



1234 Market St., 16th Floor, Philadelphia PA 19107
philadelphialandbank.org

**Board of Director's Meeting
August 23, 2018 - 3:30 PM
Agenda**

1. Roll Call
2. Public Comment
3. Approval of Minutes for the Meeting of July 12, 2018
4. Property Dispositions
 - 1248-52 S. 23rd Street
5. Resolution Approving Amended and Restated Memorandum of Understanding Between the Philadelphia Land Bank, the City of Philadelphia, Philadelphia School District and Philadelphia Gas Works to Coordinate the Acquisition of Tax Delinquent Properties
6. Resolution Authorizing Personnel To Execute Settlement Sheet on Behalf of Philadelphia Land Bank Upon Approval of the Executive Director, Director of Real Estate, or Senior Counsel
7. Executive Director's Report (including update on property transfers, acquisition, and sales)
8. Adjournment

THIS MEETING IS OPEN TO THE PUBLIC

**PHILADELPHIA LAND BANK
BOARD MEETING MINUTES**

A Regular Meeting of the Board of Directors of the Philadelphia Land Bank was held on Thursday, July 12, 2018, in the offices of the Philadelphia Housing Development Corporation, being its regular meeting place, 17th Floor, 1234 Market Street, Philadelphia, Pennsylvania, pursuant to proper notices.

CALL TO ORDER

Mr. Dunbar called the meeting to order at 3:48 p.m.

ANNOUNCEMENT

Steve Cusano, Senior Counsel, announced that prior to today's Public Session, the Board held an Executive Session regarding (1) that certain litigation matter entitled "OCF Universal, LP v. Kenyatta Johnson, the Philadelphia Land Bank, and the City of Philadelphia", filed in the U.S. District Court for the Eastern District of Pennsylvania, case number 2017-CV03134 WB; (2) that certain litigation matter entitled "City of Philadelphia v. Sinchi Brothers Construction, Inc." filed in the Philadelphia Court of Common Pleas, Case No. 1702T0276, involving a Petition to Set Aside Sheriff's Sale; (3) that certain litigation matter entitled "City of Philadelphia v. Columbia Investment Corp. and Philadelphia Land Bank" filed in the Philadelphia Court of Common Pleas, Case No. 1411T0601, involving a Petition to Set Aside Sheriff's Sale; (4) that certain litigation matter entitled "City of Philadelphia v. Reynolds H. Davis, Irene M. Davis, Projo, Inc. and Philadelphia Land Bank" filed in the Philadelphia Court of Common Pleas, Case No. 1611T0322, involving a Petition to Set Aside Sheriff's Sale; (5) that certain litigation matter entitled "City of Philadelphia v. Ridge Avenue Partners LLC, et al." filed in the Philadelphia Court of Common Pleas, Case No. 1704T0296, involving a Motion to Redeem Premises regarding 2129 W. Oxford Ave; and (6) that certain litigation matter entitled "City of Philadelphia v. Ridge Avenue Partners LLC, et al." filed in the Philadelphia Court of Common Pleas, Case No. 1704T0300, involving a Motion to Redeem Premises regarding 2133 W. Oxford Ave. During Executive Session, Greg Heller, Executive Director, and Ryan Harmon, General Counsel, for the Philadelphia Redevelopment Authority, made a presentation and the Board received information regarding 5423-27 Lena Street.

Agenda Item 1

Roll Call

The following members of the Board of Directors reported present: Christian Dunbar, Michael Koonce, Rick Sauer, Paulette Adams, Jennifer Kates, Dominique Casimir, and Majeedah Rashid.

The following members of the Board of Directors were not present: Richard DeMarco, Blane Stoddard, Lauren Vidas, and Courtney Voss.

The following staff members were present: Angel Rodriguez, Steve Cusano, Esq., Christi Jackson, Andrea Saah, Esq., Stephen Novotny, Bradley Vassallo, and Marla Clark.

Public Attendees: The list of public attendees is attached to these minutes.

A quorum of directors was present and the meeting, having been duly convened, proceeded with business.

Agenda Item 2
Public Comment

Mr. Dunbar asked if any member of the public wished to comment upon any item on the Board's agenda.

There were no comments from the public.

Agenda Item 3
Approval of Board Minutes

Mr. Dunbar called for a motion to approve the minutes of the Board meeting of June 14, 2018.

Ms. Casimir made a motion to approve the minutes of the Board meeting of June 14, 2018. The motion was seconded by Ms. Rashid.

Upon motion made and duly seconded, the Board unanimously approved the minutes of the June 14, 2018 Board meeting as presented.

Agenda Item 4 (Item 7 on Agenda)
Resolution Authorizing Acquisition of 5423-27 Lena St; Conveyance of 5423-27 Lena St to the Philadelphia Redevelopment Authority; and a Purchase and Management Agreement Between the Land Bank and the Philadelphia Redevelopment Authority ("PRA")

Mr. Cusano provided an overview of the Purchase and Management Agreement ("PMA") concerning 5423-27 Lena Street. The Board deliberated and asked numerous questions, which Mr. Rodriguez and Mr. Cusano addressed. Mr. Koonce requested that the PMA provide that the Land Bank have the authority, in its sole discretion, to direct all litigation and resolution of claims in connection with PRA's obligation to indemnify and defend the Land Bank. Mr. Sauer requested that the PMA contain a provision indicating that PRA will endeavor to issue a request for proposals to obtain a new, responsible developer who will preserve 5423-27 Lena Street as affordable rental housing.

Upon completion of the Board's deliberation, Mr. Dunbar called for a motion to approve the Resolution Authorizing Acquisition of 5423-27 Lena St; Conveyance of 5423-27 Lena St to PRA; and the PMA.

Mr. Koonce made a motion to approve the resolution with the following two (2) amendments (i) that the Land Bank have the authority, in its sole discretion, to direct all litigation and resolution of claims in connection with PRA's obligation to indemnify and defend the Land Bank; and (ii)

that the PMA contain a provision indicating that PRA will endeavor to issue a request for proposals to obtain a new, responsible developer who will preserve 5423-27 Lena Street as affordable rental housing. The motion was seconded by Ms. Casimir.

Upon motion made and duly seconded, the Board unanimously approved the Resolution Authorizing Acquisition of 5423-27 Lena St; Conveyance of 5423-27 Lena St to PRA; and the PMA attached as Exhibit A to these minutes, as amended.

Agenda Item 5 (Item 4 on Agenda)
Property Dispositions

A. 1248-52 S. 23rd Street

The Resolution Authorizing Conveyance of 1248-52 S. 23rd Street was tabled.

B. 1106 North Street

Mr. Novotny requested that the Board approve the conveyance of 1106 North Street as a side yard to the adjacent owner, Louise Smith, who resides at 1108 North Street. The property is already being maintained by the Applicant as a Side Yard and the Applicant is compliant and in good standing with the City of Philadelphia. The property will be conveyed as a side yard for a nominal (\$1) price because it qualifies for an exception due to Ms. Smith being a longtime homeowner who is currently maintaining the property, as provided for in the Disposition Policies. A 30-year mortgage will be placed on the property for full market value which would become due should the applicant sell the property. The disposition received VPRC approval on June 12, 2018 and City Council approval on June 21, 2018.

C. 2022 Kimball Street

Mr. Novotny requested that the Board approve the conveyance of 2022 Kimball Street to V2 Properties, LLC, for a price of \$175,000. The property was posted as a Competitive Sale and only one application was received. The developer proposes to construct a 3-bedroom single-family home for sale to a homebuyer. V2 Properties has extensive development experience, having completed over 250 projects in Philadelphia, and is compliant and in good standing with the City of Philadelphia. The disposition received VPRC approval on April 10, 2018 and City Council approval on May 17, 2018. The EOP will not apply to this project, as single-family homes are exempt.

D. 2145-49 N. 15th Street

Mr. Novotny requested that the Board approve the conveyance of 2145-49 N. 15th Street for a nominal price (\$1 each) to Susquehanna Square LP, a limited partnership formed with a sole purpose and a wholly-owned corporate subsidiary of Community Ventures, which serves as the sole general partner. The 3 parcels are part of a proposed LIHTC scattered-site development of 37 units of affordable rental housing, serving households with incomes up to 60% AMI. In addition, 18 units will be developed to various standards of accessibility. The development team has significant experience successfully developing projects of similar type, scope, and target population, and the developer is compliant and in good standing with the City of Philadelphia. The disposition received VPRC approval on June 12, 2018 and City Council approval on June 14, 2018. The EOP will apply to this project.

The Board deliberated and asked questions regarding the conveyance of 1106 North Street, 2022 Kimball Street, and 2145-49 N. 15th Street, which the Land Bank staff addressed.

Upon completion of the Board's deliberation, Mr. Dunbar called for a motion to approve the Resolutions Authorizing Conveyance of 1106 North Street, 2022 Kimball Street, and 2145-49 N. 15th Street.

Ms. Rashid made a motion to approve the Resolutions Authorizing Conveyance of 1106 North Street, 2022 Kimball Street, and 2145-49 N. 15th Street. The motion was seconded by Mr. Koonce.

Upon motion made and duly seconded, the Board unanimously approved the Resolutions Authorizing Conveyance of 1106 North Street, 2022 Kimball Street, and 2145-49 N. 15th Street attached as Exhibit B, C, and D, respectively, to these minutes.

Agenda Item 6 (Item 5 on Agenda)

Resolution Approving Philadelphia Land Bank Operating Budget for FY Ending 2019

Mr. Cusano asked that the Board approve the Resolution for the Land Bank's 2019 Operating Budget. Mr. Rodriguez presented the budget to the Board. The Board deliberated and asked Mr. Rodriguez several questions, which he answered.

Upon completion of the Board's deliberation, Mr. Dunbar called for a motion to approve the Resolution Approving Philadelphia Land Bank Operating Budget for FY Ending 2019.

Mr. Koonce made a motion to approve the resolution. The motion was seconded by Ms. Adams.

Upon motion made and duly seconded, the Board unanimously approved the Resolution Approving Philadelphia Land Bank Operating Budget for FY Ending 2019 attached as Exhibit E to these minutes.

Agenda Item 7 (Item 6 on Agenda)

Resolution Granting Authorization to Acquire Properties at Judicial Sale, Subject to Certain Terms and Conditions

Mr. Cusano asked that the Board approve the Resolution Granting Authorization to Acquire Properties at Judicial Sale, Subject to Certain Terms and Conditions with a spending limit of \$1,500,000 and an expiration date of September 30, 2018. Mr. Cusano explained the resolution to the Board. The Board deliberated and asked several questions which Mr. Rodriguez and Mr. Cusano answered.

Upon completion of the Board's deliberation, Mr. Dunbar called for a motion to approve the Resolution Granting Authorization to Acquire Properties at Judicial Sale, Subject to Certain Terms and Conditions.

Mr. Sauer made a motion to approve the resolution with a spending limit of \$1,500,000 and an expiration date of September 30, 2018. The motion was seconded by Ms. Casimir.

Upon motion made and duly seconded, the Board unanimously approved the Resolution Granting Authorization to Acquire Properties at Judicial Sale, Subject to Certain Terms and Conditions with a spending limit of \$1,500,000 and an expiration date of September 30, 2018, attached as Exhibit F to these minutes.

Agenda Item 8

Resolution Authorizing a Third Amendment to Amended and Restated Memorandum of Understanding Between Philadelphia Redevelopment Authority and Philadelphia Land Bank

Mr. Cusano asked that the Board approve the Resolution Authorizing a Third Amendment to Amended and Restated Memorandum of Understanding Between PRA and the Land Bank. Mr. Cusano explained the resolution to the Board. The Board deliberated and asked several questions which Mr. Rodriguez and Mr. Cusano answered.

Upon completion of the Board's deliberation, Mr. Dunbar called for a motion to approve the Resolution Authorizing a Third Amendment to Amended and Restated Memorandum of Understanding Between PRA and the Land Bank.

Mr. Sauer made a motion to approve the resolution. The motion was seconded by Ms. Kates.

Upon motion made and duly seconded, the Board unanimously approved the Resolution Authorizing a Third Amendment to Amended and Restated Memorandum of Understanding Between PRA and the Land Bank attached as Exhibit G to these minutes.

Agenda Item 9

Resolution Authorizing Professional Services Agreement Between Philadelphia Land Bank and Interface Studio LLC for 2019 Strategic Plan

Mr. Cusano asked that the Board approve the Resolution Authorizing Professional Services Agreement Between Philadelphia Land Bank and Interface Studio LLC for 2019 Strategic Plan. Mr. Rodriguez and Mr. Cusano explained the resolution to the Board. The Board deliberated and asked several questions which Mr. Rodriguez and Mr. Cusano answered.

Upon completion of the Board's deliberation, Mr. Dunbar called for a motion to approve the Resolution Authorizing Professional Services Agreement Between Philadelphia Land Bank and Interface Studio LLC for the 2019 Strategic Plan.

Ms. Casimir made a motion to approve the resolution. The motion was seconded by Mr. Koonce.

Upon motion made and duly seconded, the Board unanimously approved the Resolution Authorizing Professional Services Agreement Between Philadelphia Land Bank and Interface Studio LLC for 2019 Strategic Plan attached as Exhibit H to these minutes.

Agenda Item 10
Resolution Authorizing Execution of Documents Necessary to Utilize Republic Bank,
Subject to Certain Terms and Conditions

Mr. Cusano asked that the Board approve the Resolution Authorizing Execution of Documents Necessary to Utilize Republic Bank, Subject to Certain Terms and Conditions. Mr. Cusano explained the resolution to the Board. The Board deliberated and asked several questions which Mr. Rodriguez and Mr. Cusano answered.

Upon completion of the Board's deliberation, Mr. Dunbar called for a motion to approve the Resolution Authorizing Execution of Documents Necessary to Utilize Republic Bank, Subject to Certain Terms and Conditions.

Ms. Casimir made a motion to approve the resolution. The motion was seconded by Mr. Koonce.

Upon motion made and duly seconded, the Board unanimously approved the Resolution Authorizing Execution of Documents Necessary to Utilize Republic Bank, Subject to Certain Terms and Conditions attached as Exhibit I to these minutes.

Agenda Item 11
Executive Director's Report

Mr. Rodriguez distributed the handouts attached as Exhibit J to these minutes.

Mr. Rodriguez provided the Board with an update on completed acquisitions and upcoming delinquent tax acquisitions for June 2018 as indicated on Exhibit J and answered questions from the Board regarding acquisitions. Mr. Rodriguez then provided the Board with a fiscal update as indicated on Exhibit J and answered questions from the Board. He also provided the Board with an update on dispositions, explained the disposition handouts included in Exhibit J to these minutes, and answered questions from the Board regarding dispositions.

Mr. Rodriguez then provided the Board with an update on the status of the Land Bank's processing of single Expressions of Interest ("EOIs") submitted for a Land Bank property. He indicated that the staff is developing an improved methodology for responding to multiple EOIs received for Land Bank properties with either a competitive bid process or a Request for Proposal process for larger assemblages. He also announced that the Land Bank is working on an update to the Land Bank's website. Mr. Rodriguez answered questions from the Board regarding the website and the process and time frame for responding to, processing and reporting on EOIs.

CONTINUED ON THE FOLLOWING PAGE

Agenda Item 12
Adjournment

There being no further business to come before the Board, Mr. Dunbar called for a motion to adjourn the meeting.

Ms. Kates made a motion to adjourn the meeting. Mr. Koonce seconded the motion.

Upon motion made and duly seconded, the Board approved to adjourn the meeting. Mr. Dunbar declared the meeting adjourned at 5:21 p.m.

SECRETARY TO THE BOARD

GUEST SIGN-IN SHEET



BOARD OF DIRECTORS
REGULAR MEETING

Thursday, July 12, 2018 at 3:30 PM
1234 Market Street, 17th Floor, Philadelphia, PA 19107

ALL GUESTS ARE REQUIRED TO SIGN-IN
THIS SIGN-IN SHEET WILL BE PART OF THE MEETING MINUTES AND ANY INFORMATION CONTAINED HEREIN WILL BE MADE PUBLIC

NAME	COMPANY	EMAIL
1 Karen Moore	Community Development	kmoores@gmail.com
2 Allison Weiss	Solo/ITCA	awfromh2@gmail.com
3 Simon Carver	-	Simon.Carver@ gmail .com
4 Khadija Walker	Stratopore Technology	khadija.dub@gmail.com
5 Leon D. Caldwell	Urban Impact Developers	leonardcaldwell@gmail.com
6 Winnie Braxton	Braxton Strategies	winniebraxtonstrategies.com
7 Rob Cashion	Rob Cashion	trebor311@icloud.com
8 Nehemah Adams	Stratopore Technology	nehemahadams@gmail.com
9 Ellis Gould	Commercial Space	Ellis.Gould@gmail.com
10		
11		
12		

EXHIBIT A

**RESOLUTION NO. 2018 – 31
RESOLUTION AUTHORIZING ACQUISITION OF 5423-27 LENA STREET;
CONVEYANCE OF 5423-27 LENA STREET TO THE PHILADELPHIA
REDEVELOPMENT AUTHORITY; AND A PURCHASE AND MANAGEMENT
AGREEMENT BETWEEN THE PHILADELPHIA LAND BANK AND THE
PHILADELPHIA REDEVELOPMENT AUTHORITY**

WHEREAS, the Commonwealth Land Bank Act, 68 Pa. C.S.A. §§ 2101, *et seq.*, ("**Land Bank Act**") authorizes a land bank to acquire property exposed for sale under the Municipal Claim and Tax Lien Law, 53 P.S. §§ 7101, *et seq.*;

WHEREAS, section 16-705(2) of the Philadelphia Code authorizes the Philadelphia Land Bank ("**Land Bank**") to acquire real property or interests in real property through all legal means, subject to certain stated terms and conditions;

WHEREAS, section 16-705(3)(b) of the Philadelphia Code authorizes the Land Bank to acquire tax delinquent properties at judicial sales conducted by, or on behalf of, the City of Philadelphia ("**Judicial Sale Properties**");

WHEREAS, 5423-27 Lena Street, Philadelphia, PA 19144 ("**Premises**") is scheduled for judicial sale on July 18, 2018 (as may be postponed from time to time, "**Judicial Sale**");

WHEREAS, the Philadelphia Redevelopment Authority ("**PRA**") has requested that the Land Bank purchase the Premises and, once the necessary City Council resolution is obtained, transfer and convey the Premises to PRA all in accordance with the terms and conditions of the Purchase and Management Agreement ("**PMA**"). A summary of the major terms the PMA is attached to this Resolution ("**Summary**");

WHEREAS, until the Land Bank transfers and conveys the Premises to PRA, PRA will, among other things, manage the Premises in accordance with the terms and conditions of the PMA;

WHEREAS, the Board of Directors of the Philadelphia Land Bank (the "**Board**") is willing to authorize acquisition of the Premises, conveyance of the Premises to PRA, and entering into the PMA pursuant to the terms of this Resolution.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. The Executive Director is hereby authorized to bid for and acquire the Premises at the Judicial Sale, as may be postponed from time to time, on behalf of the Land Bank in accordance with this Resolution, the Land Bank Act, the Philadelphia Code, and any Memorandum of Understanding to which the Land Bank is a party.

2. The Executive Director is further authorized to enter into and sign the PMA on behalf of the Land Bank, in form and substance acceptable to the Executive Director and Senior Counsel consistent with the Summary, which must be executed by the Land Bank and PRA prior to the Judicial Sale.
3. The authority granted in this Resolution is in addition to any other authority to acquire Judicial Sale Properties granted in any other resolution. This Resolution shall not affect, or be deemed to reduce, any authority or amounts to acquire Judicial Sale Properties which the Board has granted or authorized in any other resolution.
4. Until the Premises are conveyed to PRA, the Executive Director shall report, at each Regular Meeting of the Board the physical and operational condition of the Premises, the overall status of any tenants, and any issues concerning the Premises or the PMA.
5. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
6. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

**Summary of Major Terms
Management and Purchase Agreement (the "Agreement")
Philadelphia Land Bank and Philadelphia Redevelopment Authority
July 2018**

A. Background

- PRA has requested that the Land Bank bid for 5423-27 Lena Street, Philadelphia, Pennsylvania 19144-2230 ("Premises") at the Judicial Sale on July 18, 2018, as may be postponed, and, if successful, transfer and convey the Premises to PRA.

B. Purchase of the Premises

- *Conditions Precedent*
 - The Land Bank's obligation to enter a bid to purchase the Premises is conditioned on: (i) approval by PRA's Board of Directors for PRA to enter into the Agreement and to acquire the Premises from the Land Bank; (ii) approval by the Land Bank Board of Directors to enter into the Agreement, acquire the Premises, and convey the Premises to PRA; (iii) PRA obtaining all required insurance and providing evidence thereof; and (iv) the Premises being available for purchase at the Judicial Sale.
 - If any Condition Precedent to Purchase is not satisfied by the date of the Judicial Sale, the Land Bank may (i) postpone the Judicial Sale to the following month if requested by PRA at least twenty-four (24) hours prior to the Judicial Sale; or (ii) terminate this Agreement.
 - Upon satisfaction of all Condition(s) Precedent to Purchase, PRA has no right to terminate the Agreement for any reason whatsoever.
- *Acquisition Cost* – The Land Bank will pay all costs to purchase the Premises. There is no reimbursement from PRA.

C. Management of Premises

- *Management Services*
 - PRA shall perform, or cause to be performed, at its sole cost and expense, all things necessary for the day-to-day management, care, protection, safety, and operation of the Premises. It is expected that PRA will subcontract the management services to the Philadelphia Housing Authority or Philadelphia Asset & Property Management Corporation.
 - PRA shall keep the Land Bank fully informed on at least a bi-weekly basis of the physical and operational condition of the Premises, the status of each tenant, and all actions taken in connection therewith. PRA shall immediately report to the Land Bank all emergencies, extraordinary or unusual actions or conditions.
 - PRA shall not solicit or allow any new tenants or commence any eviction proceedings or legal action for the collection of rents.
 - PRA shall perform the Management Services until PRA takes title to the Premises.
- *Compensation/Management Fee* – Land Bank pays PRA \$100.00 and PRA is entitled to retain any and all rents.
- *Liability* – PRA is solely responsible for any and all sums, costs, expenses, amounts, liabilities, Impositions, Judgments, and Liens in connection with or relating to, directly or indirectly, the Premises, this Agreement, or performance of the Management Services.
- *Insurance*

- PRA, and its contractors and subcontractors, are required, at their sole cost and expense, to obtain and maintain general liability insurance, and workers compensation.
- The Land Bank will purchase casualty/fire insurance at a cost of \$3,294 (for 3 months only) with coverage \$2,195,000 and 80% coinsurance provision. To include the Premises under the Land Bank's current liability policy is estimated to cost an additional \$4,040 annually (to be prorated for actual holding period). PRA will reimburse the Land Bank for these costs.

D. Sale of the Premises

- *Title* – Title is "AS IS" and subject to all (i) Impositions, Judgments, Liens and other title matters which are not extinguished, released, or discharged by virtue of the Judicial Sale including IRS liens, Commonwealth tax liens, and Commonwealth inheritance tax liens, (ii) easements, covenants, agreements, restrictions, and all other matters of record; (iii) facts or conditions that an inspection or accurate survey would disclose; and (iv) Applicable Laws.
- *Settlement* – No later than September 20, 2018, the Land Bank will request City Counsel to introduce and adopt a resolution to transfer and convey the Premises to PRA. PRA shall take title to the Premises in accordance with this Agreement on the Settlement Date designated by the Land Bank.
- *Purchase Price* – One Dollar (\$1.00).
- *Taxes, Prorations, and Recording Fees* – PRA is responsible for all Commonwealth and City realty transfer taxes; real estate taxes, water, sewer and stormwater fees, and all other utility charges for all periods prior to and after Settlement; and all fees to record the Deed, and any and all other documents including any deed necessary to convey the Premises to the Land Bank.
- *Condition(s) Precedent to Settlement*
 - Land Bank's obligation to convey title to the Premises is conditioned on: (a) sheriff's deed recorded for the Land Bank's purchase of the Premises; (b) the unconditional approval by the VPRC, City Council, and the Land Bank Board to convey the Premises to PRA; and (c) no uncured Event of Default.
 - If any Condition(s) Precedent to Settlement is not satisfied prior to the Settlement Deadline, the Land Bank may (i) waive any Condition(s) Precedent to Settlement (except for (a) and (b) above); or (ii) extend the Settlement Date.
- *Disclaimer of Warranties and Representations* – PRA is purchasing the premises in "as is, where is, with all faults" condition.

E. Indemnification and Release

- *Indemnification* – PRA shall indemnify, defend, and hold harmless the Land Bank from and against any and all liabilities, obligations, losses, etc. relating to, directly or indirectly, (i) the Agreement; (ii) any Liens, Judgments, or Impositions; (iii) the Premises; (iv) the Management Services; (v) the actions, omissions, negligence, or willful misconduct, of PRA or any of PRA's employees, directors, officers, contractors, subcontractors, or agents; among other things.
- *Release* – PRA releases the Land Bank, from any and all actions, causes of actions, suits, debts,...which PRA has or had or may have against the Land Bank which relates to this Agreement, the Premises, etc.
- *Event of Default* – If PRA fails to cure an Event of Default within thirty days, in addition to any and all other remedies, PRA pays the Land Bank \$2,000 for each day any Event of Default remains uncured following the Cure Period.

EXHIBIT B

RESOLUTION NO. 2018 – 32 RESOLUTION AUTHORIZING CONVEYANCE OF 1106 NORTH STREET TO LOUISE SMITH

WHEREAS, Section 16-707 of the Philadelphia Code authorizes the Philadelphia Land Bank ("Land Bank") to convey, exchange, sell, transfer, lease, grant or mortgage interests in real property of the Land Bank, subject to approval of the Vacant Property Review Committee and resolution by Philadelphia City Council, and subject further to the terms and conditions of Section 16-707; and

WHEREAS, the Vacant Property Review Committee reviewed the proposed transfer of 1106 North Street (the "Property") at its public meeting held on June 12, 2018 and Philadelphia City Council approved conveyance of the Property by Resolution No. 180662, adopted on June 21, 2018.

WHEREAS, the Board of Directors has determined that it is in the best interest of the Land Bank to convey the Property; and

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. The conveyance of the Property to Louise Smith for «Consideration_Verbal» (\$«Consideration_Numeric») is in the best interests of the Land Bank and is hereby approved;
2. The conveyance of the Property complies with all terms and conditions of Section 16-707 of the Philadelphia Code;
3. The Executive Director, Director of Property Management, and Senior Counsel are each hereby authorized, in the name of and on behalf of the Land Bank, to prepare, execute, deliver, and perform any and all agreements, deeds, and other documents as may be necessary or desirable to consummate the conveyance of the Property, which shall contain such terms and conditions as the Executive Director and Senior Counsel shall deem necessary or appropriate, and, when so executed and delivered by the Land Bank shall constitute the valid and binding obligations of the Land Bank; and
4. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
5. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

EXHIBIT C

RESOLUTION NO. 2018 – 33 RESOLUTION AUTHORIZING CONVEYANCE OF 2022 KIMBALL STREET TO V2 PROPERTIES LLC

WHEREAS, Section 16-707 of the Philadelphia Code authorizes the Philadelphia Land Bank (“Land Bank”) to convey, exchange, sell, transfer, lease, grant or mortgage interests in real property of the Land Bank, subject to approval of the Vacant Property Review Committee and resolution by Philadelphia City Council, and subject further to the terms and conditions of Section 16-707; and

WHEREAS, the Vacant Property Review Committee reviewed the proposed transfer of 2022 Kimball Street (the “Property”) at its public meeting held on April 10, 2018 and Philadelphia City Council approved conveyance of the Property by Resolution No. 180468 adopted on May 17, 2018.

WHEREAS, the Board of Directors has determined that it is in the best interest of the Land Bank to convey the Property; and

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

6. The conveyance of the Property to V2 Properties LLC for One Hundred Seventy Five Thousand Dollars (\$175,000.00) is in the best interests of the Land Bank and is hereby approved;
7. The conveyance of the Property complies with all terms and conditions of Section 16-707 of the Philadelphia Code;
8. The Executive Director, Director of Property Management, and Senior Counsel are each hereby authorized, in the name of and on behalf of the Land Bank, to prepare, execute, deliver, and perform any and all agreements, deeds, and other documents as may be necessary or desirable to consummate the conveyance of the Property, which shall contain such terms and conditions as the Executive Director and Senior Counsel shall deem necessary or appropriate, and, when so executed and delivered by the Land Bank shall constitute the valid and binding obligations of the Land Bank; and
9. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
10. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

EXHIBIT D

RESOLUTION NO. 2018 – 34 RESOLUTION AUTHORIZING CONVEYANCE OF 2145, 2147, AND 2149 N. 15TH STREET TO COMMUNITY VENTURES

WHEREAS, Section 16-707 of the Philadelphia Code authorizes the Philadelphia Land Bank ("Land Bank") to convey, exchange, sell, transfer, lease, grant or mortgage interests in real property of the Land Bank, subject to approval of the Vacant Property Review Committee and resolution by Philadelphia City Council, and subject further to the terms and conditions of Section 16-707; and

WHEREAS, the Vacant Property Review Committee reviewed the proposed transfer of 2145, 2147, and 2149 N. 15th Street (collectively, the "Property") at its public meeting held on June 12, 2018 and Philadelphia City Council approved conveyance of the Property by Resolution No. 180614, adopted on June 21, 2018.

WHEREAS, the Board of Directors has determined that it is in the best interest of the Land Bank to convey the Property; and

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

11. The conveyance of the Property to Community Ventures for Three Dollars (\$3.00) is in the best interests of the Land Bank and is hereby approved;
12. The conveyance of the Property complies with all terms and conditions of Section 16-707 of the Philadelphia Code;
13. The Executive Director, Director of Property Management, and Senior Counsel are each hereby authorized, in the name of and on behalf of the Land Bank, to prepare, execute, deliver, and perform any and all agreements, deeds, and other documents as may be necessary or desirable to consummate the conveyance of the Property, which shall contain such terms and conditions as the Executive Director and Senior Counsel shall deem necessary or appropriate, and, when so executed and delivered by the Land Bank shall constitute the valid and binding obligations of the Land Bank; and
14. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
15. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

EXHIBIT E

RESOLUTION NO. 2018 - 35 RESOLUTION APPROVING PHILADELPHIA LAND BANK OPERATING BUDGET FOR FISCAL YEAR ENDING 2019

WHEREAS, the Board of Directors of the Philadelphia Land Bank (the "**Board**") was presented with the proposed budget for the fiscal year ending 2019 (attached to this Resolution), which itemizes the categories and amounts of expenses required to fund operations of the Philadelphia Land Bank ("**2019 Operating Budget**"); and

WHEREAS, section 309 of the Bylaws of the Philadelphia Land Bank ("**Bylaws**") requires that adoption or amendment of the annual budget be approved by a majority of the "entire Board of Directors" (defined in section 101 of the Bylaws as the total number of Directors that the Land Bank would have if there were no vacancies); and

WHEREAS, the Board deems it necessary and in the best interest of the Land Bank to approve and adopt the 2019 Operating Budget, subject to the terms of this Resolution.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. The 2019 Operating Budget, as presented to the Board and attached to this Resolution, is hereby approved and adopted by a majority of the "entire Board of Directors".
2. The Land Bank staff will provide the Board with quarterly financial reporting comparing actual expenditures to the fiscal year end 2019 budgeted expenses.
3. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
4. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

PHILADELPHIA LAND BANK DRAFT FISCAL 2019 OPERATING BUDGET @ 06/07/18
JULY 1, 2018 TO JUNE 30, 2019

SALARIES	1,171,300	(1)
Share of DHCD Support Salaries	224,300	A
Share of PHDC Admin Salaries	145,500	B
Fringe Benefits		
FICA	89,600	
Pensions	111,000	(2)
Health Benefits		
Major Medical	150,500	(3)
Prescription Plan	64,000	(4)
Dental	11,600	
Vision	700	
Life Insurance	5,800	
Group Legal	3,200	
Worker's Compensation	11,500	
Unemployment Comp	8,400	
Total Fringes	456,100	
TOTAL LAND BANK SALARIES & FRINGES	2,038,100	
Purchase of Services		
Telephone	9,700	
Training, Travel & Conferences	10,000	
Parking, Gas & Mileage	8,500	
Postage	2,000	
Advertising	10,000	
Professional Services		
Legal Fees	150,000	(5)
Audit and Accounting Consulting	42,000	
Payroll & Reelist System	4,100	
Strategic Plan	75,000	(6)
Repair & Property Maintenance	3,000	
Rent of Office Space	41,000	
Insurance	262,519	(7)
Insurance broker fees	25,000	(8)
Total Purchase of Services	643,919	
Materials & Supplies		
Books, Publications, Dues	5,000	
Office Material & Supplies	5,000	
Printing	10,100	
Total Materials & Supplies	20,100	
Equipment		
Traffic and Equipment	2,000	
Auto	5,000	(9)
Total Equipment	7,000	
Information Services & Technology		
Information Technology improvement	37,500	
Software Licenses	50,300	
Purchase of data services	5,000	
Purchase and maintenance of equipment	4,450	
	98,250	
Real Estate		
Acquisition & Disposition		
City & SRC Lien Payments	2,592,000	(10)
Sheriff Sale Processing Fees	548,780	(11)
Appraisals	75,000	
Surveys	20,000	(12)
Filing Fees	9,120	(13)
Storm Water Management	378,720	
Emergency Property Maintenance	500,000	(14)
	4,123,620	
Total Costs All Categories	6,930,989	

**PHILADELPHIA LAND BANK
FISCAL 2019 OPERATING BUDGET
JULY 1, 2018 TO JUNE 30, 2019
7/12/2018**

Revenue

VPRC 2019 Net proceeds	\$	1,395,640	(i)
PLB FY 2018 Direct Sales	\$	1,367,200	(ii)
General Fund Request	\$	4,168,149	(iii)
	\$	<u>6,930,989</u>	

Assumptions

- (i) Projected Net VPRC sales through 06/30/2019 - increased by \$100,000 (netted budget difference of \$25,840 against VPRC sales to balance)
- (ii) Projected PLB sales through 06/30/2019 - increased by \$167,200
- (iii) General fund allocation request- submitted

EXHIBIT F

RESOLUTION NO. 2018 – 36 RESOLUTION GRANTING AUTHORIZATION TO ACQUIRE PROPERTIES AT JUDICIAL SALE, SUBJECT TO CERTAIN TERMS AND CONDITIONS

WHEREAS, the Commonwealth Land Bank Act, 68 Pa. C.S.A. §§ 2101, *et seq.*, ("**Land Bank Act**") authorizes a land bank to acquire property exposed for sale under the Municipal Claim and Tax Lien Law, 53 P.S. §§ 7101, *et seq.*;

WHEREAS, section 16-705(2) of the Philadelphia Code authorizes the Philadelphia Land Bank ("**Land Bank**") to acquire real property or interests in real property through all legal means, subject to certain stated terms and conditions;

WHEREAS, section 16-705(3)(b) of the Philadelphia Code authorizes the Land Bank to acquire tax delinquent properties at judicial sales conducted by, or on behalf of, the City of Philadelphia ("**Judicial Sale Properties**");

WHEREAS, the Board of Directors of the Philadelphia Land Bank (the "**Board**") finds the acquisition of Judicial Sale Properties can be better managed by delegating the authority to bid for and acquire Judicial Sale Properties pursuant to the terms of this Resolution.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

7. The Board Chair, Board Vice-Chair, and Executive Director are each hereby individually authorized to bid for and acquire Judicial Sale Properties on behalf of the Land Bank in accordance with this Resolution, the Land Bank Act, the Philadelphia Code, and any Memorandums of Understanding to which the Land Bank is a party.
8. The maximum expenditure for acquisition of Judicial Sale Properties authorized by this Resolution is One Million Five Hundred Thousand Dollars (\$1,500,000.00) without further approval or authorization from the Board (the "**Spending Limit**").
9. The Board Chair, Board Vice-Chair, and Executive Director are each hereby individually further authorized to designate any Judicial Sale Properties as approved for acquisition in connection with the acquisition of Judicial Sale Properties pursuant to this Resolution.
10. The authority granted in this Resolution is in addition to any other authority to acquire Judicial Sale Properties granted in any other resolution. This Resolution shall not affect, or be deemed to reduce, any authority or amounts to acquire Judicial Sale Properties which the Board has granted or authorized in any other resolution.
11. For all Judicial Sale Properties acquired under this Resolution, the Executive Director shall report at each Regular Meeting of the Board on a cumulative basis: (a) the property address; (b) the amount paid; and (c) the proposed disposition use of the property. Land Bank staff

shall provide such other information to allow the Board to properly supervise and control this delegation of authority.

12. Those Land Bank staff authorized to execute and deliver documents on behalf of the Land Bank under Resolution 2017-43 are hereby authorized to execute and deliver any and all applications, contracts, and other documentation necessary or desirable to carry out the purposes and intents of this Resolution.
13. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
14. The authorization provided in this Resolution shall expire on September 30, 2018 unless extended by further action by the Board.
15. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

EXHIBIT G

RESOLUTION NO. 2018 - 37

RESOLUTION AUTHORIZING A THIRD AMENDMENT TO AMENDED AND RESTATED MEMORANDUM OF UNDERSTANDING BETWEEN PHILADELPHIA REDEVELOPMENT AUTHORITY AND PHILADELPHIA LAND BANK

WHEREAS, the Philadelphia Redevelopment Authority ("**Redevelopment Authority**") and the Philadelphia Land Bank entered into a Memorandum of Understanding, effective as of October 3, 2014 ("**Original Memorandum of Understanding**"), through which the Redevelopment Authority agreed to: (i) provide staffing and funding support to the Land Bank; (ii) provide for the transfer of title to certain properties owned by the Redevelopment Authority to the Land Bank; and (iii) arrange for transfer of management and maintenance of certain software operational systems then controlled by the Redevelopment Authority; among other things.

WHEREAS, on July 1, 2015 the parties entered into an Amended and Restated Memorandum of Understanding ("**Amended and Restated MOU**") which extended the agreements and conditions of the Original Memorandum of Understanding through Fiscal Year 2016;

WHEREAS, on July 1, 2016, the parties entered into a First Amendment to the Amended and Restated Memorandum of Understanding which extended the agreements and conditions of the Amended and Restated MOU through Fiscal Year 2017, among other things;

WHEREAS, on July 1, 2017, the parties entered into a Second Amendment to the Amended and Restated Memorandum of Understanding which extended the agreements and conditions of the Amended and Restated MOU through Fiscal Year 2018, among other things;

WHEREAS, the parties now desire to renew, extend, and modify certain provisions of the Amended and Restated Memorandum of Understanding, as amended, pursuant to a Third Amendment to the Amended and Restated Memorandum of Understanding ("**Third Amendment**"), as more specifically provided in the summary of major terms ("**Summary**") attached to this Resolution; and

WHEREAS, the Board of Directors of the Philadelphia Land Bank (the "**Board**") has considered the Third Amendment and finds that its adoption is in the best interests of the Land Bank.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. The Executive Director is hereby authorized to enter into the Third Amendment with the Philadelphia Redevelopment Authority in form and substance acceptable to the Executive Director and Senior Counsel consistent with the Summary.
2. All actions previously taken prior to the date hereof by the Executive Director with respect to or in connection with the Third Amendment are hereby approved, ratified and affirmed.
3. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

Philadelphia Land Bank / PRA
Memorandum of Understanding (as amended)
Summary of Major Terms

Paragraph 1 - Transfer or Assignment of PRA staff to Land Bank	<u>Pursuant to the Third Amendment</u> , as of June 30, 2018, there are no PRA employees assigned or transferred to, or performing any work for, the Land Bank. Accordingly, paragraph 1 of the Amended and Restated Memorandum, as amended, will be deleted.
Paragraph 2 - PRA Funding of Land Bank Operations	The provisions of Paragraph 2 have either been fulfilled or were deleted by previous amendments.
Paragraph 3 - Transfer of PRA Surplus Property	No changes to Paragraph 3, which provides that PRA will convey to the Land Bank certain surplus properties. Upon Council approval, PRA will convey those surplus properties to the Land Bank for nominal consideration.
Paragraph 4 - Management of the "Front Door" Program	No changes to Paragraph 4, which provides that the Land Bank receives EOIs, among other things, for all available City, PRA and Land Bank properties.
Paragraph 5 – Equipment	<u>Pursuant to the Third Amendment</u> , the only computer hardware being used by the Land Bank is a single desktop computer. Otherwise, no changes to Paragraph 5 regarding Land Bank's use of PRA computer hardware.
Paragraph 6 – Term	<u>Pursuant to the Third Amendment</u> , the term is being extended for an additional year - 7/1/2018 to 6/30/2019.
Paragraph 7 - Miscellaneous	No changes to Paragraph 7, which provides, among other things, that the Land Bank will (1) cooperate with PRA to acquire property using the City's foreclosure process; and (2) support PRA's use of LAMA.
Third Amendment - VPRC Sales Proceeds	<u>Pursuant to the Third Amendment</u> , all proceeds from the sale of City properties through VPRC will continue to be property of the Land Bank and will be deposited directly into the Land Bank's bank account following settlement. Proceeds will no longer be deposited with PRA and later transferred to the Land Bank. Any recording or other fees will be paid by the Land Bank from such proceeds.

<p>Third Amendment – Rent and Copier Reimbursement</p>	<p><u>Pursuant to the Third Amendment</u>, from 7/1/2017 to 6/30/2018, the Land Bank reimbursed PRA for use of a portion of the premises in the amount of \$38,228.99. For 7/1/2018 to 6/30/2019, the Land Bank will reimburse PRA its pro rata share for office rent based on space used.</p> <p><u>Pursuant to the Third Amendment</u>, from 7/1/2018 to 6/30/2019, the Land Bank will reimburse the amount of \$98.01/month for a Minolta copier.</p>
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EXHIBIT H

RESOLUTION NO. 2018 - 38 RESOLUTION AUTHORIZING PROFESSIONAL SERVICES AGREEMENT BETWEEN PHILADELPHIA LAND BANK AND INTERFACE STUDIO LLC FOR 2019 STRATEGIC PLAN

WHEREAS, the Board of Directors of the Philadelphia Land Bank (the "**Board**") deems it necessary and in the best interest of the Land Bank to enter into a Professional Services Agreement between the Philadelphia Land Bank and Interface Studios LLC for preparation of the 2019 Strategic Plan, among other things (the "**Agreement**"). The scope of services and compensation exhibits expected to be attached to the Agreement are attached to this Resolution ("**Exhibits**").

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

16. The Executive Director is further authorized to enter into and sign the Agreement on behalf of the Land Bank, in form and substance acceptable to the Executive Director and Senior Counsel, and substantially consistent with the Exhibits.
17. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
18. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

SCOPE OF SERVICES

Section 1 – Schedule

- A. The Provider will adhere to the following schedule, except that the Land Bank may lengthen, but not shorten, the date for completion of any item in the schedule below, in its sole and absolute discretion.

Kick-off Meeting	No later than July 23, 2018
First Round of Outreach Meetings	Early-August 2018, but to be completed no later than August 17, 2018
First Strategic Plan Draft Completed	September 14, 2018
Preliminary Strategic Plan Published for Public Comment	October 12, 2018
Second Round of Outreach Meetings	Mid/late October, 2018, but to be completed no later than October 19, 2018.
Second Strategic Plan Draft Completed	October 26, 2018
Land Bank Public Hearing	No later than November 2, 2018
Final Strategic Plan Provided	November 9, 2018
Final Strategic Plan Adopted by Land Bank Board	November 15, 2018
Final Strategic Plan Introduced to City Council	November 29, 2018
Final Strategic Plan Adopted by City Council	December 6, 2018

Section 2 – Kick-off Meeting

- A. The Provider will organize a kick-off meeting consisting of representatives of the Provider, RES, the Land Bank, and PCPC.
- B. At least five (5) days before the kick-off meeting, the Provider will provide the Land Bank with a proposed, detailed work plan, which shall include meeting dates, deadlines, schedules, and project milestones for preparation of the Strategic Plan, as defined below, and performance of the Services (the "Work Plan"). The Work Plan will adhere to the schedule in Section 1 of this Exhibit.
- C. At the kick-off meeting, the Land Bank and the Provider will discuss (i) revisions to the Work Plan as may be provided by the Land Bank; (ii) data collection requests and procedures; and (iii) anticipated challenges affecting preparation of the Strategic Plan and performance of the Services and proposed resolutions to such challenges.
- D. No later than one (1) week after the kick-off meeting, the Provider will submit a revised Work Plan incorporating all revisions requested by the Land Bank. The Land Bank may provide further revisions, which the Provider will incorporate into the next draft of the Work Plan. The Work Plan will not be considered final until the Land Bank has approved it, in its sole discretion.
- E. Once approved by the Land Bank in writing, the Work Plan will serve as a guide for preparation of the Strategic Plan and performance of the Services. The Work Plan shall not, nor be deemed to, supersede any term, covenant, condition, or provision of this Agreement.

Section 3 – Understanding Land Bank Operations

- A. The Provider will gain a clear understanding of the Land Bank's processes, operations, and activities including
- (i) reviewing appropriate materials (e.g., PA Land Bank Act, Philadelphia Land Bank Ordinance, past strategic plans, and policies);
 - (ii) meeting with Land Bank staff to understand the multiple steps required for, constraints associated with, and the time and resources involved in acquisitions and dispositions;
 - (iii) the annual level of activity for the past several years;
 - (iv) the demand for various end uses of Land Bank properties;
 - (v) the Land Bank's staffing resources; and
 - (vi) the Land Bank's operational and budgetary constraints.
- B. Prior to the first round of Outreach Meetings, the Provider will provide an assessment, with diagrams, of the Land Bank's operational and budgetary constraints affecting the pace of transactions as well as the Land Bank's potential growth capacity as well as an assessment of the strengths and shortcomings of the two prior strategic plans. This assessment and associated diagrams may be used for the Outreach Meetings, defined below, to help align public expectations with Land Bank operations and may be, at the Land Bank's request, incorporated into the Strategic Plan.

Section 4 – Status Meetings, and Questions

- A. The Provider will report to the Land Bank on a weekly basis, or such other basis as determined by the Land Bank, from time to time, in the Land Bank's sole discretion, (each "Status Report").
- B. Each Status Report will consist of the status of the Strategic Plan, the Provider's progress with providing the Services, any delays or potential delays of any task or item in the Work Plan; a discussion of all methodologies, analysis, approaches, data, plans, typologies, models, maps, tables, strategies, recommendations, and other information being utilized in preparation of the Strategic Plan and providing the Services; and any other topic the Land Bank may want to discuss.
- C. The Provider will provide the Status Report by phone or in-person as determined by the Land Bank, from time to time, in its sole discretion.
- D. The Provider will be available for questions during business hours (Monday – Friday, 9:00am to 5:00pm EST) and shall provide answers to all questions as soon as possible.

Section 5 – Collaboration and Data

- A. The Provider is expected to work closely with and participate in regular meetings with the Land Bank and the Philadelphia City Planning Commission ("PCPC").
- B. The Provider will secure, at its sole cost and expense, access to, and permission to use, all plans, studies, data, and other information needed to prepare the Strategic Plan and perform the Services.

C. In addition to any other plans, studies, data, and information, the Provider will also utilize the following to prepare the Strategic Plan and perform the Services

- (i) current Land Bank holdings;
- (ii) Land Bank disposition and acquisition activity, costs, and timelines;
- (iii) Land Bank maintenance activity and costs;
- (iv) Land Bank properties eligible for tax sale acquisition (vacant land and buildings, tax delinquent property - with assessed values and tax lien totals), and public ownership properties flagged for Land Bank acquisition but not yet acquired;
- (v) side/rear yard eligible properties, i.e., publicly owned and privately owned tax delinquent properties;
- (vi) gentrification indicators;
- (vii) OPA sales data;
- (viii) most recent Market Value Analysis by TRF;
- (ix) property tax abatements;
- (x) building permits sorted by type;
- (xi) properties sold at Sheriff's sale;
- (xii) known future land uses;
- (xiii) major developments;
- (xiv) City housing investments since formation of Land Bank;
- (xv) other City/PIDC/Housing Authority investments;
- (xvi) incentive zones;
- (xvii) updated information on affordable housing inventory;
- (xviii) PolicyMap;
- (xix) ESRI / Census Data;
- (xx) Ribbon Demographics' HISTA tabulations (Households by Income, Size, Tenure and Age);
- (xxi) AMI (area median income) data;
- (xxii) market-rate, workforce, low-income housing tax credit, and deeply subsidized housing data;
- (xxiii) REIS data;
- (xxiv) Board of Realtors;
- (xxv) Zillow, Trulia, etc; and
- (xxvi) other existing data including streets, transportation, curbs, floodplains, land use, zoning, census, and geography.

D. The Provider will use good faith efforts to utilize, and obtain permission to use, all plans, studies, data, maps, tables, and other information the City or any other governmental or quasi-governmental entity may have in order to limit the amount of work needed to prepare the Strategic Plan and perform the Services.

Section 6 –Strategic Plan Elements

The Provider shall prepare the Land Bank's 2019 Strategic Plan (the "Strategic Plan"), which shall consist of the following elements: (A) Introduction, (B) Analysis of Market Conditions, (C) Inventory and Mapping Analysis to Create Vacancy Typologies, and (D) Annual

Recommendations for Acquisition, Maintenance, Disposition, and Reuse; and (E) Disposition/Acquisition Policies. A more detailed description of these elements follows.

A. Introduction

The Provider will prepare an introduction for the Strategic Plan to include the following:

- An executive summary of the Strategic Plan.
- A general description of the Land Bank's, City's, and City Agencies' publicly owned properties – total number of lots/properties and map of properties, grouped in City Planning Districts, Council districts, census tracts, or other geographic units as requested by the Land Bank.
- A detailed description of the processes and methodologies used to complete the mapping, analysis, and recommendations for acquisition, disposition and re-use including a description and a full list of all datasets used in the analysis. It will also describe how typologies were created and how annual acquisition, maintenance, disposition, and re-use figures were determined.

B. Analysis of Market Conditions

Pursuant to 16-709(3)(a) of the Philadelphia Code, the Provider will provide an analysis, in form and substance approved by the Land Bank, to determine market conditions and trends in neighborhoods where the Land Bank holds or is likely to hold property according to census tract or grouping of census tracts as determined by the Land Bank to have similar characteristics. This analysis shall specifically evaluate the relative need and availability for affordable or mixed-income housing including, without limitation, such housing that is accessible or visitable; economic development that creates jobs for community residents; community facilities that provide needed services to residents; side and rear yards; food-producing urban agriculture; community open space; and any additional core beneficial land uses that may be identified by the Land Bank.

The Provider will engage in a collaborative, data-driven process, to leverage and align the City's affordable housing and other plans including, without limitation, the City's Assessment of Fair Housing, the City's Housing Action Plan, the City's Urban Agriculture Strategic Plan, PCPC's Citywide Vision, the Philadelphia 2035 Plan and, where available, district plans, and any other plans, studies, data, or information requested by the Land Bank (which may include the Neighborhood Gardens Trust Priority Acquisition Plan, Philadelphia Greenworks, PWD initiatives, privately funded community plans, DVRPC plans, major development plans, and institutional master plans).

The Provider will utilize the most recent Market Value Analysis ("MVA") available for the City as well as the most recent data regarding

- (i) residential sales volume and prices;
- (ii) rent levels;
- (iii) availability of affordable housing;
- (iv) existing residential vacancy levels;
- (v) population/household growth;
- (vi) household income and age;
- (vii) abatement applications;
- (viii) building permits/new private development;

- (ix) public sector investments;
- (x) household and employment growth projections; and
- (xi) any other plans, studies, data, or information as requested by the Land Bank.

The Provider will also provide an analysis of market conditions and trends (including economic, demographic, and any other market conditions requested by the Land Bank), in form and substance approved by the Land Bank, for

- (i) each Councilmanic District to ascertain if acquisition and disposition goals for each Councilmanic District reflect the characteristics of each specific Councilmanic District;
- (ii) each census tract and groups of census tracts in the City;
- (iii) each City planning district; and
- (iv) any other geographical area requested by the Land Bank.

C. Inventory and Mapping Analysis to Create Vacancy Typologies

Pursuant to 16-709(3)(b) of the Philadelphia Code, the Provider will generate an inventory and mapping of vacant properties in each census tract or grouping of census tracts, including properties that are owned by the Land Bank and properties that are privately owned and delinquent as to municipal taxes or claim.

The Provider will also generate a series of maps, tables, and aggregated data, in form and substance approved by the Land Bank, of (i) the City's vacant property inventory, including all vacant properties owned by the Land Bank, Department of Public Property, Philadelphia Redevelopment Authority, Philadelphia Housing and Development Corporation, and Philadelphia Housing Authority (collectively, the "City Agencies"); and (ii) properties that are privately owned and delinquent as to municipal taxes or claims in each census tract, grouping of census tracts, Councilmanic District, City planning district, and any other geographical area requested by the Land Bank. The Provider will complement these maps, tables, and aggregated data with information regarding whether the property is vacant land or a vacant building, the size of the property, adjacencies to other vacant property or proximity to clusters of vacancy, base land use, and zoning.

The Provider will develop "vacancy typologies" that considers market conditions, the existing inventory, potential acquisitions, and other information so that these typologies can provide a basis for both qualitative and numerical recommendations regarding acquisition, maintenance, and disposition.

The Provider will use these typologies to cluster similar block groups or census tracts into larger areas for analytical purposes to describe the properties based on vacancy type, parcel size, adjacencies, clustering, tax delinquency, and market condition, presence of recent City-supported housing and community development projects and programs, district plan recommendations, greenworks-related investments, stormwater management designs, and the inventory of vacant property, both public and private. These typologies are an important element of the Strategic Plan, and the Provider will use their expertise and judgment to develop them, working closely with the Land Bank and PCPC staff.

The Provider will consider the following to determine vacant typologies:

- Past City-supported housing and community development projects and programs
- Philadelphia 2035 District Plan recommendations
- Philadelphia Greenworks
- Philadelphia Water Department's Stormwater Management Plan
- Philadelphia's vacant and surplus property inventory
- Privately-owned tax-delinquent properties
- Philadelphia's Assessment of Fair Housing,
- Philadelphia's Housing Action Plan
- Philadelphia's Urban Agriculture Strategic Plan
- PCPC's Citywide Vision
- Any other plans, studies, data, or information as requested by the Land Bank (which may include the Neighborhood Gardens Trust Priority Acquisition Plan, Philadelphia Greenworks, PWD initiatives, privately funded community plans, DVRPC plans, major development plans, and institutional master plans).

D. Annual Recommendations for Acquisitions, Maintenance, Disposition, and Reuse.

Once the market analysis is completed and vacancy typologies determined, the Provider, working with Land Bank and PCPC staff, will propose defined annual targets for Acquisitions, Maintenance, Disposition, and Reuse.

Pursuant to 16-709(3)(c) of the Philadelphia Code, the Provider will propose annual goals for a five-year period for acquisition, maintenance, and conveyance of properties that support the City's Comprehensive Plan and the goals of community plans accepted by PCPC, and which encourage equitable redevelopment, and the goals of any other plans as requested by the Land Bank. This shall include items such as proposed targets for the share of future housing units to be built on public properties affordable to different income ranges of very low-, low-, and moderate-income households, as well as economic development/job creation projects, urban agriculture, open space, and additional core beneficial land use needs identified pursuant to Section 6.B above. These goals shall be based on the analysis of each census tract or grouping of census tracts that were identified pursuant to Section 6. B above, taking into account the existing inventory of the Land Bank as well as the universe of vacant and tax delinquent or City-liened properties, and demand for land based on requests received in the previous year. The Provider may also consider the anticipated availability of funding, and the feasibility of inclusionary housing requirements if applicable.

- Acquisition – In the context of the market analysis, vacancy typology, and re-use recommendations, the Provider will update the decision-making methodology for identifying properties to be acquired for re-use, and, pursuant to 16-709(3)(f) of the Philadelphia Code, propose defined annual goals for acquisitions, and suggest the geographic areas in which the Land Bank will acquire such property and for what purpose. The proposed decision-making methodology will consider the existing Strategic Plan, existing District and Neighborhood Plans, Land Bank operational constraints and budgetary limitations, the Outreach Meetings, meetings with representatives of City Council and other City entities, and any other plans, studies, data, or information requested by the Land Bank.
- Maintenance – The Provider will estimate the number of lots and structures the Land Bank is likely to own - through assemblage of publicly owned parcels and acquisition of privately

owned, tax delinquent vacant parcels - and the number of privately owned vacant lots that are adjacent to the lots owned by the Land Bank. The Provider will also consider the potential for redevelopment and reuse and the Land Bank's hold strategy to assess the level of maintenance necessary to ensure that Land Bank owned properties do not remain blighted. The Provider will use existing Land Bank data on maintenance cycles and costs to develop a feasible strategy and estimate of costs for maintenance of lots and structures the Land Bank owns or is likely to own, and those lots and structures which are privately owned, but located adjacent to Land Bank owned property.

- **Disposition and Reuse** – The Provider will identify at least three primary re-use categories: Open Space, Residential, and Commercial, along with specific types of re-use as appropriate and feasible.

Open Space should include a range of possible uses including, without limitation, side and rear yards, recreation uses, community gardens, and urban agriculture.

Residential should include affordable housing, workforce housing, and market-rate housing for both rental and homeownership.

Commercial should include neighborhood commercial/retail, mixed-use, institutional, and large-scale commercial/retail.

Each re-use category will be examined in the context of the vacancy typologies, including the number of vacant properties potentially available, the needs and available resources for those re-uses, and the consistency of those re-uses with existing adopted District Plans and other adopted or accepted plans where applicable.

For each re-use category, the Provider will provide:

- A description of the resources required for each re-use and an assessment of the availability of those resources (e.g., financing availability).
- Maps of the census tracts, grouping of census tracts, and other geographical area (e.g., Councilmanic District, neighborhood, or City planning district) as requested by the Land Bank showing where vacancy typologies suitable for each re-use occurs, where the type of vacancy and context supports the re-use, and showing the number of vacant properties in those typologies, and the proximity of vacant properties owned by the Land Bank, the City, the City Agencies, and privately owned, tax delinquent vacant properties.
- A discussion of consistency with District Plans and other plans where applicable.
- Proposed, defined annual goals of how many properties can be disposed for each re-use given the availability of resources required (16-709(3)(e) of the Philadelphia Code).
- Tables that summarize the number of properties - by geographical area as requested by the Land Bank (e.g., census tracts, grouping of census tracts, Councilmanic District, neighborhood, or City planning district) - suited for each re-use and the total number of properties targeted for disposition by re-use.
- A map of priority properties for disposition and re-use based on the market analysis and vacancy typologies.

Pursuant to 16-709(3)(d) of the Philadelphia Code, the Provider will provide recommendations for uses of properties in each census tracts or grouping of census tracts that advances the Land Bank's goals.

The Land Bank may request that these recommendations be also provided by Councilmanic District, neighborhoods, or City planning districts. Such recommendations must take into account the capacity and resources required and available for residential and commercial development, and for stewarding land as open space.

Summary of Five-Year Goals and Targets – The Provider will develop a summary of five-year goals and quantitative targets for acquisition and disposition and re-use. These goals and targets will be in form and substance as approved by the Land Bank (e.g., residential re-use goals and targets may be arranged by affordable to different household income ranges such as very-low, low, and moderate-income) and arranged by census tract, grouping of census tracts, or other geographical area (e.g., Councilmanic District or City planning district) as requested by the Land Bank.

E. Disposition/Acquisition Policies

The Provider will assist the Land Bank in identifying strengths and weaknesses of the current Disposition / Acquisition policies in light of the findings of the Strategic Plan and assist in drafting new Disposition / Acquisition policies to be attached to the Strategic Plan and presented for adoption by the Land Bank, certain other City Agencies, and City Council.

Section 7 – Community Outreach Meetings

- A. The Provider will plan and conduct several community outreach meetings with residents, community groups, non-profit organizations, and other stakeholders (collectively, "Outreach Meetings") on a schedule developed in collaboration with the Land Bank.
- B. Prior to the Outreach Meetings, the Provider will (i) advise the Land Bank on how to effectively and efficiently execute an outreach strategy so as to obtain robust engagement with residents, community groups, non-profit organizations, and other stakeholders; and (ii) propose a series of working sessions with key stakeholders in order to refine the outreach strategy.
- C. Outreach Meetings may take place outside of regular business hours in the evenings and on weekends. The Outreach Meetings will be conducted in two rounds pursuant to the schedule set forth in Section 1 of this Exhibit, with both rounds involving all of the identified stakeholders.
- D. The purpose of the Outreach Meetings is (i) to obtain input on the Strategic Plan from residents, community groups, non-profit organizations, and other stakeholders and (ii) to inform the public about real estate development, financing, and ways to obtain property from the Land Bank. In coordination with the Land Bank, the Provider will develop presentation materials and any other materials, as requested by the Land Bank, for the Outreach Meetings.
- E. The Provider will also advise the Land Bank on how to best obtain input from representatives of City Council and other City entities and will plan and conduct meetings with

representatives of City Council and other City entities to obtain their input on the Strategic Plan. In coordination with the Land Bank, the Provider will develop presentation materials and any other materials, as requested by the Land Bank, for meetings with representatives of City Council and other City entities.

- F. The Provider will also advise the Land Bank on how to leverage and incorporate the input from the Outreach Meetings and meetings with representatives of City Council and other City entities into the Strategic Plan.

Section 8 – Public Hearings

- A. The Provider will assist the Land Bank with planning and conducting a public hearing prior to the adoption of the Strategic Plan. In coordination with the Land Bank, the Provider will develop presentation materials and any other materials, as requested by the Land Bank, for the public hearing including a summary presentation, display boards, and a summary handout to accompany the second Strategic Plan draft.
- B. The Provider will have representatives present at the public hearing to accept public comment and answer questions.

Section 9 – Deliverables

- A. No later than three (3) days following completion of the final Strategic Plan, the Provider will provide, at no cost or expense to the Land Bank,
 - (i) paper copies of the Strategic Plan as requested by the Land Bank, but not to exceed one hundred (100) copies, in a form suitable for distribution;
 - (ii) a digital and print-ready version of the Strategic Plan in a digital or electronic format as requested by the Land Bank;
 - (iii) all materials prepared in connection with, directly or indirectly, the Outreach Meetings and meetings with representatives of City Council and other City entities in a digital or electronic format as requested by the Land Bank; and
 - (iv) all Instruments of Service, maps, tables, datasets, analytical models, metadata, methodologies, and all other work products developed, built, or added in connection with, directly or indirectly, the Strategic Plan or the Services in a digital or electronic format as requested by the Land Bank.
- B. All deliverables pursuant to this Section 9 will be in a form suitable for electronic and print production and distribution
- C. The Provider will work with a printer of the Land Bank's choosing for printing the Strategic Plan.
- D. No later than November 15, 2018, the Provider will prepare and submit a detailed document that describes the process and methodology for developing the Strategic Plan including suggestions to improve and refine the Strategic Plan process for future years.
- E. The Provider will provide various iterations of the Strategic Plan and other materials as requested by the Land Bank and will make any and all revisions to the Strategic Plan and other materials, and all versions thereof, as requested by the Land Bank in order to produce a

final Strategic Plan and other materials. The Land Bank reserves the right to provide feedback on all iterations of the Strategic Plan and other materials until they are satisfactory to the Land Bank, in form and substance.

COMPENSATION AND SUPPLEMENTAL SERVICES

Compensation

The Compensation includes all costs, sums, amounts, and expenses that will be charged for the Services and all costs, sums, amounts, and expenses which the Provider may be liable for in connection with performing the Services. Unless expressly approved in writing, except for the Compensation, the Land Bank will not be responsible for any compensation, costs, sums, amounts, or expenses under this Agreement or otherwise.

The Compensation will be paid according to the following schedule:

	Amount
Within three (3) days following completion of the First Round of Outreach Meetings	\$12,000
Within three (3) days following completion of the First Strategic Plan Draft	\$25,000
Within three (3) days following completion of all outstanding Services and adoption of the Strategic Plan by the Land Bank Board of Directors	\$38,000
Total Compensation	\$75,000

Supplemental Services

If the Land Bank requests any supplemental services not included in the Services (collectively, "Supplemental Services"), the Provider shall provide the Land Bank with written notice that such items are Supplemental Services no later than three (3) days after the Land Bank's request. If the Provider commences with providing the Supplemental Services prior to providing such notice, then the Land Bank shall not be responsible to compensate the Provider, or any of its contractors or subcontractors, or be responsible for any costs, sums, amounts, or expenses, in connection with such Supplemental Services.

If the Provider does provide such notice prior to commencing with the Supplemental Services, then the Land Bank may, in its sole discretion, proceed with the Supplemental Services, subject to the hourly rates provided below, or not proceed with the Supplemental Services.

Scott Page - \$140/hour	Mindy Watts - \$120/hour
Ashley DiCaro - \$100/hour	Christopher DiStasi - \$85/hour
Ben Bryant - \$110/hour	Stacey Chen - \$110/hour
Jamie Granger - \$100/hour	Yoona Ahn - \$85/hour
Maria Gonzalez - \$85/hour	Lisa Lobree - \$40/hour
Margaret B. Sowell - \$200/hour	Elizabeth M. Beckett - \$160/hour
James Hamilton - \$80/hour	

EXHIBIT I

RESOLUTION NO. 2018 – 39

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS NECESSARY TO UTILIZE REPUBLIC BANK, SUBJECT TO CERTAIN TERMS AND CONDITIONS

WHEREAS, the Philadelphia Housing Development Corporation ("**PHDC**") and the Philadelphia Land Bank ("**Land Bank**") entered into a Management Contract dated July 17, 2015 as amended by a First Amendment to Management Contract dated May 27, 2016 (collectively, "**Management Agreement**");

WHEREAS, under section 1.A.(3) and 1.A.(4) of the Management Agreement, PHDC is tasked with managing, overseeing, and operating the everyday activities of the Land Bank and has all requisite duties and exclusive authority to act on behalf, and for the benefit, of the Land Bank to organize the financial and other activities of the Land Bank as necessary to efficiently and effectively conduct the operations of the Land Bank and name and use depositories for the money of the Land Bank.

WHEREAS, PHDC and the Land Bank currently utilize Citizens Bank.

WHEREAS, on June 20, 2018, PHDC's Board of Directors authorized changing from Citizens Bank to Republic Bank and PHDC is currently in the process of effecting this change.

WHEREAS, as mentioned above, PHDC is authorized pursuant to the Management Agreement to organize the financial and other activities of the Land Bank and name and use depositories for the money of the Land Bank.

WHEREAS, changing from Citizens Bank to Republic Bank, including, without limitation, opening bank accounts and transferring funds, will require the execution and delivery of certain certificates, agreements, statements, and documents.

WHEREAS, the Board has determined that it is necessary to provide each Authorized Person, as defined in this Resolution, with the authority to do and cause to be done any and all acts and things and to execute and deliver all certificates, agreements, statements, and documents necessary or appropriate in order to change from Citizens Bank to Republic Bank, including, without limitation, opening bank accounts and transferring funds.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. Angel Rodriguez, Steve Cusano, and Darren Williams (each an "**Authorized Person**") is hereby authorized to do and cause to be done any and all acts and things and to execute and deliver all certificates, agreements, statements, and documents necessary or appropriate in order to change from Citizens Bank to Republic Bank, including, without limitation, opening bank accounts and transferring funds.
2. The authority granted to each Authorized Person pursuant to this Resolution shall automatically terminate upon such Authorized Person voluntarily or involuntarily leaving their position with the Land Bank.

3. The authority delegated in this Resolution shall not be sub-delegated without the approval of the Board.
4. Nothing in this Resolution shall, or be deemed to, change, modify, or amend the terms of Resolution 2017-45, adopted on October 12, 2017, entitled Resolution Authorizing Certain Authorized Persons To Sign Orders And Checks For The Payment Of Money By The Philadelphia Land Bank.
5. The Executive Director with the advice of Senior Counsel may allow modifications to this Resolution necessary or desirable to carry out its purposes and intents.
6. This Resolution shall take effect immediately upon adoption by the Board.

ADOPTED 7/12/2018

EXHIBIT J (1 OF 4)

Land Bank Update as of July 12, 2018

TAX ACQUISITIONS Status Report as of 7/12/2018:

FY 2018

FY 2018 Budgeted	
Acquisitions \$2,550,400.00
Less: Acquisitions to Date \$2,577,085.79
Over Budget at end of FY18 \$26,685.79

To date the Land Bank has acquired 280 parcels under the new MOU executed in October 2017, 86.15% of Acquisition Goal for year two of the 2017 Strategic Plan.

FY 2019

For the First Quarter of FY 2019, the Land Bank expects to acquire \$1,500,000 worth of parcels. The detail is as follows:

July 2019:	\$ 612,508.22
August 2019:	\$ 498,205.00
September 2019:	<u>\$389,286.78 (includes property requested in FY 2018)</u>
Total	\$1,500,000.00

DISPOSITIONS: SEE ATTACHED

As of June 30, 2018 The Land Bank has gone to settlement on 151 units/lots for FY 18. This is 46% of the total disposition goal of 325 units/lots as outlined in the Strategic Plan for Year 2.

Currently PLB staff is processing 354 lots towards settlement. The attached report shows what stage and intended use, by council district the lots are.

The Land Bank does not expect to move to settlement on these properties until City Council returns from recess in Mid-September as per the Disposition Policy.

REQUESTS FOR PROPOSALS (RFP)

Councilmatic District 3:

RE-ISSUED: After the close of the initial posting requests came in the Land Bank and the Councilmatic Office. The RFP was re-posted on July 9, 2018.

5109, 5111, 5113, 5121-5125 Market Street

The Philadelphia Land Bank ("Land Bank") is soliciting proposals from developers to acquire and develop all parcels. The Land Bank expects competitive offer prices and invites proposals for the entire Development Site. There are no restrictions on the type of development proposed.

ZONING: CMX-2

EXHIBIT J (2 OF 4)

1901-09 N 33rd Street; 1911-1915 N 33rd Street

The Philadelphia Land Bank ("Land Bank") is soliciting proposals from developers to acquire and develop some or all of eight (8) contiguous parcels along the 1900 block of North 33rd Street. The Land Bank expects competitive offer prices and invites proposals for the entire Development Site. There are no restrictions on the type of development proposed.

Update: The Land Bank is in discussions with a qualified developer. We will update the Board as discussions progress.

EOI SUMMARY

Since the Land Bank's first summary report on Expressions of Interest, the single EOI's have been addressed.

What the Land Bank is currently looking into is an effective way to report on the rolling submissions of EOIs at any given time and provide the Board with an accurate aging report that will show how long the process takes.

We have been developing a solution that can be implemented with our LAMA database.

FISCAL

The staffs have presented a Draft Budget to the Board for review today, July 12, 2018

- The Land Bank has \$4,168,000 allocated for operations and acquisitions.
- The Land Bank has instituted a Cash Flow drawdown procedure that has been approved by Revenue and Budget Department.
 - With the approval of continued spending authority by this Board the Land Bank will continue to acquire properties through the next fiscal quarter.
- Beginning July 2018 the Land Bank will follow the following procedure:
 - The week before the scheduled monthly Sheriff Sales (City, GRB, Linebarger) the Land Bank will submit an Invoice to the Department of Revenue and Budget
 - The invoice will consist of a cover sheet detailing the total amount for that month's Sheriff Sale
 - The invoice will be accompanied by a detailed spreadsheet identifying
 - The address
 - OPA Value
 - All City Liens (RE Taxes, Water, PGW, Other)
 - Bid Amount
 - Sheriff Costs
 - Final Amount Due from the Land Bank per the MOU
 - On a quarterly basis the Land Bank will provide Revenue and Budget financial statements explaining the Land Bank's financial position

EXHIBIT J (3 OF 4)

Report Date: 7/12/2018													
YEAR 2 - COMPLETED SETTLEMENTS													
7/1/2017 - 6/30/2018													
Disposition Type	STATISTICAL MANAGEMENT	COUNCIL DISTRICT										TOTAL	% TO GOAL
		1	2	3	4	5	6	7	8	9	10		
Side Yards (LOTS)	41	0	0	0	0	1	0	1	0	0	0	2	2%
Total Housing/Mixed Use (UNITS)	205	1	0	0	0	118	0	0	0	0	0	119	58%
(20%) 30% or below of AMI	41	0	0	0	0	9	0	0	0	0	0	9	22%
(30%) 33% to 50% of AMI	62	0	0	0	0	60	0	0	0	0	0	60	125%
(25%) 51% to 120% of AMI	31	0	0	0	0	12	0	0	0	0	0	12	24%
(25%) Non Income-Restricted	51	1	0	0	0	37	0	0	0	0	0	38	35%
Business Expansions (LOTS)	6	0	0	0	0	0	0	0	0	0	0	0	0%
Garage/Open Space (LOTS)	33	2	3	0	0	3	11	11	0	0	0	30	91%
Unknown	0	0	0	0	0	0	0	0	0	0	0	0	
TOTAL DISPOSITIONS	325	3	3	0	0	122	11	12	0	0	0	151	46%

EXHIBIT J (4 OF 4)

Report Date: 7/11/2013		YEAR 3 DISPOSITIONS - 6/30/2013										7/1/2013 - 6/30/2013	
Disposition Type		COUNCIL DISTRICT										TOTAL	
		1	2	3	4	5	6	7	8	9	10		
Main Yard		0	1	0	0	3	3	7	0	0	0	15 Lots	
Pre-Planning		0	1	0	0	3	0	1	0	0	0	5	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		0	0	0	0	0	0	2	0	0	0	2	
Disposition Approvals		0	0	0	0	2	0	0	0	0	0	2	
Settlement		0	0	0	0	0	0	4	0	0	0	4	
Cancelled		1	0	0	0	1	0	0	0	0	0	2	
Planning/2nd Use		1	24	7	0	280	0	34	0	0	0	356 Units	
30% or below of AMI		0	0	0	0	20	0	0	0	0	0	20	
Pre-Planning		0	0	0	0	0	0	0	0	0	0	0	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		0	0	0	0	0	0	0	0	0	0	0	
Disposition Approvals		0	0	0	0	20	0	0	0	0	0	20	
Settlement		0	0	0	0	0	0	0	0	0	0	0	
Cancelled		0	0	0	0	0	0	0	0	0	0	0	
37.5% to 60% of AMI		0	0	0	0	109	0	0	0	0	0	109	
Pre-Planning		0	0	0	0	0	0	0	0	0	0	0	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		0	0	0	0	0	0	0	0	0	0	0	
Disposition Approvals		0	0	0	0	17	0	0	0	0	0	17	
Settlement		0	0	0	0	14	0	0	0	0	0	14	
Cancelled		0	0	0	0	0	0	0	0	0	0	0	
61% to 120% of AMI		0	20	7	0	32	0	0	0	0	0	59	
Pre-Planning		0	0	0	0	0	0	0	0	0	0	0	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		0	0	0	0	0	0	0	0	0	0	0	
Disposition Approvals		0	0	0	0	17	0	0	0	0	0	17	
Settlement		0	0	0	0	14	0	0	0	0	0	14	
Cancelled		0	0	0	0	0	0	0	0	0	0	0	
121% to 140% of AMI		0	20	7	0	32	0	0	0	0	0	59	
Pre-Planning		0	0	0	0	0	0	0	0	0	0	0	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		0	0	0	0	0	0	0	0	0	0	0	
Disposition Approvals		0	0	0	0	17	0	0	0	0	0	17	
Settlement		0	0	0	0	14	0	0	0	0	0	14	
Cancelled		0	0	0	0	0	0	0	0	0	0	0	
Non-Income Restricted		1	4	0	0	13	0	48	0	0	0	66	
Pre-Planning		0	0	0	0	0	0	0	0	0	0	0	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		1	0	0	0	1	0	26	0	0	0	28	
Disposition Approvals		0	4	0	0	8	0	9	0	0	0	12	
Settlement		0	0	0	0	4	0	27	0	0	0	31	
Cancelled		0	0	0	0	1	0	9	0	0	0	1	
Business Expansions		0	3	1	1	3	0	1	0	0	0	8 Lots	
Pre-Planning		0	0	0	1	0	0	0	0	0	0	1	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		0	0	0	0	2	0	0	0	0	0	2	
Disposition Approvals		0	0	0	0	0	0	0	0	0	0	0	
Settlement		0	0	0	0	0	0	2	0	0	0	2	
Cancelled		0	0	0	0	0	0	0	0	0	0	0	
Garden/Open Space		1	0	1	0	2	0	12	0	0	0	16 Lots	
Pre-Planning		1	0	1	0	0	0	0	0	0	0	2	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	0	0	0	0	0	0	0	0	0	
Developer Selection		0	0	0	0	0	0	1	0	0	0	1	
Disposition Approvals		0	0	0	0	1	0	2	0	0	0	3	
Settlement		0	0	0	0	1	0	0	0	0	0	1	
Cancelled		0	0	0	0	0	0	0	0	0	0	0	
Unknown		0	40	1	0	8	0	21	0	0	0	69 Lots	
Pre-Planning		0	40	0	0	2	0	2	0	0	0	44	
Package Preparation		0	0	0	0	0	0	0	0	0	0	0	
Posting		0	0	1	0	5	0	0	0	0	0	6	
Developer Selection		0	1	0	0	1	0	0	0	0	0	2	
Disposition Approvals		0	0	0	0	0	0	0	0	0	0	0	
Settlement		0	0	0	0	0	0	0	0	0	0	0	
Cancelled		0	0	0	0	0	0	0	0	0	0	0	
Total Pipeline		8	24	9	1	155	0	77	0	0	0	254	

Name of Applicant(s):	Robert Volpe
Legal Entity, if applicable:	Lily South 23 rd Street, LLC
Applicant Mailing Address:	1508 Walnut Street. Suite 1004, Philadelphia, PA 19102
Application Date:	Was a Competitive Sale. Applications were due April 9, 2018
Property Addresses:	1248-52 S. 23 rd Street
Council District & Zoning:	Council District 2; RSA-5
Accepted Sale Price*:	\$361,000 - Determined by: <input type="checkbox"/> Appraisal <input type="checkbox"/> LAMA UFP <input checked="" type="checkbox"/> Other: <u>Competitive Sale</u>
<i>*Unless extraneous conditions apply, sale price and accepted price are the same.</i>	
STRATEGIC PLAN GOAL	<input checked="" type="checkbox"/> Housing (FMV) <input type="checkbox"/> Business Expansion <input type="checkbox"/> Side yard <input type="checkbox"/> Garden/Open Space
PROPOSED DEVELOPMENT	<input checked="" type="checkbox"/> New Construction (The existing structure will be demolished) <input type="checkbox"/> Rehab
PLANNED USE:	<input checked="" type="checkbox"/> Residential <input type="checkbox"/> Commercial <input type="checkbox"/> Mixed Use
IF RESIDENTIAL:	<input checked="" type="checkbox"/> Single Family -3 single family homes <input type="checkbox"/> Multi-Unit
TOTAL SQ FT	Total development: approximately 6,600 Sq. ft.
CONSTRUCTION COSTS:	\$669,600
TOTAL PROJECT COSTS:	\$1,144,096
TOTAL PROJECT FUNDING*:	\$1,147,000 Documentation: <input checked="" type="checkbox"/> Yes (Cash Accounts and Loan Commitment) <input type="checkbox"/> No
<i>*Applicant must submit Commitment Letter from lender or provide evidence of access to funding prior to Land Bank approval.</i>	
Check one: <input type="checkbox"/> Owner Occupied <input checked="" type="checkbox"/> For Sale to Homebuyer <input type="checkbox"/> Rental /Tenant	
<p>Project Summary:</p> <p>Lily South 23rd Street, LLC, a sole-purpose entity wholly owned by the principals of Lily Development, is proposing to develop 3 single family units to be sold to owner-occupants at market rate. The lot will be subdivided into 3 equally sized lots of 15 ft. widths and the project will require a zoning variance. An existing vacant unit on the site will be demolished. The proposed units will be built to 3 stories not to exceed 38 ft., including a finished cellar and roof deck, with 3 bedrooms and 2.5 bathrooms. Construction is projected to begin March 2019. The development team has significant experience successfully developing projects of similar type and scope, and Lily Development has built more than 250 homes in the greater Philadelphia area over the past 20 years. The developer is compliant with the City of Philadelphia Revenue Department and has no outstanding tax obligations, conflicts of interest, or unresolved violation of City L&I codes. The City's EOP will apply.</p> <p>Staff Recommendation:</p> <p>Based on a feasibility review of the project, staff recommends the conveyance of 1248-52 S 23rd Street to Lily South 23rd Street, LLC.</p> <p>Prepared by: Steve Novotny (Senior Development Specialist) Reviewed by: Christi Jackson (Director of Real Estate)</p>	



RESOLUTION NO. 2018 – _____

**RESOLUTION AUTHORIZING CONVEYANCE OF
1248-52 S. 23rd STREET TO LILY SOUTH 23RD STREET, LLC**

WHEREAS, Section 16-707 of the Philadelphia Code authorizes the Philadelphia Land Bank ("Land Bank") to convey, exchange, sell, transfer, lease, grant or mortgage interests in real property of the Land Bank, subject to approval of the Vacant Property Review Committee and resolution by Philadelphia City Council, and subject further to the terms and conditions of Section 16-707; and

WHEREAS, the Vacant Property Review Committee reviewed the proposed transfer of 1248-52 S. 23rd Street (the "**Property**") at its public meeting held on May 8, 2018 and Philadelphia City Council approved conveyance of the Property by Resolution No. 180575 adopted on June 7, 2018.

WHEREAS, the Board of Directors has determined that it is in the best interest of the Land Bank to convey the Property; and

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. The conveyance of the Property to Lily South 23rd Street, LLC for Three Hundred Sixty One Thousand Dollars (\$361,000.00) is in the best interests of the Land Bank and is hereby approved.
2. The conveyance of the Property complies with all terms and conditions of Section 16-707 of the Philadelphia Code.
3. The Executive Director, Director of Real Estate, and Senior Counsel are each hereby authorized, in the name of and on behalf of the Land Bank, to prepare, execute, deliver, and perform any and all agreements, deeds, and other documents as may be necessary or desirable to consummate the conveyance of the Property, which shall contain such terms and conditions as the Executive Director and Senior Counsel shall deem necessary or appropriate, and, when so executed and delivered by the Land Bank shall constitute the valid and binding obligations of the Land Bank.
4. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
5. This Resolution shall take effect immediately upon adoption by the Board.

RESOLUTION NO. 2018 - ____

RESOLUTION APPROVING AMENDED AND RESTATED MEMORANDUM OF UNDERSTANDING BETWEEN THE PHILADELPHIA LAND BANK, THE CITY OF PHILADELPHIA, PHILADELPHIA SCHOOL DISTRICT AND PHILADELPHIA GAS WORKS TO COORDINATE THE ACQUISITION OF TAX DELINQUENT PROPERTIES

WHEREAS, the Philadelphia Land Bank ("**Land Bank**") entered into a Memorandum of Understanding dated September 15, 2017 (the "**Original MOU**") between the School District of Philadelphia, the Philadelphia Gas Works, and the City of Philadelphia by and through its Office of the Director of Finance, Department of Revenue, and Law Department (collectively, the "**Parties**") to memorialize a process for the Land Bank to identify and acquire delinquent properties at judicial sale and to make payment to the City for certain amounts;

WHEREAS, the Land Bank and the Parties now desire to renew, extend, amend, and restate the Original MOU pursuant to an Amended and Restated Memorandum of Understanding ("**Amended and Restated MOU**") as more specifically provided in the summary of major terms ("**Summary**") attached to this Resolution;

WHEREAS, the Board of Directors of the Philadelphia Land Bank ("**Board**") has determined that entering into the Amended and Restated MOU is in the best interests of the Land Bank.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. The Executive Director is hereby authorized to enter into the Amended and Restated MOU in form and substance acceptable to the Executive Director and Senior Counsel consistent with the Summary, but with the advice of Senior Counsel may modify the Amended and Restated MOU which are in the best interests of the Land Bank and which do not materially alter the substantive process now represented in the attached Summary.
2. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
3. This Resolution shall take effect immediately upon adoption by the Board.

**Amended and Restated Memorandum of Understanding Between the Philadelphia Land Bank,
the City of Philadelphia, Philadelphia School District and Philadelphia Gas Works**
Summary of Major Terms

Section 1 - Term	<i>Change from the Original MOU to allow the term to automatically renew</i> - The term is now amended to commence on 9/18/2018 and end on 9/15/2019 and automatically renews for additional, consecutive, one-year periods, unless terminated pursuant to Section 0.
Section 2 – Hold Requests	<i>No change from the Original MOU</i> – The Land Bank may not have in effect at any given time more than five hundred (500) Hold Requests. As properties are removed from the hold list, including properties that the Land Bank has approved for acquisition with adequate funding and those that are placed back onto the Tax Sale list, the Land Bank can request an equivalent number of holds up to the five hundred (500) limit.
Section 3 – One-Hundred and Twenty Day Hold	<i>No change from the Original MOU</i> – Upon receipt of a Hold Request, the Departments flag the relevant delinquent account to prevent the property from being exposed to Tax Sale for 120 days. A Hold Request prevents the Departments, PGW, and Water from entering into a payment agreement, other than as mandated by applicable (i) law, (ii) court order, or (iii) regulatory ruling.
Section 4 - Prompt Evaluation by the Departments	<i>Minimal change from the Original MOU to more accurately indicate when the City will provide notice</i> – At an appropriate time prior to Tax Sale, the City submits notice to the Land Bank that it has placed the property into one of two categories: Eligible for Tax Sale or Ineligible for Tax Sale. If Eligible for Tax Sale, written notice includes the City's best estimate as to the earliest practicable date the property will be moved through the Tax Sale process. If Ineligible for Tax Sale, the City will inform the Land Bank as to the reason why the property is ineligible, among those reasons listed in Section 5(a).
Section 5 - Eligibility for Sale and Terms of Sale	<p><i>No change from the Original MOU</i> – Properties are Ineligible for Tax Sale Properties if: (i) account is tax compliant (either full payment or approved payment agreement); (ii) a court-ordered stay or postponement is in place; (iii) account is under appeal; (iv) owner is in bankruptcy; (v) lien(s) have been discharged in prior Tax Sale; or (v) Departments have a reasonable suspicion that the lien(s) are defective.</p> <p><i>No change from the Original MOU</i> – For properties Eligible for Tax Sale and which are acquired, the Land Bank will be required to pay the Sheriff's costs and the total Real Estate, Water and PGW liens due, up to the OPA assessed value. The Land Bank will take responsibility for any higher priority liens that survive the Tax Sale.</p> <p><i>No change from the Original MOU</i> – For properties where the Sheriff's costs and the Real Estate, Water, and PGW liens due, together with any prior liens, such as certain federal and Commonwealth liens, exceed the OPA assessed value, the Land Bank pays OPA assessed value. Where the</p>

	Land Bank pays OPA assessed value and that amount is not sufficient to satisfy the Real Estate Tax, Water, and PGW debt, the amount paid will be applied first to Sheriff's costs, then to any liens with priority over real estate taxes, then to real estate taxes, and finally, if funds remain, to Water and PGW claims; and all remaining balances will be zeroed out by Law as of the date of sale.
Section 6 – Discharge of Liens	<i>No change from the Original MOU</i> – The Land Bank's bid at Tax Sale shall be the full amount due for all City Liens and PGW Liens as of the date of the Tax Sale. The amount of the Land Bank's bid shall have no impact on the amount due from the Land Bank. Law and PGW coordinate removal, release, and discharge of liens after sale.
Section 7 – Prompt Follow-Up by the Land Bank	<i>No change from the Original MOU</i> – As soon as practicable after making a Hold Request and receiving a determination on candidates marked Eligible for Tax Sale, but in no case later than thirty (30) days before the hold expires, the Land Bank shall evaluate whether it in fact intends to acquire the property and shall give notice of that decision to the Departments and PGW.
Section 8 – Hold Released After One Hundred Twenty (120) Days	<i>No change from the Original MOU</i> – If at end of 120 days from receipt of a Hold Request, the Departments communicate the expiration of the hold period and the Land Bank has neither communicated that it plans to acquire nor requested an extension, the flag may be removed from the property and ordinary collection – including Tax Sale – may resume.
Section 9 – Sixty (60) Day Hold Extension	<i>No change from the Original MOU</i> – A hold may be extended for an additional 60 days, but only once per property, and only if the total number of Hold Requests remains within 500.
Section 11 – Notice of Termination.	<i>No change from the Original MOU</i> – Any party can terminate upon 60 days notice to all other parties. The Departments will facilitate completion of the acquisition of any properties approved by the Land Bank prior to the effective date of such notice.

RESOLUTION NO. 2018 – ____

**RESOLUTION AUTHORIZING PERSONNEL TO EXECUTE SETTLEMENT SHEETS
ON BEHALF OF PHILADELPHIA LAND BANK UPON APPROVAL OF THE
EXECUTIVE DIRECTOR, DIRECTOR OF REAL ESTATE, OR SENIOR COUNSEL**

WHEREAS, the Board of Directors of the Philadelphia Land Bank (“**Board**”) has determined that it is in the best interests of the Land Bank to authorize certain Land Bank staff with the authority to execute settlement sheets on behalf of the Land Bank upon approval of either the Executive Director, Director of Real Estate, or Senior Counsel.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. Daiana Ramos is hereby authorized to execute and sign settlement sheets on behalf of the Land Bank when approved to do so by either the Executive Director, Director of Real Estate, or Senior Counsel.
2. The Executive Director with the advice of Senior Counsel may modify this Resolution as may be necessary or desirable to carry out its purposes and intents.
3. The execution of any settlement sheets by Daiana Ramos prior to the effectiveness of this Resolution is hereby ratified and confirmed.
4. This Resolution shall take effect immediately upon adoption by the Board.