

AGENDA
PHILADELPHIA LAND BANK
BOARD OF DIRECTORS' MEETING

TUESDAY, FEBRUARY 8, 2022 – 10:00 AM

**BECAUSE OF THE CONTINUED CLOSURE OF LAND BANK OFFICES TO THE PUBLIC
DUE TO THE COVID-19 PANDEMIC, THIS MEETING WILL BE HELD REMOTELY.**

THIS MEETING IS OPEN TO THE PUBLIC

**INSTRUCTIONS FOR PUBLIC ACCESS TO THIS MEETING
AND TO SUBMIT PUBLIC COMMENTS ARE LOCATED ON THE PAGE
FOLLOWING THE AGENDA**

AGENDA ITEMS

- 1. Roll Call**
- 2. Approval of Minutes of the Meeting of January 11, 2022**
- 3. Executive Director's Report**
- 4. Administrative – Consent to Conveyance and Assignment of Purchase and Development Agreement**
 - A.** Resolution authorizing BVG Property Group, LLC to convey 2032 E. Lehigh Avenue (the "Premises"), upon acquisition from the Philadelphia Land Bank, to BVG 2032 E. Lehigh Ave. Partners, LLC (wholly owned by BVG 2032 E. Lehigh Ave. QOF, LLC, which is owned by the members of BVG Property Group, LLC), and to assign the purchase and development agreement and all rights and obligations thereunder pertaining to the Premises to BVG 2032 E. Lehigh Ave. Partners, LLC.
 - B.** Resolution authorizing Germantown Liberty Acquisitions, LLC to consolidate 3252 Germantown Avenue (the "Premises"), after acquisition from the Philadelphia Land Bank, with other project parcels, to file a condominium declaration, to convey the residential condominium unit created to 3200 Germantown Associates, LP, and to assign the purchase and development agreement and all rights and obligations thereunder pertaining to the Premises to 3200 Germantown Associates, LP.
- 5. Public Comment (Old & New Business)**
- 6. Adjournment**

MEMORANDUM

FROM: Andrea Imredy Saah, Esq., Senior Counsel

RE: **Philadelphia Land Bank February 8, 2022 Board Meeting**
Remote Board Meeting Notice, Attendance, and Comment Procedures

DATE: January 28, 2022

A meeting of the Board of Directors of the Philadelphia Land Bank (“Land Bank”) is currently scheduled for Tuesday, February 8, 2022, to begin at 10:00 A.M. Because of the continued closure of Land Bank offices to the public due to the COVID-19 pandemic, this meeting will be held remotely using Zoom webinar. The meeting is open to public attendees and public comments and questions.

To join the meeting using a computer, tablet or smartphone, use the following link:

<https://us02web.zoom.us/j/82506082170?pwd=ZW9iMkp2b3pjeUs4Z1BkVm5WVFNjZz09>

Passcode to access the meeting: 732993

To join the meeting by calling in, use one of the following options:

iPhone one-tap: US: +13017158592,,82506082170# or +13126266799,,82506082170#

OR call +1-301-715-8592 or +1-312-626-6799 or +1-929-2056099 or +1-253-215-8782 or +1-346-248-7799 or +1-669-900-6833

Webinar ID: 825 0608 2170; Passcode: 732993

The Board agenda and package will be available to view no later than five (5) days prior to the Board meeting at <https://phdcphila.org/who-we-are/boards/philadelphia-land-bank-board/>.

Public comment and questions regarding the matters that are posted on the agenda may be submitted prior to and during the Board meeting.

If you are joining and viewing the Board meeting through the Zoom webinar link above, you will be able to submit your questions/comments live during the Board meeting through a "Question and Answer" window on the web interface. Do not use the Chat function for questions and comments. The Board Chair may limit repetitious questions or comments. Submissions will be attached to the minutes.

If you wish to submit any questions or comments prior to the Board meeting, you must email the following information to andrea.saah@phdc.phila.gov by 3:00 p.m. on Monday, February 7, 2022:

- Your full name and group or company affiliation, if applicable;
- Contact information (your email address or phone number);
- Identify the agenda item that you are addressing; and
- Provide your question(s)/comment(s) in a clear and concise manner.

A note to those members of the public who submit the above information by email within the required time frame: your question(s) and/or comment(s) will either be read or summarized at the Board meeting, answered or addressed to the extent possible, and attached to the minutes of the meeting.

If possible, the Board meeting will be recorded and made publicly available within thirty (30) days. If you have questions and/or comments following the conclusion of the Board meeting, please submit them as described above and they will be addressed to the extent possible at the next scheduled Board meeting.

PHILADELPHIA LAND BANK

JANUARY 11, 2022, BOARD OF DIRECTORS MEETING MINUTES (DRAFT)

A Regular Meeting of the Board of Directors of the Philadelphia Land Bank was held on Tuesday, January 11, 2022, via Zoom webinar, of which proper notices were given.

CALL TO ORDER

The meeting was called to order at 10:00 a.m.

Andrea Imredy Saah, Senior Counsel, made the following announcements:

Today's Board meeting is being held via an authorized communication device because of the continued closure of Land Bank offices to the public due to the Covid pandemic. This meeting is being recorded. Questions and comments may be made using the Q&A or raised hand button at the bottom of the screen. If you are calling in and not using the Zoom webinar link, you may ask questions or make comments by pressing *9 on your phone. You can also use the "raise hand" function at the bottom of the screen. Please do not use the chat function. If any member of the public has any issues submitting questions or comments, please send an email to Andrea.Saah@phdc.phila.gov. Please note all questions and comments received by email or through the Q&A section will be included in the minutes.

Prior to today's Public Session, the Board held an Executive Session at which the Board received updates about the Minority Developer Program and the process for streamlining the transfer of City- owned surplus properties into the Land Bank.

Item 1 **Roll Call**

The following members of the Board of Directors reported present: Anne Fadullon, Alexander Balloon, Andrew Goodman, Richard DeMarco, Maria Gonzalez, Michael Johns, Rebecca Lopez Kriss and Majeedah Rashid.

The following Board member was absent: Joshu Harris, Michael Koonce and Rick Sauer.

The following staff members were present: Angel Rodriguez, Jessie Lawrence, Andrea Imredy Saah, Esq., Jamila Davis, Todd Hestand, Cristina Martinez, Mathen Pullakattu, Brian Romano and Carolyn Terry.

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.

Item 2
Approval of Board Minutes

Ms. Fadullon called for questions or comments regarding the minutes of the Board meeting of December 14, 2021. There were none.

Ms. Fadullon called for a motion to approve the minutes. Mr. Balloon moved to approve the minutes. Ms. Lopez Kriss seconded the motion.

Upon motion made and duly seconded, the Board unanimously approved the December 14, 2021, Board Meeting minutes.

Item 3
Executive Director's Report

Mr. Rodriguez reported that the first session for the first group of participants in the Minority Developer program was held on Monday, January 10th, 2022, and that there are multiple components to the program. There are sixteen (16) businesses participating in the program, and the session included twenty-five (25) individuals in attendance. There will be six sessions and a mock Request for Proposal (RFP), as well as a website added to the PHDC website with information about the program. PHDC plans to issue an RFP to the group in early February.

Item 4
Property Dispositions

1.A. Gardens/Open Space

2257 Hope Street (CD7) – Impact Services Corporation

Mr. Lawrence proposed the disposition of 2257 Hope Street in 7th Council District to Impact Services Corporation, a Pennsylvania nonprofit organization. The property will be stabilized and developed into managed open space. All debris will be cleaned out, the property will be fenced for the installation of a pollinator garden, and the remaining ground will be covered by environmental fabric. The proposal was unsolicited and evaluated pursuant to the current Disposition Policy. The property will be subject to a 30-year mortgage and permanently restricted for use as open space. The sale price is \$35,000, for which a mortgage will be placed on the property. Evidence of project financing has been provided, and the applicant is compliant and in good standing with the City of Philadelphia. The project will not require an Economic Opportunity Plan (“EOP”) and will be subject to an irrevocable power of attorney, a right of reentry, and a reverter provision.

Ms. Fadullon called for questions or comments from the Board. There were none.

Ms. Fadullon asked if questions or comments were received on this item prior to the Board meeting. Ms. Imredy Saah responded that none were received.

Ms. Fadullon noted for the record that there was a comment in the Q&A from Sara Palmer, Supervisor of the Kensington Library, expressing support for this application. All comments received are attached to these minutes.

Ms. Fadullon called for questions and comments from the public on this disposition. Casey O'Donnell from Impact Services Corporation stated that his organization was asked to help the library establish space for neighborhood programming with stabilization of this garden. Mr. O'Donnell indicated that he had reached out to other neighborhood groups and CDCs regarding their interest in this project. Since no other organization expressed an interest, Impact Services Corporation agreed to accept responsibility for this project.

Ms. Fadullon asked for a motion on the proposed disposition to Impact Services Corporation.

Ms. Rashid moved to approve the disposition as presented. Ms. Gonzalez seconded the motion.

Upon motion made and duly seconded, the Board voted unanimously to approve the Resolution Authorizing Conveyance of 2257 Hope Street to Impact Services Corporation, attached to these minutes as Exhibit A.

Item 5

Public Comment (Old & New Business)

Ms. Fadullon asked if anyone from the public wished to raise new or old business. There was no response.

Item 6

Adjournment

There being no further business to address, Ms. Fadullon called for a motion to adjourn the meeting.

Mr. Balloon moved to adjourn the meeting. Mr. DeMarco seconded the motion.

Upon motion made and duly seconded, the Board unanimously voted to adjourn at 10:08 am.

SECRETARY TO THE BOARD

PUBLIC ATTENDANCE SHEET
PHILADELPHIA LAND BANK BOARD OF DIRECTORS REGULAR MEETING
 Tuesday, January 11, 2022, at 10:00 AM, held remotely using Zoom Webinar.

User Name (Original Name)	Email
Casey O'Donnell He/Him	codonnell@impactservices.org
Guy Sheets# BSTI	gsheets@bstiweb.com
a weiss/SoLo	awfromhh5@gmail.com
Carolyn Terry	Carolyn.Terry@phdc.phila.gov
Owen Dublin	owendinvestor@gmail.com
Mathen Pullukattu	mathen.pullukattu@phdc.phila.gov
Nicole Clayton-Morgan	ncmorgan1@gmail.com
jamila.davis	jamila.davis@phila.gov
Kareem Groomes	kareem.groomes@phila.gov
Lynda White	lywbutler@aol.com
Todd Hestand# PHDC	todd.hestand@phdc.phila.gov
Councilmember At-Large Kendra Brooks	kendra.brooks@phila.gov
Brian Romano	brome22@aol.com
Bryon	bryonblue@yahoo.com
Cristina Martinez	cristina.martinez@phdc.phila.gov
jamika rodriguez	jamika.rodriguez@gmail.com
Sara Palmer (she/her)# on Lenape land	sarasusa@aol.com
Nicole Hostettler	tum94693@temple.edu

PUBLIC COMMENTS SUBMITTED IN Q&A
PHILADELPHIA LAND BANK BOARD OF DIRECTORS REGULAR MEETING
 Tuesday, January 11, 2022 at 10:00 AM, held remotely using Zoom Webinar

#	Question	Asker Name	Answer(s)
1	I wanted to introduce myself as the supervisor of the Kensington Library, adjoining the location under discussion; I'm here to express our support for the application.	Sara Palmer sarasusa@aol.com	Thank you for attending
2	is there any way to get the names of the businesses that are participating in the training program?	A Weiss/SoLo Awfromhh5@gmail.com	The businesses have to grant permission to be identified. We will ask
3	what is the name of the training program?	A Weiss/SoLo Awfromhh5@gmail.com	Minority Developer Program
4	Can the public see the list of 16 companies that are participating in the training program for minority business to acquire properties? gsheets@bstiweb.com	Guy Sheets, BSTI gsheets@bstiweb.com	See the previous answer given
5	Thank you so much!	Sara Palmer, Lenape land sarasusa@aol.com	We look forward to your new programming

EXHIBIT A

RESOLUTION NO. 2022 – 1

RESOLUTION AUTHORIZING CONVEYANCE OF 2257 HOPE STREET TO IMPACT SERVICES CORPORATION

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 in the form and by the method determined to be in the best interests of the Land Bank, subject to approval by resolution of Philadelphia City Council, and subject further to the terms and conditions of Chapter 16-404 of the Philadelphia Code.

WHEREAS, the Board of Directors (the “**Board**”) has determined that it is in the best interest of the Land Bank to convey 2257 Hope Street (the “**Property**”) to Impact Services Corporation, a nonprofit organization under Pennsylvania law (the “**Purchaser**”).

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

1. The conveyance of the Property to the Purchaser for One and 00/100 Dollar (\$1.00) nominal consideration at settlement and a thirty (30) year self-amortizing mortgage of Thirty-Four Thousand Nine Hundred Ninety-Nine and 00/100 Dollars (\$34,999.00) is in the best interests of the Land Bank and is hereby approved, subject to approval by resolution of Philadelphia City Council.
2. The conveyance of the Property complies with all applicable terms and conditions of Section 16-404 of the Philadelphia Code, subject to approval by resolution of Philadelphia City Council.
3. Subject to the terms of this Resolution, the Executive Director 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 (collectively, the “**Transaction Documents**”) and, from time to time and at any time, amend, supplement, and modify the Transaction Documents, or any of them, as may be necessary or desirable. The Transaction Documents and any amendments, supplements, and modifications thereto shall contain such terms and conditions as the Executive Director and Senior Counsel shall deem necessary or appropriate subject to the terms of this Resolution, 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. The Executive Director or Senior Counsel will notify the Board of all modifications to this Resolution at the next Board meeting following the date of such modifications.
5. This Resolution shall take effect immediately upon adoption by the Board.

Adopted by Philadelphia Land Bank Board of Directors on January 11, 2022.
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FEBRUARY 8, 2022 PLB BOARD MEETING

MATERIALS FOR AGENDA ITEM 4.A

RESOLUTION NO. 2022 – ____

**RESOLUTION AUTHORIZING BVG PROPERTY GROUP, LLC TO CONVEY
2032 EAST LEHIGH AVENUE TO BVG 2032 E LEHIGH AVE PARTNERS, LLC, AND
TO ASSIGN ITS RIGHTS AND OBLIGATIONS UNDER THE PURCHASE AND
DEVELOPMENT AGREEMENT, AS THEY PERTAIN TO 2032 EAST LEHIGH
AVENUE, TO BVG 2032 E LEHIGH AVE PARTNERS, LLC**

WHEREAS, the Philadelphia Land Bank Board of Directors (“**Board**”) approved the disposition of 2032 East Lehigh Avenue (the “**Property**”) and other properties to BVG Property Group, LLC (the “**Developer**”) by Resolution 2021-51, adopted on November 9, 2021;

WHEREAS, the Philadelphia Land Bank (the “**Land Bank**”) and the Developer will enter into a Purchase and Development Agreement (the “**PDA**”) for the development of the properties included in the approved disposition;

WHEREAS, the Property is located in a Qualified Opportunity Zone (“**QOZ**”) and must be held in a separate special purpose entity to permit the Developer to receive the federal tax treatment benefits accruing to properties located in a QOZ;

WHEREAS, the Developer has therefore requested that the Land Bank (1) permit the Developer to convey the Property to a separate entity known as BVG 2032 E Lehigh Ave Partners, LLC (the “**Assignee**”), which is wholly owned by 2032 E Lehigh Ave QOF, LLC, which is wholly owned by the members of BVG Property Group, LLC, and (2) permit the Developer to assign its rights and obligations under the PDA, as they pertain to the Property, to the Assignee;

WHEREAS, the PDA provides that, prior to issuance of a Certificate of Completion, the Land Bank’s prior written consent is required for any conveyance of the Property and for any assignment or transfer of any interest in the PDA governing the Property;

WHEREAS, the Assignee will assume, undertake and perform the rights and obligations to develop, maintain and manage the Property in accordance with the PDA and with an assignment and assumption agreement to be entered into by the Land Bank, the Developer and the Assignee (the “**Agreement**”);

WHEREAS, the Land Bank Board of Directors has determined that it is in the best interest of the Land Bank to (1) permit the Developer to convey the Property to the Assignee and (2) permit the Developer to assign its rights and obligations under the PDA, as they pertain to the Property, to the Assignee, pursuant to this Resolution;

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that, subject to the terms and conditions of this Resolution:

1. The Land Bank hereby consents to (1) the conveyance of 2032 East Lehigh Avenue by BVG Property Group, LLC to BVG 2032 E Lehigh Ave Partners, LLC, and (2) the assignment by BVG Property Group, LLC, of its rights and obligations under the Purchase and Development Agreement, as they pertain to 2032 East Lehigh Avenue, to BVG 2032 E Lehigh Ave Partners, LLC.
2. The Executive Director 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 effectuate the conveyance of the Property and assignment of the PDA (collectively, the “**Transaction Documents**”) by BVG Property Group, LLC to BVG 2032 E Lehigh Ave Partners, LLC, in accordance with the terms of this Resolution, and, from time to time and at any time, amend, supplement, and modify the Transaction Documents, or any of them, as may be necessary or desirable. The Transaction Documents and any amendments, supplements, and modifications thereto shall contain such terms and conditions as the Executive Director and Senior Counsel shall deem necessary or appropriate, subject to the terms of this Resolution, and, when so executed and delivered by the Land Bank, shall constitute the valid and binding obligations of the Land Bank.
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. The Executive Director or Senior Counsel will notify the Board of all modifications to this Resolution at the next Board meeting following the date of such modifications.
4. This Resolution shall take effect immediately upon adoption by the Board.

Adopted by Philadelphia Land Bank Board of Directors on _____, 2022.

CONVEYANCE AND ASSIGNMENT FACT SHEET

Last Updated: 2/3/2022

1. **ADDRESS:** 2032 E. Lehigh Avenue (for conveyance & PDA assignment following disposition by PLB)

2. PROPERTY INFORMATION

Zip Code: 19125	Census Tract: 016100	Council District: 1
Zoning: RM-1	Lot Area: 1,101 sq ft	
OPA Value: \$30,900	Appraised Value: \$105,500	
Redevelopment Area: N/A	Urban Renewal Area: N/A	

3. APPLICANT INFORMATION

Applicant Name: BVG Property Group, LLC (Developer) and BVG 2032 E Lehigh Ave Partners, LLC (Assignee)	Type: Business / Legal Entity
Entity Owners: Justin Veasey, Joseph F. Byrne IV & Daniel Govberg (members of BVG Property Group, LLC, and members of BVG 2032 E Lehigh Ave QOF, LLC, which owns BVG 2032 E Lehigh Ave Partners, LLC)	
Mailing Address: 1516 N. 5th Street, Suite 507, Philadelphia, PA 19122	
Authorized Contact: Justin Veasey	
Application Date: 1/19/2022 (date of request for consent to convey and assign PDA)	

4. PROJECT INFORMATION

Disposition Type: Non-Comp: 51% of Site as Affordable, Workforce, or Mixed Income Housing	Strategic Plan Goal (Land Bank Only): Housing - Affordable (31%-60% AMI)
Price Paid at Settlement: \$22,500 (for entire project)	Proposed Use: Residential
Development Type: New Construction	No. of Buildings: 1 (on lot to be conveyed and assigned)
Units: 3 units - Residential / 0 units - Commercial	End User: Lease to Tenant
Gross Floor Area (sq. ft.): 3,211(sq. ft.)	Construction Cost / sq. ft.: \$150 per sq. ft.
Construction Costs: \$NA	Project Funding Available: Committed and Verified - Applicant has provided documentation of available, committed funds in an amount no less than total project costs.
Total Project Costs: \$NA	Mortgage Amount: \$N/A

5. APPROVALS, DEADLINES, EOP

Agreement Executed: TBD	Economic Opportunity Plan Goals: 25% MBE / 10% WBE
Land Bank Board Approval: 11/9/2021 (for entire project)	PRA Board Approval: N/A
Construction Commencement Deadline: 3 months after settlement	Construction Completion Deadline: 18 months after settlement

CONVEYANCE AND ASSIGNMENT FACT SHEET

Last Updated: 2/3/2022

6. DEVELOPMENT SUMMARY

How was title acquired? The property at 2032 E. Lehigh Avenue is owned by the PRA and is being transferred to the Land Bank; it will be conveyed by the Land Bank to the Developer.

Project Summary (AMENDED):

2032 E. Lehigh Ave. (the Property) is one parcel in a group of 15 scattered site parcels approved by the PLB Board for disposition to the Developer in November 2021 for a mixed-income development containing affordable rental units and market-rate rental and homeownership units. Following conveyance of the Property by the Land Bank to the Developer, the Developer plans to develop 3 market-rate rental units on 2032 E. Lehigh Ave. Because the Property is located in a Qualified Opportunity Zone and the development therefore qualifies for a certain federal tax treatment, the Developer has requested the Land Bank's approval for (1) the Developer's conveyance of 2032 E. Lehigh Ave. to a separate entity created for the purpose of holding a property which is located in a Qualified Opportunity Zone, and (2) the assignment of the Developer's rights and obligations under the Purchase and Development Agreement pertaining to 2032 E. Lehigh Ave. to that separate entity ("Assignee") via an assignment and assumption agreement to be entered into by the Land Bank, the Developer, and the Assignee. The Economic Opportunity Plan for the entire approved project will still apply to the Property, and the sources and uses for project financing will remain the same.

Summary of Restrictions or Covenants: This transaction is subject to the following only if the box is checked:

☒ Irrevocable Power of Attorney

☒ Right of Re-entry/Reverter

The members of the Developer BVG Property Group, LLC (a PA limited liability company) are the same three individuals who are the members of BVG 2032 E Lehigh Ave QOF, LLC (a PA limited liability company), which is the sole member of the Assignee BVG 2032 E Lehigh Ave Partners, LLC (a PA limited liability company).

7. STAFF RECOMMENDATION

Staff recommends the approval of (1) the Developer's conveyance of 2032 E. Lehigh Ave. to BVG 2032 E Lehigh Ave Partners, LLC, a separate entity created for the purpose of holding a property located in a Qualified Opportunity Zone, and (2) the assignment of the Developer's rights and obligations pertaining to 2032 E. Lehigh Ave. under the Purchase and Development Agreement to BVG 2032 E Lehigh Ave Partners, LLC.

Prepared by: Brian Romano – Project Manager II

Reviewed by: Jessie Lawrence – Director of Real Estate

Attachments - If box below is checked, the item is attached.

☐ Property photos

☐ Site Plan

☒ Floor Plans

☐ Sources and Uses (Excel spreadsheet)

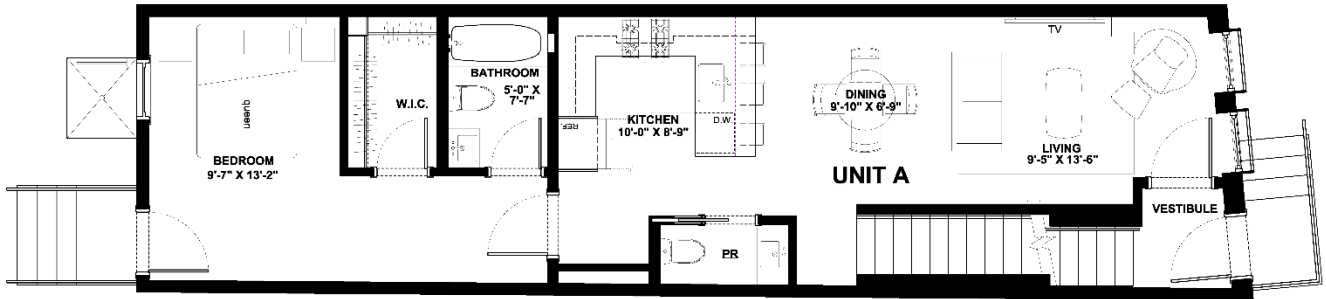
☐ Appraisal Summary Page

CONVEYANCE AND ASSIGNMENT FACT SHEET

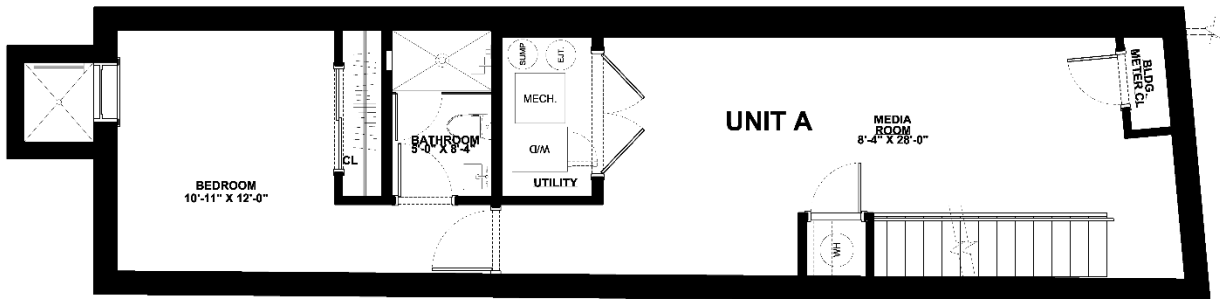
Last Updated: 2/3/2022

BVG LAND BANK PORT RICHMOND

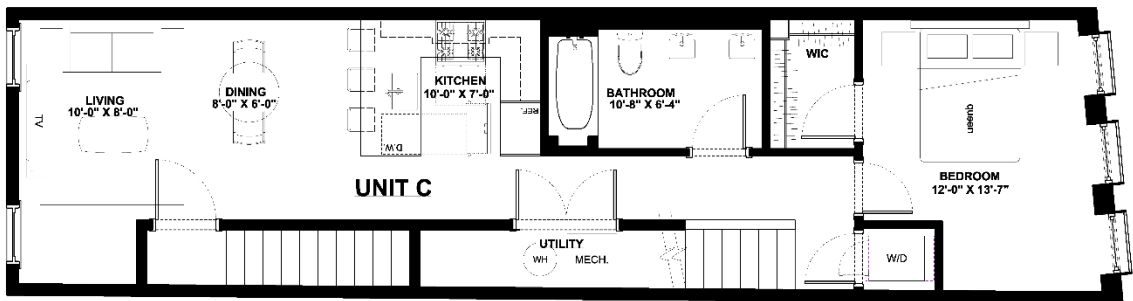
JANUARY 28 2022



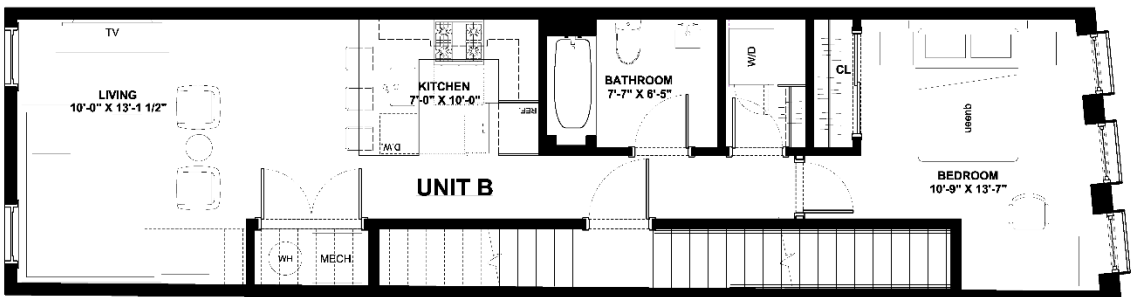
PROPOSED FIRST FLOOR PLAN (2032 E. LEHIGH AVE.)
1/2" = 1'-0"



PROPOSED CELLAR FLOOR PLAN (2032 E. LEHIGH AVE.)
1/2" = 1'-0"



PROPOSED THIRD FLOOR PLAN (2032 E. LEHIGH AVE.)
1/2" = 1'-0"



PROPOSED SECOND FLOOR PLAN (2032 E. LEHIGH AVE.)
1/2" = 1'-0"

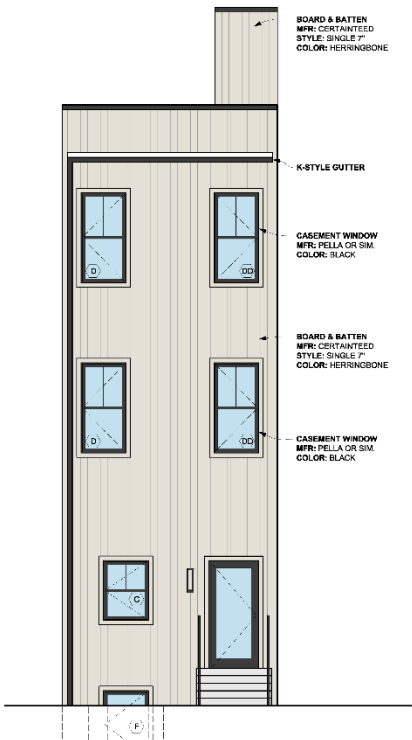
BVG PROPERTY GROUP, LLC LAND BANK 1516 N 5TH ST. STE. 507 | PHILA PA 19122

CONVEYANCE AND ASSIGNMENT FACT SHEET

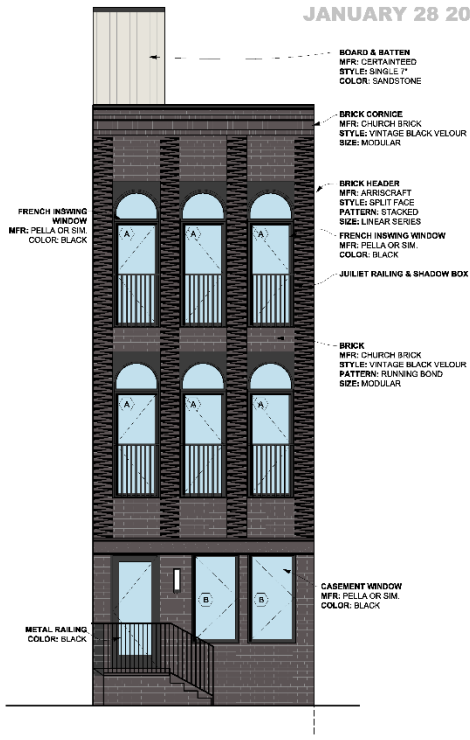
Last Updated: 2/3/2022

BVG LAND BANK PORT RICHMOND

JANUARY 28 2022



PROPOSED REAR ELEVATION (2032 E. LEHIGH AVE.)
3/8" = 1'-0"



PROPOSED FRONT ELEVATION (2032 E. LEHIGH AVE.)
3/8" = 1'-0"



2032 E. LEHIGH AVENUE



BVG PROPERTY GROUP, LLC LAND BANK 1516 N 5TH ST. STE. 507 | PHILA PA 19122

FEBRUARY 8, 2022 PLB BOARD MEETING

MATERIALS FOR AGENDA ITEM 4.B

RESOLUTION NO. 2022 – ____

**RESOLUTION AUTHORIZING GERMANTOWN LIBERTY ACQUISITIONS, LLC
TO CONVEY THE RESIDENTIAL UNIT CREATED UNDER A CONDOMINIUM
DECLARATION FILED AGAINST A CONSOLIDATED PARCEL CONTAINING
3252 GERMANTOWN AVENUE AND
TO ASSIGN THE PURCHASE AND DEVELOPMENT AGREEMENT GOVERNING
3252 GERMANTOWN AVENUE TO 3200 GERMANTOWN ASSOCIATES, LP**

WHEREAS, the Philadelphia Land Bank Board of Directors (“**Board**”) approved the disposition of 3252 Germantown Avenue (the “**Premises**”) to Germantown Liberty Acquisitions, LLC (the “**Developer**”) by Resolution 2021-32, adopted on June 8, 2021;

WHEREAS, the Philadelphia Land Bank (the “**Land Bank**”) and the Developer will enter into a Purchase and Development Agreement (the “**PDA**”) for the development of the Premises;

WHEREAS, the Developer, upon acquisition of the Premises, intends to consolidate the Premises with other parcels owned by the Developer and to file a condominium declaration (the “**Declaration**”) against the Premises and the other consolidated parcels in order to create a condominium to be known as “Be a Gem Crossing Condominium” (the “**Condominium**”), which Condominium will consist of two (2) units: a commercial unit consisting of the commercial space (the “**Commercial Unit**”) and a residential unit consisting of forty-one (41) affordable housing rental units and shared common space (the “**Residential Unit**”).

WHEREAS, the Developer has requested that the “Project,” as defined in the PDA, be limited to the improvements to be constructed within the Residential Unit only, and that the Project shall not contain the Commercial Unit;

WHEREAS, tax credits will be utilized for the development of the Residential Unit, and the Developer has therefore requested that the Land Bank permit the Developer (1) to convey the Residential Unit to a separate entity known as 3200 Germantown Associates, LP, a Pennsylvania limited partnership (the “**Assignee**”), the general partner of which is 3200 Germantown General Partner, LLC, a PA limited liability company (the sole member of the general partner being North10 Philadelphia, a Pennsylvania nonprofit corporation), and the investor limited partner of which is RJ MT 3200 Germantown Associates, LLC (a Florida limited liability company); and (2) to assign the PDA to the Assignee;

WHEREAS, the PDA provides that, prior to issuance of a Certificate of Completion, the Land Bank’s prior written consent is required for any conveyance of the Premises and for any assignment or transfer of any interest in the PDA;

WHEREAS, the Assignee will assume, undertake and perform the rights and obligations to develop, maintain and manage the Residential Unit in accordance with the PDA and an assignment and assumption agreement to be executed by the Land Bank, the Developer and the Assignee (the “**Agreement**”),

WHEREAS, the Land Bank Board of Directors has determined that it is in the best interest of the Land Bank to permit the Developer to convey the Premises and to assign the PDA to the Assignee pursuant to this Resolution;

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of the Philadelphia Land Bank that, subject to the terms and conditions of this Resolution:

1. The Land Bank hereby consents to defining the Project in the Purchase and Development Agreement governing the development of the Premises as the improvements to be constructed within the Residential Unit only, and that the Project shall not contain the Commercial Unit.
2. The Land Bank hereby consents (1) to the conveyance of the Premises by Germantown Liberty Acquisitions, LLC to 3200 Germantown Associates, LP, and (2) to the assignment of the PDA by Germantown Liberty Acquisitions, LLC to 3200 Germantown Associates, LP.
3. The Executive Director 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 effectuate the conveyance of the Premises and assignment of the PDA (collectively, the “**Transaction Documents**”) by Germantown Liberty Acquisitions, LLC to 3200 Germantown Associates, LP, in accordance with the terms of this Resolution, and, from time to time and at any time, amend, supplement, and modify the Transaction Documents, or any of them, as may be necessary or desirable. The Transaction Documents and any amendments, supplements, and modifications thereto shall contain such terms and conditions as the Executive Director and Senior Counsel shall deem necessary or appropriate subject to the terms of this Resolution, 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. The Executive Director or Senior Counsel will notify the Board of all modifications to this Resolution at the next Board meeting following the date of such modifications.
5. This Resolution shall take effect immediately upon adoption by the Board.

Adopted by Philadelphia Land Bank Board of Directors on _____, 2022.

CONVEYANCE AND ASSIGNMENT FACT SHEET

Last Updated: 2/3/2022

1. **ADDRESS:** 3252 Germantown Avenue (for conveyance & PDA assignment following disposition by PLB)

2. PROPERTY INFORMATION

Zip Code: 19140	Census Tract: 020000	Council District: 5
Zoning: CMX-2	Lot Area: 1,344 sq ft	
OPA Value: \$38,400	Appraised Value: \$40,000	
Redevelopment Area: North Philadelphia	Urban Renewal Area: N/A	

3. APPLICANT INFORMATION

Applicant Name: Germantown Liberty Acquisitions, LLC (Developer) and 3200 Germantown Associates, LP (Assignee)	Type: Business / Legal Entity
Entity Owners:	
Mailing Address: 565 E. Swedesford Rd., Suite 303, Wayne, PA 19087	
Authorized Contact: Joshua Klaris, Executive Director, North10 Philadelphia	
Application Date: 1/6/2022 (date of request for consent to convey and assign PDA)	

4. PROJECT INFORMATION

Disposition Type: Non-Comp: 51% of Site as Affordable, Workforce, or Mixed Income Housing	Strategic Plan Goal (Land Bank Only): Housing - Affordable (31%-60% AMI)
Price Paid at Settlement: \$1.00	Proposed Use: Mixed Use
Development Type: New Construction	No. of Buildings: 1 (with two condo units, one of which is to be conveyed and assigned)
Units: 41 units - Residential / 1 units - Commercial	End User: Lease to Tenant
Gross Floor Area (sq. ft.): 52,222 (sq. ft.)	Construction Cost / sq. ft.: \$204.60 (residential), \$187.27 (commercial)
Construction Costs: \$NA	Project Funding Available: Committed and Verified - Applicant has provided documentation of available, committed funds in an amount no less than total project costs.
Total Project Costs: \$NA	Mortgage Amount: \$N/A

5. APPROVALS, DEADLINES, EOP

Agreement Executed: TBD	Economic Opportunity Plan Goals: 18% MBE / 7% WBE
Land Bank Board Approval: 6/8/2021	PRA Board Approval: N/A
Construction Commencement Deadline: 3 months after settlement	Construction Completion Deadline: 24 months after settlement

CONVEYANCE AND ASSIGNMENT FACT SHEET

Last Updated: 2/3/2022

6. DEVELOPMENT SUMMARY

How was title acquired? The City acquired 3252 Germantown Avenue at sheriff's sale and is in the process of conveying it to the Land Bank; it will be conveyed by the Land Bank to the Developer.

Project Summary (AMENDED):

3252 Germantown Ave. (the Property) was approved by the PLB Board for disposition to Germantown Liberty Acquisitions, LLC (the Developer) in June 2021 for a mixed-use LIHTC development containing 41 affordable housing rental units with shared common space and market-rate commercial space. Following conveyance of the Property by the Land Bank to the Developer, the Developer intends to consolidate the Property with the other parcels in the development and file a condominium declaration against the consolidated parcel, which will create two condo units: a unit consisting of the commercial space (Commercial Unit) and a unit consisting of the affordable housing rental units with the shared common space (Residential Unit). Because Low Income Housing Tax Credits (LIHTC) will be utilized for the development of the Residential Unit, the Developer intends to convey the Residential Unit to a separate special purpose entity, 3200 Germantown Associates, LP (the Assignee). The Developer has requested the Land Bank's approval for (1) defining the project to which the PDA applies as the Residential Unit only, and not the Commercial Unit; (2) the Developer's conveyance of the Residential Unit to the Assignee; and (3) the assignment of the Developer's rights and obligations under the PDA pertaining to the project to the Assignee, via an assignment and assumption agreement to be entered into by the Land Bank, the Developer, and the Assignee. The Economic Opportunity Plan for the project will still apply.

Developer Germantown Liberty Acquisitions, LLC (a PA limited liability company), the sole member of which is North10 Philadelphia (a PA nonprofit corporation).

Assignee 3200 Germantown Associates, LP (a PA limited partnership) has a general partner (3200 Germantown General Partner, LLC, a PA limited liability company), the sole member of which is North10 Philadelphia. The Assignee's limited partner (investor limited partner) is RJ MT 3200 Germantown Associates, LLC (a Florida limited liability company).

Summary of Restrictions or Covenants: This transaction is subject to the following only if the box is checked:

☒ Irrevocable Power of Attorney

☒ Right of Re-entry/Reverter

A Declaration of Restrictive Covenants is being placed on the Residential Unit by PHDC, which is providing gap financing for the entire development (the Residential Unit and the Commercial Unit).

7. STAFF RECOMMENDATION

Staff recommends approval of (1) the definition of the project under the PDA as being limited to the Residential Unit (the affordable housing portion of the development) following its creation; (2) the Developer's conveyance of the Residential Unit to 3200 Germantown Associates, LP; and (3) the assignment of the Developer's rights and obligations pertaining to the Residential Unit under the PDA to 3200 Germantown Associates, LP.

Prepared by: Andrea Imredy Saah – Andrea Imredy Saah

Reviewed by: Jessie Lawrence – Director of Real Estate

Attachments - If box below is checked, the item is attached.

- ☐ Property photos
- ☐ Site Plan
- ☐ Floor Plans
- ☐ Sources and Uses (Excel spreadsheet)
- ☐ Appraisal Summary Page