, that the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") hereby authorizes its Executive Director to exercise a one (1) year extension on behalf of the Authority, in accordance with the letter agreement with Concannon, Miller & Company dated November 15, 2017, to perform accounting and bookkeeping services for the Authority, commencing as of January 1, 2020, in accordance with the terms set forth in the letter agreement.

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-2019-201 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of November, 2019. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Seymour Traub, Esq.			
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John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of November, 2019.

Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION R-2019-202

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 2020 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-2019-202 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 6th day of November, 2019. Authority members present and voting were as follows:

<u>Vote</u>	<u>Yes</u>	No	Abstain
Seymour Traub, Esq.			
Nelson A. Diaz			
Gregory N. Dudkin			
David Mickenberg			
Tiffany Polek			
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John Stanley, Esq.			
Pedro L. Torres, Jr.			
Vacant			

IN WITNESS WHEREOF, I hereunto set my hand and seal on this 6th day of November, 2019.

Secretary

PUBLIC NOTICE

Allentown Neighborhood Improvement Zone Development Authority (ANIZDA) 2020 Board Meeting Schedule

The regular public meetings of the Allentown Neighborhood Improvement Zone Development Authority (ANIZDA) for the calendar year 2020, 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 8, February 5, March 4, April 1, May 6, June 3, July 1, August 5, September 2, October 7, November 4, December 2.