

**ANIZDA Board Meeting
Agenda
January 8, 2020
America on Wheels
Conference Room
5 North Front Street, Allentown PA**

1. Call to Order – Chairperson
2. Approval of December 4, 2019 Meeting Minutes
3. Public Comment on all matters to be acted upon
4. Old Business
5. New Business
 - A. Proposed Amendment to Bylaws – Resolution R2020-208
 - B. Request for Extension of Construction Phase and Maturity Date from Americus Investors, LP and Americus Hotel, LLC – Resolution R2020-209
 - C. Request for Community Event at PPL Center from Allentown School District- Resolution R2020-210
6. Executive Director Report

Adjournment

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020-208

WHEREAS, the Bylaws of the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), provide in Section 2.7(b) that the Board may amend its Bylaws in accordance with the terms thereof, and

WHEREAS the Authority desires to amend certain provisions in the Bylaws,

NOW, THEREFORE, BE IT RESOLVED by the Authority, that the Bylaws of the Authority initially approved as of April 12, 2012 as amended, be further amended effective this date as follows:

1. **SECTION 2.10** Resignation of Board Members and **SECTION 2.11** Nominations and Elections shall be amended to **delete** the phrases crossed through and add the phrases underlined as follows:

SECTION 2.10 Resignation of Board Members. Any member of the Board may resign at any time by giving notice to the Secretary. Such resignation shall be made in writing and shall take effect at the time specified in the notice. If no time is specified, the resignation shall take effect at the time of its receipt by the Secretary, who shall accept such resignation, noting the date and time of its receipt. The acceptance of a resignation shall not be necessary to make it effective. ~~The Secretary shall promptly notify the Mayor, the Senator and the Representative of the resignation of any member of the Board.~~ Any member of the Board may resign at any time by giving oral notice to the Board at a meeting at which a quorum (excluding the resigning member) is present.

The Secretary shall promptly notify the Chairperson, the Mayor, the Senator and the Representative of the resignation of any member of the Board.

If any officer position of the Board becomes vacant for any reason, the Board shall promptly choose a successor officer, as provided in Section ~~3.12.11~~, who shall hold office for the unexpired term in respect of which such vacancy occurred, notwithstanding anything to the contrary in Section 3.1.

SECTION 2.11 Nominations and Elections. ~~There shall be a standing Nominating Committee.~~ The Senator, the Representative and the Mayor

~~shall each have three (3) Selections appoint a as members of the Board, to the Nominating Committee known as the Mayor's Selection, Senator's Selection or Representative's Selection. The Senator shall make his or her selection from the then serving members of the Board who are Senator's Selections. The Representative shall make his or her selection from the then serving members of the Board who are Representative's Selections.~~

In the event any vacancy shall occur by reason of the death, disqualification, resignation or removal of any member of the Board, or whenever any vacancy has occurred or is about to occur by reason of the expiration of the term of office of any Board member, as applicable, the Mayor, Senator or Representative shall designate a replacement Selection or reappoint the Selection. Said designation shall be in writing to the Authority Chairperson, the Mayor, Senator and Representative.

The Mayor, Senator or Representative may disapprove of the replacement or reappointment Selection in writing to the others within fifteen (15) calendar days from the date of receipt of the designation. The designated Selection then will be deemed rejected. If rejected, the person making the designation shall then make another designated Selection in writing to the Chairperson, Mayor, Senator and Representative, as applicable, and so on, until there is no written disapproval of the designated Selection by either of the Mayor, Senator or Representative within fifteen (15) days of receipt of the designation. The designated Selection shall then be deemed approved by the Mayor, Senator and Representative.~~the Nominating~~

The Chairperson shall ~~Committee shall~~ submit the name of the approved designated Selection a list of proposed nominees to the Mayor. However, ~~if the vacating Board member was a Senator's Selection or Representative's Selection, the Nominating Committee shall seek a recommendation for the successor Board member from the Senator or Representative, as applicable. The Nominating Committee shall submit the name of the proposed nominee received from the Senator or Representative to the Mayor with the Nominating Committee's comments or recommendations.~~

The Mayor shall appoint the approved designated Selection as successor Board member. ~~from the names submitted by the Nominating Committee.~~ City Council shall authorize the successor Board member. Members of the Board may succeed themselves if re-appointed. Members shall continue to hold office until their successors have been appointed. Any member of the Board may be removed from the Board in accordance with Section 310 of the City's Home Rule Charter, adopted April 23, 1996, as amended.

In the event any vacancy shall occur by reason of the death, disqualification, resignation or removal of any officer of the Board, or

whenever any vacancy has occurred or is about to occur by reason of the expiration of the term of office of any officer of the Board, the remaining Board members shall choose a new officer from amongst themselves by a vote of the majority of the Board as provided in Section 2.7 of these Bylaws.

2. **SECTION 2.12 Committees.** shall be amended by deleting the phrase on the tenth (10th) line as follows:

“except the Nomination Committee”

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-2020-208 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 8th day of January, 2020. 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 8th day of
January 2020.

Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020- 209

WHEREAS, the Allentown Neighborhood Improvement Zone Development Authority (the "Authority") by its Resolution No. R-2018-146 approved issuance of a credit facility to finance capital improvements to a hotel structure located at 541 West Hamilton Street, Allentown, PA, to be developed by Americus Investors L.P., Americus Hotel LLC and Albert Abdouche (together the "Developer") ; and

WHEREAS, the credit facility is in place with First Keystone Community Bank (the "Bank");
and

WHEREAS, the Developer and the Bank have requested a modification to the credit facility which does not negatively impact on the liability of the Authority.

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

1. The Authority hereby accepts and approves the requests of the Developer and the Bank to modify the credit facility dated June 19, 2018 by extending the completion date from December 19, 2019 to September 19, 2020 in the Construction Loan Agreement and Assignment of Project Documents and the Maturity Date from December 19, 2029 to September 19, 2030 in the NIZ Payment Agreement.

2. The Authority hereby authorizes the Chairperson, or Vice Chairperson, and the Secretary or any Assistant Secretary, to execute and attest, where deemed necessary, any amendments to the respective 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.

3. 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, and 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 hereto.

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 ON NEXT PAGE

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-2020-209 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 8th day of January, 2020. Authority members present and voting were as follows:

	<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 8th day of January, 2019.

Secretary

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

RESOLUTION NO. R-2020-210

WHEREAS, the PPL Plaza Arena Lease between BDH Development and the Allentown Neighborhood Improvement Zone Development Authority (the "Authority"), provides for up to five (5) rent free Community Events to be held in the Arena each Lease Year, and

WHEREAS the Authority has received a request for utilization of a Community Event during the Lease Year ending August 31, 2020, in addition to what has been granted under Resolutions R2016-112 and R2019-192;

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

1. For the Lease Year commencing September 1, 2019 ending August 31, 2020, the Authority hereby approves as a Community Event the Allentown School District ("ASD") request to hold the ASD Superintendent's Awards program on May 27, 2020, or an alternative date acceptable to the Arena, to celebrate the achievements of ASD students and families in grades K through 12.
2. This approval as a Community Event shall be in accordance with and subject to the terms of the Arena Lease, Section 5.4.

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-2020-210 of the Board of Directors of the Authority passed at a duly convened meeting of said Board on the 8th day of January, 2020. 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 8th day of January, 2020.

Secretary