

PHILADELPHIA REDEVELOPMENT AUTHORITY

**1234 MARKET STREET, 16TH FLOOR
PHILADELPHIA, PA 19107**

**BOARD MEETING
WEDNESDAY, OCTOBER 12, 2022**

**Executive Session – 3:30 P.M.
Open Session – 4:00 P.M.**

A G E N D A

APPROVAL OF BOARD MINUTES

Meeting of September 14, 2022

I. <u>ADMINISTRATIVE</u>	<u>Page</u>
(a) Appointment of General Counsel	(1)
(b) Engine No. 56 Envelope Renovations Watts Restoration Company, Inc. 830 Rhawn Street Approval of Construction Contract	(2)
(c) Conveyance of Title of City Properties Through the Philadelphia Redevelopment Authority to the Philadelphia Land Bank	(5)
(d) Conveyance of Title of Philadelphia Redevelopment Authority Properties to the Philadelphia Land Bank	(9)
II. <u>DEVELOPMENT</u>	
(a) Daniel J. Lasdon 523-27 Cecil B. Moore Avenue Release of Use Restriction	(13)
(b) Philadelphia Industrial Development Corporation, Philadelphia Industrial Development Corporation – Financing Corporation, Philadelphia Authority for Industrial Development, Philadelphia Regional Port Authority, and Essington Avenue Partners II, L.P. Industrial Stage B, Portion of Parcel G (3060 S. 61 st Street) Certificate of Completion	(17)

AGENDA

Board Meeting of October 12, 2022

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III. HOUSING FINANCE

Harlan Sharswood Preservation Development (23)
Sharswood III LLC
2122-52 Sharswood Street, 2200-54 Stewart Street
(previously known as 2200-54 Stewart Street,
2200-40 Sharswood Street, 2201-51 Sharswood Street,
2229-41 W. Master Street, 2223 W. Master Street,
2201-47 Harlan Street, 2226-30 Harlan Street,
2236-48 Harlan Street, 1400-08 N. 22nd Street,
1412-22 N. 22nd Street), 2135-39 W. Master Street,
and 1412-22 N. 23rd Street
**Transfer, Amendment and Assumption of
Existing Loans with Sharswood Associates, L.P.,
and New Financing**

PHILADELPHIA REDEVELOPMENT AUTHORITY

BOARD MEETING MINUTES

Prior to the start of the meeting, Ms. Varghese made the announcement that, due to the Philadelphia Redevelopment Authority's continued office closure due to the Covid-19 pandemic, today's Board meeting was being held electronically via an authorized communication device, was open to public attendees, and open for public comment. The Board meeting was being recorded and questions and comments could be entered using the Question & Answer box at the lower right-hand corner of the screen. Questions and/or comments would be read aloud and answered if needed. Ms. Varghese stated that she provided her email address to the public for any issues with submitting questions and/or comments and for any issues with accessing the Board meeting remotely. Ms. Varghese further stated there were no public comments received prior to the meeting.

*****MS. VARGHESE ASKED EVERYONE TO PLEASE NOTE THAT THERE IS A QUESTION AND ANSWER PORTAL FOR PUBLIC ATTENDEES OF THIS BOARD MEETING. THE PUBLIC ATTENDANCE LIST AND THE SUBMITTED QUESTIONS AND ANSWERS, IF ANY, WILL BE ATTACHED TO THE MEETING MINUTES.**

A virtual meeting of the Board of Directors of the Philadelphia Redevelopment Authority was held on Wednesday, September 14, 2022, commencing at 4:00 P.M., pursuant to proper notices being made.

ANNOUNCEMENTS

None.

ROLL CALL

The following members of the Board of Directors reported present: David S. Thomas, Chair; William Smith, Vice Chair; Maria Duque-Buckley, 2nd Vice Chair and Assistant Secretary; Sabrina Maynard, Treasurer and Anne Nadol, Secretary.

The following assigned staff were present: Susan Varghese, Esq., Jojy Varghese, Angel Rodriguez, Jessie Lawrence, Robert LaBrum, Brian Romano, Mathen Pullukattu, Alberta Benn and Elizabeth Bonaccorso.

Also in attendance were those listed on the attached public attendance sheet.



MINUTES

Mr. Thomas called for a motion to approve the minutes of the Board meeting on August 10, 2022.

Upon motion made and duly seconded, the minutes of August 10, 2022 were approved.



ADMINISTRATIVE

Ms. Varghese presented “Contract Authorization for Executive Director” in substance consistent with the Fact Sheet attached hereto.

Board Action

Mr. Thomas called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2022-54

RESOLUTION AMENDING RESOLUTION NO. 2019-17, ADOPTED MARCH 13, 2019, TO AUTHORIZE THE EXECUTIVE DIRECTOR TO AWARD CONTRACTS OR APPROVE PURCHASES IN AMOUNTS NOT TO EXCEED \$75,000

WHEREAS, pursuant to Resolution No. 2019-17, adopted on March 13, 2019, the Philadelphia Redevelopment Authority (the "Authority") Board adopted a resolution that authorized the Executive Director to award contracts and approve purchases in amounts not to exceed Fifty Thousand Dollars (\$50,000).

WHEREAS, the Board finds that the operations of would benefit by increasing such authorization to an amount that would enable the Authority to conduct its routine business activities more efficiently.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that Resolution No. 2019-17, adopted March 13, 2019, which authorized the Executive Director to award contracts and approve purchases for services or supplies not to exceed Fifty Thousand Dollars (\$50,000), is hereby amended to increase the maximum amount of the Executive Director's authority to Seventy-Five Thousand Dollars (\$75,000).

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Mr. Thomas, Ms. Maynard, Ms. Nadol, Mr. Smith and Ms. Buckley.



Mr. Rodriguez presented “Item I (b) – Approval of Fourth Amendment to Grant Agreement with the City of Philadelphia, Acting Through its Department of Parks & Recreation and its Finance Department” in substance consistent with the Fact Sheet attached hereto.

Additional Comments and Discussion

Ms. Maynard informed Mr. Thomas, Chair that she is recusing herself because of a conflict of interest. Mr. Thomas stated let the record reflect that Ms. Maynard recused herself.

Board Action

Mr. Thomas called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2022-55

RESOLUTION AUTHORIZING APPROVAL OF A FOURTH AMENDMENT TO GRANT AGREEMENT WITH THE CITY OF PHILADELPHIA, ACTING THROUGH ITS DEPARTMENT OF PARKS & RECREATION AND ITS FINANCE DEPARTMENT, AS GRANTOR, AND THE PHILADELPHIA REDEVELOPMENT AUTHORITY, AS GRANTEE, EXTENDING THE TERM OF THE GRANT AGREEMENT, AS PREVIOUSLY AMENDED, TO FINANCE CAPITAL CONSTRUCTION AND IMPROVEMENT PROJECTS IN AND AROUND THE CITY

WHEREAS, pursuant to Resolution No. 2018-59, adopted on August 8, 2018, the Board authorized a Grant Agreement with the City of Philadelphia ("City"), as grantor, wherein the City agreed to provide funding to the Philadelphia Redevelopment Authority ("Authority"), as grantee, in the amount of Seven Million Dollars (\$7,000,000) ("Grant Funds") for use in capital construction and improvement projects in and around the City (each, a "Project," and collectively, the "Projects").

WHEREAS, the Grant Agreement was executed by the Authority and the City on September 21, 2018, and was for a term of one (1) year.

WHEREAS, pursuant to Resolution No. 2019-83, adopted on December 11, 2019, the Board authorized a First Amendment to Grant Agreement ("First Amendment") with the City, as grantor, wherein (i) the term of the Grant Agreement was extended for one (1) year, effective September 21, 2019, and (ii) the Grant Funds were increased by an additional Five Million Dollars (\$5,000,000) such that the total Grant Funds available under the Grant Agreement, as amended, was Twelve Million Dollars (\$12,000,000).

WHEREAS, the First Amendment was executed by the Authority and the City on December 20, 2019.

WHEREAS, pursuant to Resolution No. 2020-78, adopted on December 9, 2020, the Board authorized a Second Amendment to Grant Agreement ("Second Amendment") with the City, as grantor, wherein the term of the Grant Agreement was extended for one (1) year, effective September 21, 2020.

WHEREAS, the Second Amendment was executed by the Authority and the City on December 23, 2020, made effective September 21, 2020.

WHEREAS, pursuant to Resolution No. 2021-55, adopted on July 14, 2021, the Board authorized a Third Amendment to Grant Agreement ("Third Amendment") with the City, as grantor, wherein (i) the term of the Grant Agreement was extended for one (1) year, effective September 21, 2021, and (ii) the Grant Funds was increased by an additional Ten Million Dollars (\$10,000,000) such that the total Grant Funds available under the Grant Agreement, as amended, was Twenty-Two Million Dollars (\$22,000,000).

WHEREAS, the Third Amendment was executed by the Authority and the City on September 15, 2021.

WHEREAS, the City and the Authority now seek authorization to extend the term of the Grant Agreement, as previously amended, for one (1) year, effective September 21, 2022.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that authorization is hereby given to enter into a Fourth Amendment to Grant Agreement with the City of Philadelphia, acting through its Department of Parks & Recreation and its Finance Department (the "City"), as grantor, to extend the term of the Grant Agreement for one (1) year, effective September 21, 2022.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Mr. Thomas, Ms. Nadol, Mr. Smith and Ms. Buckley.

One Abstention: Ms. Maynard.



Mr. LaBrum presented “Item I (c) – Approval of Construction Contract with Murphy, Quigley Company” in substance consistent with the Fact Sheet attached hereto.

Additional Comments and Discussion

Mr. Thomas asked if this was the same funding, which was just approved by the Board. Mr. LaBrum replied no, this funding source is different. This is a grant agreement with DPP not Parks and Rec. Mr. Thomas thanked Mr. LaBrum. Mr. LaBrum stated that was amended this summer.

Board Action

Mr. Thomas called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2022-56

RESOLUTION AUTHORIZING THE PHILADELPHIA REDEVELOPMENT AUTHORITY, AS AGENT FOR THE CITY OF PHILADELPHIA, TO ENTER INTO A CONSTRUCTION CONTRACT WITH MURPHY, QUIGLEY COMPANY FOR THE ENGINE HOUSE 43, 54, 61 AND 64 STRUCTURAL IMPROVEMENTS PROJECT, LOCATED AT VARIOUS LOCATIONS

WHEREAS, Philadelphia Redevelopment Authority (the "Authority"), as agent for the City of Philadelphia (the "City"), solicited proposals seeking responses from qualified construction firms willing and capable of performing the Engine House 43, 54, 61 and 64 Structural Improvement project, located at various locations (the "Project").

WHEREAS, Murphy, Quigley Company ("Murphy Quigley") submitted its response to the Authority, outlining its extensive experience. Murphy Quigley was the sole bidder.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, the authorization is hereby given to the Authority's Deputy Executive Director of Real Estate to enter into a Construction Contract, as agent for the City, with Murphy Quigley for the

Project, with a maximum compensation not to exceed One Million Two Hundred Fifty-One Thousand Thirty Dollars (\$1,251,030.00) (total Base Bid plus 10% Contingency).

FURTHER RESOLVING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER RESOLVING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution and Construction Contract necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Mr. Thomas, Ms. Maynard, Ms. Nadol, Mr. Smith and Ms. Buckley.



Mr. LaBrum presented “Item I (d) – Approval of Construction Contract with Seravalli, Inc.” in substance consistent with the Fact Sheet attached hereto.

Board Action

Mr. Thomas called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2022-57

RESOLUTION AUTHORIZING THE PHILADELPHIA REDEVELOPMENT AUTHORITY, AS AGENT FOR THE CITY OF PHILADELPHIA, TO ENTER INTO A CONSTRUCTION CONTRACT WITH SERAVALLI, INC. FOR THE COBBS CREEK PLAYGROUND PROJECT AT 700 COBBS CREEK PARKWAY

WHEREAS, the Philadelphia Redevelopment Authority (the "Authority"), as agent for the City of Philadelphia (the "City"), issued a Request for Proposals ("RFP") seeking responses from qualified contractors willing and capable of performing the Cobbs Creek Playground project at 700 Cobbs Creek Parkway (the "Project").

WHEREAS, Seravalli, Inc. ("Seravalli") submitted its response to the RFP, outlining their extensive experience.

WHEREAS, Seravalli's proposal was selected by the Project review team.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, the authorization is hereby given to the Authority's Deputy Executive Director of Real Estate to enter into a Construction Contract, as agent for the City, with Seravalli for the Project, with a maximum compensation not to exceed One Million Five Hundred Twelve Thousand One Hundred Seventy Dollars (\$1,512,170) (total Base Bid plus 10% Contingency).

FURTHER RESOLVING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER RESOLVING, that the Deputy Executive Director of Real Estate with the advice of General Counsel, may allow modifications to the Resolution and Construction Contract necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Mr. Thomas, Ms. Maynard, Ms. Nadol, Mr. Smith and Ms. Buckley.



Mr. Lawrence presented “Item I (e) – Conveyance of Title of City Properties Through the Philadelphia Redevelopment Authority to the Philadelphia Land Bank” in substance consistent with the Fact Sheet attached hereto.

Board Action

Mr. Thomas called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2022-58

RESOLUTION AUTHORIZING THE ACCEPTANCE OF TITLE FROM THE CITY OF PHILADELPHIA TO VARIOUS PROPERTIES AND CONVEYANCE OF SUCH PROPERTIES BY THE PHILADELPHIA REDEVELOPMENT AUTHORITY TO THE PHILADELPHIA LAND BANK

WHEREAS, Act 153 of 2012, 68 Pa. C.S.A. § 2101, *et seq.* (the “Land Bank Act”) authorized the City of Philadelphia ("City") to create a land bank in accordance with the Land Bank Act; and

WHEREAS, the City, in Bill No. 130156-A (approved December 18, 2013), authorized the creation of the Philadelphia Land Bank and provided for its appointment, powers and duties; and

WHEREAS, Section 16-705 of the Philadelphia Code authorizes the City's Commissioner of Public Property to convey real property to the Philadelphia Redevelopment Authority, without consideration, for subsequent transfer to the Philadelphia Land Bank; and

WHEREAS, under Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3), a redevelopment authority, with the consent of the local governing body and without a redevelopment contract, may convey title to certain redevelopment authority property to a land bank; and

WHEREAS, the properties identified on Exhibit "A" to this Resolution have been deemed surplus property by the City and the transfer of such properties to the Philadelphia Redevelopment Authority for subsequent transfer to the Philadelphia Land Bank will promote the public purposes for which the City created the Philadelphia Land Bank.

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Redevelopment Authority, that authorization is hereby given to the Philadelphia Redevelopment Authority to accept title from the City of Philadelphia to those properties identified on Exhibit "A," hereto, and for the conveyance and preparation, execution, acknowledgment and delivery of deeds to the Philadelphia Land Bank, without consideration, pursuant to Chapter – 16-700 of the Philadelphia Code.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

EXHIBIT "A"

1 Councilmanic District

3075 Tilton Street
3001 Martha Street

5 Councilmanic District

3861 N. 13th Street

Voting for the foregoing resolution: Mr. Thomas, Ms. Maynard, Ms. Nadol, Mr. Smith and Ms. Buckley.



Mr. Lawrence presented “Item I (f) – Conveyance of Title of Philadelphia Redevelopment Authority Properties to the Philadelphia Land Bank” in substance consistent with the Fact Sheet attached hereto.

Board Action

Mr. Thomas called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2022-59

RESOLUTION AUTHORIZING THE CONVEYANCE OF CERTAIN PROPERTIES OWNED BY THE PHILADELPHIA REDEVELOPMENT AUTHORITY TO THE PHILADELPHIA LAND BANK

WHEREAS, Act 153 of 2012, 68 Pa. C.S.A. § 2101, *et seq.* (the "Land Bank Act") authorized the City of Philadelphia ("City") to create a land bank in accordance with the Land Bank Act; and

WHEREAS, the City, in Bill No. 130156-A (approved December 18, 2013), authorized the creation of the Philadelphia Land Bank and provided for its appointment, powers and duties; and

WHEREAS, under Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3), a redevelopment authority, with the consent of the local governing body and without a redevelopment contract, may convey title to certain redevelopment authority property to a land bank; and

WHEREAS, the properties identified on Exhibit "A" to this Resolution which are owned by the Philadelphia Redevelopment Authority qualify for transfer from the Philadelphia Redevelopment Authority to the Philadelphia Land Bank as provided by Section 2109 of the Land Bank Act; and

WHEREAS, the transfer of the properties identified on Exhibit "A" to this Resolution to the Philadelphia Land Bank will promote the public purposes for which the City created the Philadelphia Land Bank;

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Redevelopment Authority, that authorization is hereby given to the Philadelphia Redevelopment Authority to convey title to those properties identified on Exhibit "A" hereto, to the Philadelphia Land Bank, and for the preparation, execution, acknowledgment and delivery of deeds to the Philadelphia

Land Bank, without consideration, pursuant to Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3), and to obtain the appropriate councilmanic action.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

EXHIBIT "A"

1 Councilmanic District

1307 S. 4th Street
2117 S. 6th Street
3182 Agate Street
2205-07 Blair Street
372 Cantrell Street
2712 E. Clearfield Street
3528 Frankford Avenue
3347 Kensington Avenue
3351 Kensington Avenue
613 Mercy Street
737 Tree Street
1864-66 E. Westmoreland Street
535 Winton Street
537 Winton Street
612 Wolf Street

3 Councilmanic District

5804 Hazel Avenue
239 N. Paxon Street

Voting for the foregoing resolution: Mr. Thomas, Ms. Maynard, Ms. Nadol, Mr. Smith and Ms. Buckley.



NEW BUSINESS

Mr. Thomas inquired if there was any new business for the Board. Mr. Rodriguez advised Mr. Thomas there were two (2) questions submitted through the Q & A feature. Mr. Rodriguez stated these questions are in relation to old business. Mr. Rodriguez stated he is not sure if the Board is going to hear new business or old business. Mr. Thomas stated the Board will address any new business at this time. No new business was presented to the Board.



OLD BUSINESS

OLD BUSINESS

Mr. Thomas asked Mr. Rodriguez to present the questions, which were submitted via the Q & A. Mr. Rodriguez stated the first comment is from Julie Stapleton Carroll. Mr. Rodriguez believes Ms. Carroll is on the call as an attendee. Mr. Rodriguez indicated Ms. Carroll is Board President of Germantown United CDC. Mr. Rodriguez stated that, since the PRA has revoked its agreement with KBK in regard to the Germantown Y, Ms. Carroll's question was wouldn't the Authority have to issue a new RFP regardless of whether or not the intent was to renew the agreement with KBK per Councilwoman Bass' stated preference. Ms. Carroll also asked to explain the process.

Mr. Rodriguez informed the Board there was another comment from Don Maedche. Mr. Rodriguez proceeded to read aloud Mr. Maedche's comments. Mr. Maedche was a Germantown resident. Mr. Maedche had become aware that the Authority may not issue a new RFP for the rehabilitation of the Germantown YWCA. This was after the Authority made a commitment several months ago. The building had been allowed to sit dormant and unoccupied for nearly twenty (20) years. Mr. Maedche would like to know what was preventing the Authority from moving forward with requests for rehabilitation. Mr. Maedche indicated it was extremely disrespectful to the community to allow this decay.

Mr. Rodriguez asked Mr. Thomas how the Board would like him to address these questions. Mr. Thomas asked Mr. Rodriguez if he addressed those questions. Mr. Rodriguez replied no but indicated that these questions would be answered at the end of the agenda. Mr. Thomas stated first, he believed he was misquoted. He never said the Authority would not reissue an RFP, but that the Authority was delayed in issuing that RFP and that needed to be qualified and clarified.

Mr. Thomas asked to know the other question. Mr. Rodriguez responded the other question was in regard to the process; wouldn't the Authority have to issue an RFP regardless even if the intent was to renew the agreement with KBK. Mr. Rodriguez stated he can clarify for the public and members of the Board under the new disposition policy, which was enacted on January 1, 2020, there were two (2) ways a property can be developed. Mr. Rodriguez explained the first way was through a competitive process where the Authority would issue an RFP. The other option was that a developer could submit an unsolicited application to the Authority. He explained that through the legislation in place, the Authority must review and determine if its

meets the threshold and was qualified for disposal of a particular property. Mr. Rodriguez stated then it would be brought before the Board for consideration. Mr. Rodriguez concluded that his response explained the process piece.

Mr. Rodriguez pointed out that Mr. Thomas' previous statement answered the question about whether the Authority would issue another RFP. Mr. Thomas stated that Authority staff was being either misquoted, misrepresented, or misunderstood. Mr. Thomas reiterated the Authority was not saying that an RFP would not be issued. However, Mr. Thomas explained, the Authority had anticipated issuing the RFP by now; however, unfortunately, Authority staff was still working out some concerns. Authority was continuing its efforts to redevelop Germantown "YWCA" and it was not being taken off the table contrary to what folks believe.

Mr. Thomas asked if there were any additional comments or questions. Mr. Rodriguez responded there were two (2) new additional comments that had just come in. Mr. Rodriguez stated Karen Escovitz's comments indicated she was in attendance because she was interested in progress on the Germantown Y development, and that she did not understand why the Authority would not release a new RFP. The previous contractors failed. Mr. Rodriguez stated that her concern was already answered. Mr. Rodriguez stated the second question was what was the reason for the delay in releasing the RFP. Mr. Rodriguez reiterated that the statement was put forth by Ms. Escovitz.

Mr. Thomas responded that the delay quite honestly as Mr. Rodriguez had pointed out was that the Councilwoman expressed some concerns with the process as it was laid out and the Authority was trying to address those concerns so that the Councilwoman, from a legislative perspective, would support the release of a new RFP. Mr. Thomas explained issuing an RFP and having applicants respond implied that there was an ability to move forward, which the Authority had not received as of yet. Furthermore, Mr. Thomas stated the Authority was working to resolve concerns, and doing their best to get it resolved as fast as possible.

Mr. Thomas recognized Ms. Dooley and invited her to speak. Ms. Dooley stated she had a question but wanted to also make a comment. Ms. Dooley explained that she thought some of the confusion came about because an attorney for the Authority had indicated he did not know if another RFP would ever be released. Ms. Dooley stated that her group was not upset about the August deadline or being later in August, but that this attorney said there may never be one. That was what really knocked the wind out of the community's sails.

Also, Ms. Dooley further explained the community were not aware at all that the Councilwoman was insisting on these meetings and the Mayor saying these meeting have to take place to work something out. Ms. Dooley stated from what she can tell what the Councilwoman said to the Chestnut Hill local was the only thing she wants was the old person who had the last preferred contract for the Y to be reinstated. Ms. Dooley stated she would like to comment on this fact and asked if this information was correct. Ms. Dooley wanted to know if that was the Councilwoman's position that the redeveloper was unfairly terminated and should be brought back. Mr. Thomas replied that was part of the Councilwoman's concern.

Mr. Thomas stated that he wanted to qualify a couple of statements Ms. Dooley made. First,

Mr. Thomas stated that the Authority's attorney never stated that the Authority was not going to issue an RFP. Mr. Thomas indicated that he reviewed the attorney's response and it stated a date had not been determined or a decision had not been made. Furthermore, it did not say the Authority would not issue.

Secondly, Mr. Thomas stated he wanted to clarify the Mayor had never involved himself in this matter and that this was a misunderstanding too. Mr. Thomas explained when the Authority referred to the administration or he referred to the administration that they were talking broadly and not speaking of the Mayor particularly. He stated again the Mayor had not involved himself in this process.

Mr. Thomas stated the Authority wanted to get this resolved as soon as possible as well as get this resolved amicably. This was what the Authority was striving for right now with the Councilwoman.

Ms. Dooley thanked Mr. Thomas for his clarifying remarks. Ms. Dooley stated this building had not been open since at least 2006. Mr. Thomas replied yes. Ms. Dooley indicated it was probably earlier and the building had been severely damaged under the ownership of Germantown Settlement and the City to the point that a lot of money had already been spent for the building to be stabilized. Ms. Dooley stated the building had to be fixed, which will cost a lot of money because it was so damaged.

Ms. Dooley stated she could not understand how the Germantown community could be treated like this for this keystone building in their commercial corridor when the Germantown community needed housing and amenities, and this building had been sitting vacant. She expressed that the City was failing the community as well as the councilperson and the Authority.

Ms. Dooley explained the residents of the community were volunteers, activists, community residents, people with jobs, or people who were retired, and did not have the time to make this a lifelong commitment that took up all their time. Ms. Dooley further stated she does not understand how everyone could be failing them like this for this long. Mr. Thomas responded he did not have an answer. Mr. Thomas explained personally, he shared her frustration and could only speak to the current state of affairs because he was not involved in the past. Mr. Thomas further stated what he could tell her was that his staff as well as himself are committed to getting this matter resolved and were doing the best we could. Again, Mr. Thomas indicated he shared Ms. Dooley's frustration and did not have an answer beyond that.

Ms. Dooley stated she had one (1) more point to make then and that sometimes we had to take responsibility for the past. Mr. Thomas stated that the Authority was. Ms. Dooley stated that the Authority as an institution and organization had failed the community. Therefore, as the institution it had to correct it as quickly as possible. Mr. Thomas indicated that the Authority agreed.



ADJOURNMENT

There being no further business to come before the Board, Mr. Thomas declared the meeting adjourned at 4:25 P.M.

SECRETARY TO THE BOARD

[PUBLIC ATTENDANCE LIST AND TRANSCRIPT OF QUESTIONS AND RESPONSES THERETO, IF ANY, ARE ATTACHED ON FOLLOWING PAGES]

PRA Board Meeting of September 14, 2022 - Attendance

Attended	User Name (Original Name)	First Name	Last Name
No	Max	Max	Frankel
No	Jamila	Jamila	Davis
No	Karen	Karen	Hailey
No	Mike	Mike	Tomasetti
No	Dwayne	Dwayne	Hillian
No	Lutisha	Lutisha	Miner-teague
No	Desiree	Desiree	J
No	Kimberley	Kimberley	Nelson
No	leon	leon	stimpson
No	richard	richard	horstmann
No	Thakiyah	Thakiyah	Yankowy
No	Jacob	Jacob	Peck
No	misty	misty	farrow
Yes	VANESSA HUNTER	VANESSA	HUNTER
No	Criss	Criss	Miller
No	Viola	Viola	Tehmeh
Yes	Julie Stapleton Carroll	Julie	Stapleton Carroll
Yes	Don Maedche	Don	Maedche
Yes	Don Maedche	Don	Maedche
No	Garlen	Garlen	Capita
No	Willie	Willie	Jordan
No	Sheree	Sheree	Burris
No	Vanessa	Vanessa	Hunter
No	Jacquelyn	Jacquelyn	Sims
No	Jay	Jay	Frank
Yes	Ann Doley	Ann	Doley
Yes	Karen Escovitz	Karen	Escovitz
No	Kristin	Kristin	Haskins Simms
Yes	Bush Danyelle	Bush	Danyelle
No	Lillian	Lillian	Hightower
No	Emily	Emily	Busch
No	Else	Else	Eaton
Yes	Mason Carter	Mason	Carter
Yes	RHONDA LANCASTER	RHONDA	LANCASTER

Yes	Carla Robinson	Carla	Robinson
No	Carlos	Carlos	Masip
Yes	M James	M	James
Yes	Kimberly Haas	Kimberly	Haas
Yes	Renee Cunningham	Renee	Cunningham
Yes	Patricia Burks Patricia4544@comcast.net	Patricia	Burks Patricia4544@comcast.net
Yes	Marcia Garfield	Marcia	Garfield
Yes	Todd Hestand	Todd	Hestand
Yes	a weiss	a	weiss
	12158821025		

PRA Board Meeting of September 14, 2022 - Q & A

#	Question	Asker Name	Answer
1	This is Julie Stapleton Carroll, Board President of Germantown United CDC. Since the PRA revoked it's agreement with KBK for the Germantown Y, wouldn't they have to issue a new RFP regardless even if the intent was to renew an agreement with KBK per Cindy Bass' stated preference? Please advise as to the process.	Julie Stapleton Carroll	These items can be addressed at the end of the agenda.
2	Don Maedche - Germantown resident: I have become aware that the PRA may not issue a new RFP for the rehabilitation of the Germantown YWCA. This is after PRA made made a committment several months ago. The building has been allowed to sit dormant and unoccupied for nearly 20 years. I would like to know what is preventing you from moving forward with requests for rehabilitation? It's extremely disrespectful to our community to allow this decay.	Don Maedche	These items can be addressed at the end of the agenda.
3	I'm here because I'm interested in progress on the Germantown Y development - and don't understand why they won't release a new RFP. The previous contractors have failed here and we have waited for years for progress.	Karen Escovitz	
4	what is the reason for the delay in releasing an RFP?	Karen Escovitz	
5	can those concerns be shared with the rest of us?	Karen Escovitz	

6	what are councilwoman Bass's concerns?	Karen Escovitz	
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**BOARD FACTSHEET**

Meeting of September 14, 2022

Contract Authorization for Executive Director

Background: Since 1974, the Philadelphia Redevelopment Authority (the "Authority") Board of Directors has granted the Authority's Executive Director the right to enter into contracts on behalf of the Authority for the purchase of goods, supplies and services with a set maximum monetary limit. The last such resolution was adopted pursuant to Resolution No. 2019-17, adopted March 13, 2019 (the "2019 Resolution"), and limited the Executive Director's contract authorization to Fifty Thousand Dollars (\$50,000).

Nature of Request: The Board is requested to amend the 2019 Resolution to increase the Executive Director's contracting authorization to Seventy-Five Thousand Dollars (\$75,000). The purpose of this increase is to assist the Authority with its ability to conduct its routine business activities more efficiently.

The proposed resolution is attached.

Prepared by: Susan Varghese



BOARD FACTSHEET

Meeting of September 14, 2022

Approval of Fourth Amendment to Grant Agreement with the City of Philadelphia, acting through its Department of Parks & Recreation and its Finance Department

NAME OF GRANTOR: The City of Philadelphia, acting through its Department of Parks & Recreation and its Finance Department (the "City")

Background: Pursuant to Resolution No. 2018-59, adopted on August 8, 2018, the Board authorized a Grant Agreement with the City, as grantor, wherein the City agreed to provide funding to the Philadelphia Redevelopment Authority ("Authority"), as grantee, in the amount of Seven Million Dollars (\$7,000,000) ("Grant Funds") for use in capital construction and improvement projects in and around the City (each, a "Project," and collectively, the "Projects"). The Grant Agreement was executed by the Authority and the City on September 21, 2018. The term of the Grant Agreement was for one (1) year.

Pursuant to Resolution No. 2019-83, adopted on December 11, 2019, the Board authorized a First Amendment to Grant Agreement ("First Amendment") with the City, as grantor, wherein (i) the term of the Grant Agreement was extended for one (1) year, effective September 21, 2019, and (ii) the Grant Funds were increased by an additional Five Million Dollars (\$5,000,000) such that the total Grant Funds available under the Grant Agreement, as amended, is Twelve Million Dollars (\$12,000,000). The First Amendment was executed by the Authority and the City on December 20, 2019.

Pursuant to Resolution No. 2020-78, adopted on December 9, 2020, the Board authorized a Second Amendment to Grant Agreement ("Second Amendment") with the City, as grantor, wherein (i) the term of the Grant Agreement was extended for one (1) year, effective September 21, 2020. The Second Amendment was executed by the Authority and the City on December 23, 2020, made effective September 21, 2020.

Pursuant to Resolution No. 2021-55, adopted on July 14, 2021, the Board authorized a Third Amendment to Grant Agreement ("Third Amendment") with the City, as grantor, wherein (i) the term of the Grant Agreement was extended for one (1) year, effective September 21, 2021, and (ii) the Grant Funds was increased by an additional Ten Million Dollars (\$10,000,000) such

that the total Grant Funds available under the Grant Agreement, as amended, was Twenty-Two Million Dollars (\$22,000,000). The Third Amendment was executed by the Authority and the City on September 15, 2021.

Nature of Request/Transaction: Authorization is now sought to extend the term of the Grant Agreement, as previously amended, for an additional one (1) year, effective September 21, 2022.

The City will continue to provide a scope of work for each phase of a Project by sending the Authority a work order form, which the Authority will review and approve. The Authority will continue to receive an administrative fee in the amount of seven percent (7%) of the total costs and expenses which are actually incurred by the Authority relative to each Project.

The City may terminate the Grant Agreement with thirty (30) days' advance written notice.

Proposed Resolution is attached.

Prepared by: Susan Varghese



BOARD FACTSHEET

Meeting of September 14, 2022

Approval of Construction Contract

Murphy, Quigley Company

Engine House 43, 54, 61 and 64 Structural Improvements

NATURE OF TRANSACTION:

The approval of a Construction Contract between the Philadelphia Redevelopment Authority (the "Authority"), as agent for the City of Philadelphia ("City"), and Murphy, Quigley Company ("Murphy Quigley") for the Engine 43, 54, 61 and 64 Structural Improvements project (the "Project") located at the various addresses identified below.

- Engine 43 (2108-14 Market Street)
- Engine 54 (1913 N. 63rd Street)
- Engine 61 (5334 Rising Sun Avenue)
- Engine 64 (6100 Rising Sun Avenue)

The Project includes renovations and structural improvements to four (4) engine houses, including plumbing, mechanical and electric upgrades.

SELECTION PROCESS:

On July 22, 2022, the Authority advertised a Public Bid for the project. The Authority received one (1) qualified bid, from Murphy Quigley. The Project Review Team has recommended Murphy Quigley's bid.

Murphy, Quigley Company

333 E. City Avenue

Two Bala Plaza, Suite 404

Bala Cynwyd, PA 19004

Total Base Bid: \$1,137,300.00

EOP: 18% MBE; 7% WBE

BACKGROUND/FINANCING:

The Project will be funded with City Capital funds as outlined in the executed Grant Agreement between the Authority and the City. The Grant Agreement allows for funds to be transferred to the Authority for City projects.

Proposed Resolution and supporting project information are attached (photographs).

Prepared by: Robert LaBrum
Reviewed by: Susan Varghese



BOARD FACTSHEET
 Meeting of September 14, 2022
 Approval of Construction Contract
 Seravalli, Inc.
 Cobbs Creek Playground

NATURE OF TRANSACTION:

The approval of a Construction Contract between the Philadelphia Redevelopment Authority (the "Authority"), as agent of the City of Philadelphia (the "City"), and Seravalli, Inc. ("Seravalli") for the Cobbs Creek Playground project, located at 700 Cobbs Creek Parkway (the "Project"). The Project is part of the City's Rebuilding Community Infrastructure Program ("Rebuild").

The Project includes construction of a new playground including play equipment, safety surface, trees, site seating, turf grass, walking paths, signage, trash receptacles, pedestrian lighting, and security cameras.

SELECTION PROCESS:

On August 4, 2022, the Authority advertised a Request for Proposals, as agent for the City, for the Project. The Authority received three (3) proposals. Seravalli's proposal was selected by the Project review team.

Seravalli, Inc.

10059 Sandmeyer Lane

Philadelphia, PA 19116

Total Base Bid: \$1,374,700.00

EOP Ranges set by Rebuild: 30-35% MBE; 15-20% WBE

FINANCING:

The Project will be funded with Bond Proceeds as outlined in the Subgrant Agreement between the Authority and the Philadelphia Authority for Industrial Development. The Subgrant Agreement allows for funds to be transferred to the Authority for Rebuild projects.

Proposed Resolution and supporting project information are attached (photographs).

Prepared by: Robert LaBrum
 Reviewed by: Susan Varghese



BOARD FACTSHEET

Meeting of September 14, 2022

Conveyance of Title of City Properties through Philadelphia
Redevelopment Authority to Philadelphia Land Bank

Nature of Transaction: The Philadelphia Redevelopment Authority (the "PRA") will facilitate the conveyance of title of properties owned by the City of Philadelphia (the "City") to the Philadelphia Land Bank.

The conveyance of these properties will be for the disposition, reuse, and management by the Philadelphia Land Bank.

The City properties listed below were approved for conveyance to the Philadelphia Land Bank in collaboration with the 1st Councilmanic District and 5th Councilmanic District.

PROPERTY INFORMATION:

The City properties attached hereto as Exhibit "A" will be conveyed to the Philadelphia Land Bank without consideration through the PRA, pursuant to Section 2109 of the Land Bank Act, 68 Pa. C.S.A. §2109 (d)(3) and Chapter 16-700 of the Philadelphia Code.

Proposed Resolution is attached.

Prepared by: Brian Romano

Reviewed by: Jessie Lawrence

EXHIBIT "A"

1st Councilmanic District

3075 Tilton Street
3001 Martha Street

5th Councilmanic District

3861 N. 13th Street



BOARD FACTSHEET

Meeting of September 14, 2022

Conveyance of Title of Philadelphia Redevelopment Authority

Properties to the Philadelphia Land Bank

Nature of Transaction: The Philadelphia Redevelopment Authority (the "PRA") will facilitate the conveyance of title of these properties owned by the PRA to the Philadelphia Land Bank:

- The conveyance of these properties will be for the disposition, reuse, and management by the Philadelphia Land Bank.
- The PRA properties listed below was approved for conveyance to the Philadelphia Land Bank in collaboration with the 1st Councilmanic District Office and 3rd Councilmanic District Office.

PROPERTY INFORMATION:

PRA Conveyance: The PRA properties attached hereto as Exhibit "A" will be conveyed to the Philadelphia Land Bank without consideration, pursuant to Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3).

Proposed Resolution is attached.

Prepared by: Cristina Martinez

Reviewed by: Jessie Lawrence

EXHIBIT "A"

1st Councilmanic District

1307 S. 4th Street
2117 S. 6th Street
3182 Agate Street
2205-07 Blair Street
372 Cantrell Street
2712 E. Clearfield Street
3528 Frankford Avenue
3347 Kensington Avenue
3351 Kensington Avenue
613 Mercy Street
737 Tree Street
1864-66 E. Westmoreland Street
535 Winton Street
537 Winton Street
612 Wolf Street

3rd Councilmanic District

5804 Hazel Avenue
239 N. Paxon Street

RESOLUTION NO.

RESOLUTION AUTHORIZING THE APPOINTMENT OF GENERAL COUNSEL OF THE PHILADELPHIA REDEVELOPMENT AUTHORITY

WHEREAS, the Board of Directors of the Redevelopment Authority is authorized, pursuant to Section 1707 of the Urban Redevelopment Law, 35 P.S. § 1707, to appoint a General Counsel for the Authority and to appoint such other agents and employees, permanent or temporary, as it may require; and

WHEREAS, the Authority desires to appoint a General Counsel who possesses the appropriate legal education and knowledge of Authority business and affairs to provide advice and guidance to the Authority and its staff on legal matters affecting the Authority; and

WHEREAS, the Board has determined that Alex Braden has the requisite ability, experience and expertise necessary for this position and is in all respects qualified to serve as General Counsel.

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Redevelopment Authority, that Alex Braden, Esquire, is appointed General Counsel to the Redevelopment Authority, effective October 13, 2022 and continuing until further action of this Board.



BOARD FACTSHEET
 Meeting of October 12, 2022
 Approval of Construction Contract
 Watts Restoration Company, Inc.
 Engine No. 56 Envelope Renovations

NATURE OF TRANSACTION:

The approval of a Construction Contract between the Philadelphia Redevelopment Authority (the "Authority"), as agent for the City of Philadelphia ("City"), and Watts Restoration Company, Inc. ("Watts Restoration") for the Engine No. 56 Envelope Renovations project (the "Project"), located at 830 Rhawn Street.

The Project consists of primarily exterior masonry repairs to an existing brick and limestone fire house. Work includes, but may not be limited to, full repointing of brick façade; exterior masonry cleaning; repairing of cracks in existing brick masonry; limestone coping repair, resetting, and repointing; window lintel repair and/or replacement; replacement of broken limestone units; repair of displaced exterior walls; repair of interior glazed tile units; roof ladders; and removal of the existing fire hose tower.

SELECTION PROCESS:

On August 11, 2022, the Authority advertised a Public Bid for the Project. The Authority received seven (7) bids from qualified contractors. Watts Restoration was the lowest, qualified bidder.

Watts Restoration Company, Inc.

1704 Bustleton Pike
 Feasterville, PA 19053
 Total Base Bid: \$694,620.00
 EOP: 18% MBE; 7% WBE

BACKGROUND/FINANCING:

The Project will be funded with City Capital funds as outlined in the executed Grant Agreement between the Authority and the City. The Grant Agreement allows for funds to be transferred to the Authority for City projects.

Proposed Resolution and supporting project information are attached (photograph).

Prepared by: Robert LaBrum
 Reviewed by: Susan Varghese

RESOLUTION NO.

RESOLUTION AUTHORIZING THE PHILADELPHIA REDEVELOPMENT AUTHORITY, AS AGENT FOR THE CITY OF PHILADELPHIA, TO ENTER INTO A CONSTRUCTION CONTRACT WITH WATTS RESTORATION COMPANY, INC. FOR THE ENGINE NO. 56 ENVELOPE RENOVATIONS PROJECT, LOCATED AT 830 RHAWN STREET

WHEREAS, Philadelphia Redevelopment Authority (the "Authority"), as agent for the City of Philadelphia (the "City"), solicited proposals seeking responses from qualified construction firms willing and capable of performing the Engine No. 56 Envelope Renovations project, located at 830 Rhawn Street (the "Project").

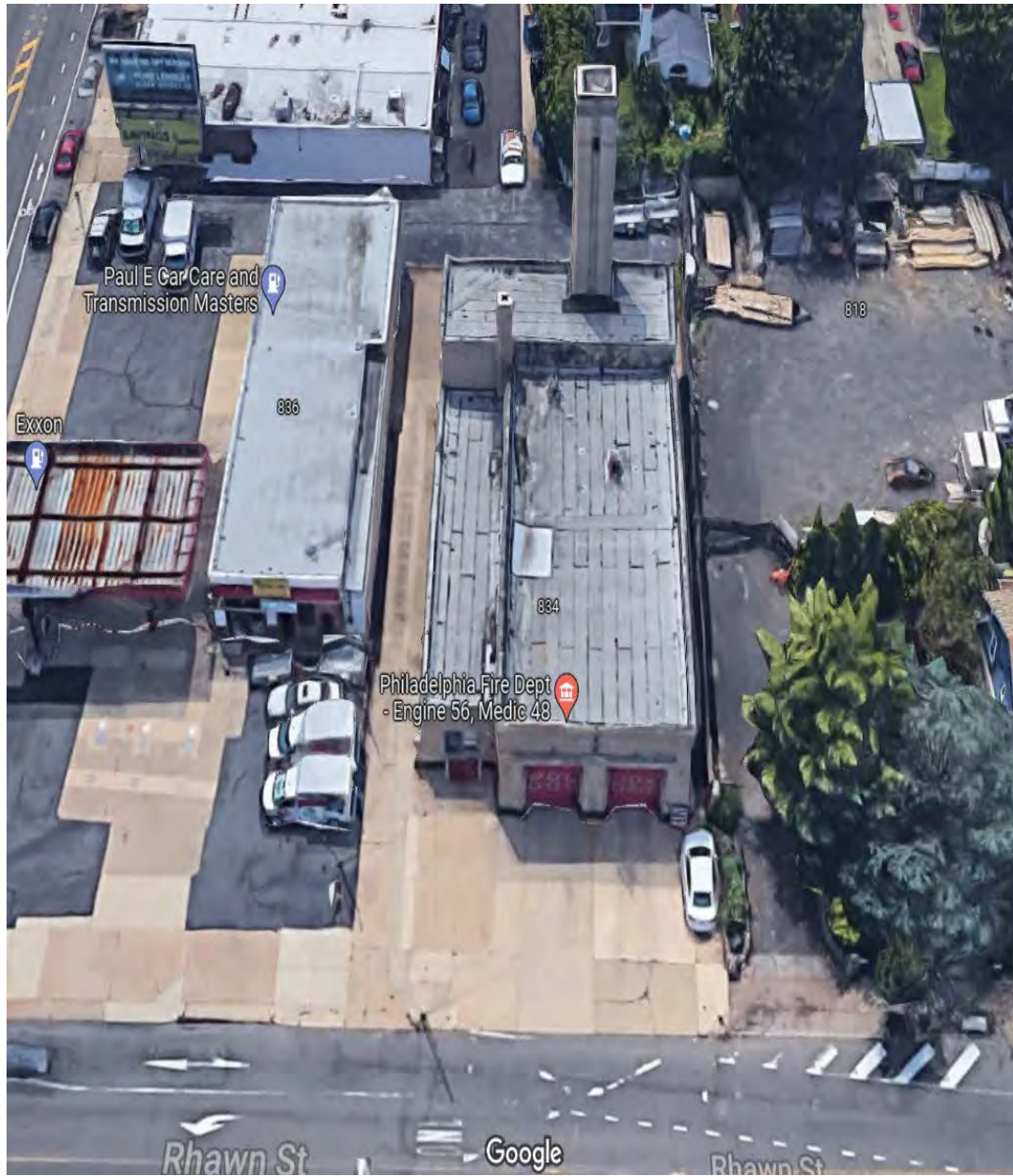
WHEREAS, Watts Restoration Company, Inc. ("Watts Restoration") submitted its response to the Authority, outlining their extensive experience. Watts Restoration was the lowest, qualified bidder.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that authorization is hereby given to the Authority's Deputy Executive Director of Real Estate to enter into a Construction Contract, as agent for the City, with Watts Restoration for the Project, with a maximum compensation not to exceed Seven Hundred Sixty-Four Thousand Eighty-Two Dollars (\$764,082.00) (total Base Bid plus 10% Contingency).

FURTHER RESOLVING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER RESOLVING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution and Construction Contract necessary or desirable to carry out its purposes and intents.

Engine No. 56 (830 Rahwn Street)





BOARD FACTSHEET

Meeting of October 12, 2022

Conveyance of Title of City Properties through Philadelphia Redevelopment Authority to Philadelphia Land Bank

Nature of Transaction: The Philadelphia Redevelopment Authority (the "PRA") will facilitate the conveyance of title of properties owned by the City of Philadelphia (the "City") to the Philadelphia Land Bank.

- The conveyance of these properties will be for the disposition, reuse, and management by the Philadelphia Land Bank.
- The City properties listed below were approved for conveyance to the Philadelphia Land Bank in collaboration with the 5th Councilmanic District.

PROPERTY INFORMATION:

The City properties attached hereto as Exhibit "A" will be conveyed to the Philadelphia Land Bank without consideration through the PRA, pursuant to Section 2109 of the Land Bank Act, 68 Pa. C.S.A. §2109 (d)(3) and Chapter 16-700 of the Philadelphia Code.

Proposed Resolution is attached.

Prepared by: Brian Romano
Reviewed by: Jessie Lawrence

EXHIBIT "A"

5th Councilmanic District Properties

800 W. Cumberland Street
3548 Germantown Avenue

RESOLUTION NO.

RESOLUTION AUTHORIZING THE ACCEPTANCE OF TITLE FROM THE CITY OF PHILADELPHIA TO VARIOUS PROPERTIES AND CONVEYANCE OF SUCH PROPERTIES BY THE PHILADELPHIA REDEVELOPMENT AUTHORITY TO THE PHILADELPHIA LAND BANK

WHEREAS, Act 153 of 2012, 68 Pa. C.S.A. § 2101, *et seq.* (the "Land Bank Act") authorized the City of Philadelphia ("City") to create a land bank in accordance with the Land Bank Act; and

WHEREAS, the City, in Bill No. 130156-A (approved December 18, 2013), authorized the creation of the Philadelphia Land Bank and provided for its appointment, powers and duties; and

WHEREAS, Section 16-705 of the Philadelphia Code authorizes the City's Commissioner of Public Property to convey real property to the Philadelphia Redevelopment Authority, without consideration, for subsequent transfer to the Philadelphia Land Bank; and

WHEREAS, under Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3), a redevelopment authority, with the consent of the local governing body and without a redevelopment contract, may convey title to certain redevelopment authority property to a land bank; and

WHEREAS, the properties identified on Exhibit "A" to this Resolution have been deemed surplus property by the City and the transfer of such properties to the Philadelphia Redevelopment Authority for subsequent transfer to the Philadelphia Land Bank will promote the public purposes for which the City created the Philadelphia Land Bank.

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Redevelopment Authority, that authorization is hereby given to the Philadelphia Redevelopment Authority to accept title from the City of Philadelphia to those properties identified on Exhibit "A," hereto, and for the conveyance and preparation, execution, acknowledgment and delivery of deeds to the Philadelphia Land Bank, without consideration, pursuant to Chapter – 16-700 of the Philadelphia Code

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

EXHIBIT "A"

5th Councilmanic District Properties

800 W. Cumberland Street
3548 Germantown Avenue



BOARD FACTSHEET

Meeting of October 12, 2022

Conveyance of Title of Philadelphia Redevelopment Authority
Properties to the Philadelphia Land Bank

Nature of Transaction: The Philadelphia Redevelopment Authority (the "PRA") will facilitate the conveyance of title of certain properties owned by the PRA to the Philadelphia Land Bank:

- The conveyance of these properties will be for the disposition, reuse, and management by the Philadelphia Land Bank.
- The PRA properties listed below were approved for conveyance to the Philadelphia Land Bank in collaboration with the 2nd Councilmanic District Office.

PROPERTY INFORMATION:

PRA Conveyance: The PRA properties attached hereto as Exhibit "A" will be conveyed to the Philadelphia Land Bank without consideration, pursuant to Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3).

Proposed Resolution is attached.

Prepared by: Mathen Pullukattu

Reviewed by: Jessie Lawrence

EXHIBIT "A"

2nd Councilmanic District Properties

2315 Greenwich St
2316 Greenwich St
2317 Greenwich St
2318 Greenwich St
2337 Greenwich St
2339 Greenwich St
2349 Greenwich St

RESOLUTION NO.

RESOLUTION AUTHORIZING THE CONVEYANCE OF CERTAIN PROPERTIES OWNED BY THE PHILADELPHIA REDEVELOPMENT AUTHORITY TO THE PHILADELPHIA LAND BANK

WHEREAS, Act 153 of 2012, 68 Pa. C.S.A. § 2101, *et seq.* (the "Land Bank Act") authorized the City of Philadelphia ("City") to create a land bank in accordance with the Land Bank Act; and

WHEREAS, the City, in Bill No. 130156-A (approved December 18, 2013), authorized the creation of the Philadelphia Land Bank and provided for its appointment, powers and duties; and

WHEREAS, under Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3), a redevelopment authority, with the consent of the local governing body and without a redevelopment contract, may convey title to certain redevelopment authority property to a land bank; and

WHEREAS, the properties identified on Exhibit "A" to this Resolution which are owned by the Philadelphia Redevelopment Authority qualify for transfer from the Philadelphia Redevelopment Authority to the Philadelphia Land Bank as provided by Section 2109 of the Land Bank Act; and

WHEREAS, the transfer of the properties identified on Exhibit "A" to this Resolution to the Philadelphia Land Bank will promote the public purposes for which the City created the Philadelphia Land Bank;

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Redevelopment Authority, that authorization is hereby given to the Philadelphia Redevelopment Authority to convey title to those properties identified on Exhibit "A" hereto, to the Philadelphia Land Bank, and for the preparation, execution, acknowledgment and delivery of deeds to the Philadelphia Land Bank, without consideration, pursuant to Section 2109 of Land Bank Act, 68 Pa. C.S.A. § 2109(d)(3), and to obtain the appropriate councilmanic action.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

EXHIBIT "A"

2nd Councilmanic District Properties

2315 Greenwich Street
2316 Greenwich Street
2317 Greenwich Street
2318 Greenwich Street
2337 Greenwich Street
2339 Greenwich Street
2349 Greenwich Street


BOARD FACTSHEET

Meeting of October 12, 2022
 Release of Use Restriction
 523-27 Cecil B. Moore Avenue

NAME OF DEVELOPER/APPLICANT: Daniel J. Lasdon ("Redeveloper")
 1700-02 N. Fifth, LP ("Assignee")

NATURE OF TRANSACTION: The Board is asked to authorize the issuance of a release of the use restriction relative to the property located at 523-27 Cecil B. Moore Avenue (the "Property").

BACKGROUND: The Property was acquired by the Philadelphia Redevelopment Authority (the "PRA") at the requests of the Commerce Department and the Philadelphia Industrial Development Corporation as part of the American Street Site Assembly Program (the "Site Assembly Program"). The mission of the Site Assembly Program was to create parcels to attract new businesses and retain and grow existing businesses on the American Street corridor.

The PRA and the Redeveloper entered into a Redevelopment Agreement dated October 4, 2004 to develop a parking lot on the Property along with some adjacent properties. The Redevelopment Agreement was subject to a disposition supplement restricting the use of the Property to parking. The PRA, Redeveloper, and Assignee entered into an Assignment Agreement dated July 14, 2007 for the Assignee to assume the rights and obligations as Redeveloper under the Redevelopment Agreement and convey the Property to the Assignee. The PRA conveyed the Property to the Assignee on November 9, 2007. The Property was developed in accordance with the Redevelopment Agreement and Assignment Agreement and a Certificate of Completion was issued on August 12, 2008.

The Assignee is now requesting that the parking restriction be removed so the entire site can be developed into multifamily residential development. In consideration of releasing the use restriction early, the PRA will receive an administrative fee of Ten Thousand (\$10,000) Dollars.

Proposed Resolution and supporting information are attached (site map).

Prepared by: Brian Romano
Reviewed by: Jessie Lawrence

RESOLUTION NO.

**RESOLUTION AUTHORIZING THE RELEASE OF THE USE RESTRICTION FOR
523-27 CECIL B. MOORE AVENUE**

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority that, in accordance with the attached Fact Sheet, the Deputy Executive Director of Real Estate is hereby authorized to issue a release removing the parking use restriction on the property located at 523-27 Cecil B. Moore Avenue.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate with the advice of General Counsel may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

523-527 Cecil B. Moore Avenue





BOARD FACTSHEET

Meeting of October 12, 2022

Certificate of Completion

Industrial Stage B, Portion of Parcel G (3060 S. 61st Street)

NAME OF DEVELOPER/APPLICANT: Philadelphia Industrial Development Corporation, Philadelphia Industrial Development Corporation – Financing Corporation and Philadelphia Authority for Industrial Development (collectively, the "Redeveloper"), Philadelphia Regional Port Authority ("PRPA"), and Essington Avenue Partners II, L.P. ("Essington").

NATURE OF TRANSACTION: The Board is asked to authorize a Resolution authorizing the issuance of a Certificate of Completion for a portion of Parcel G in Industrial Stage B, now known as 3060 S. 61st Street (the "Property"), which was developed into a parking facility.

BACKGROUND: The Philadelphia Redevelopment Authority ("PRA") entered into a Redevelopment Agreement with the Redeveloper dated July 31, 1972 for the development of portions of the Industrial Stage B – Parcels B, C(2), D, F, G, H, I(2), and J of the Eastwick Urban Renewal Area, which was amended by a few amendatory agreements. The PRA conveyed Parcels B, C-2, G, H and J to the Redeveloper by deed dated October 17, 1977. The Redeveloper was required to obtain the PRA's consent to sell any of the properties and assign the development rights pursuant to the terms of the Redeveloper Agreement.

By Resolution No. 18,742, adopted by the Board on November 13, 2008, the Board authorized the Redeveloper to convey the Property to PRPA subject to the terms of the Redevelopment Agreement, as amended, permit PRPA to enter into a Ground Lease with Essington for the Property, and permit the Redeveloper to assign to Essington all of its rights and obligations as Redeveloper under the Redevelopment Agreement with respect to the Property. The PRA, the Redeveloper, PRPA and Essington entered into an Amendatory and Assignment Agreement dated November 10, 2008. Essington was required to and did develop the Property into a parking facility for Produce Terminal merchant trucks and vehicles ("Project").

Pursuant to the Redevelopment Agreement, as amended, and the Amendatory and Assignment Agreement, Essington was required to, among other things, adhere to the Economic Opportunity Plan ("EOP") requirements

and prevailing wage requirements, and Fine Arts commitment. Staff reached out to the respective departments to confirm if these requirements were met and were provided with the following information:

1. A payment was made to fulfill the Fine Arts requirement.
2. The prevailing wage requirement was supposed to be monitored by the City of Philadelphia's Labor Standards Unit (the "Labor Unit"). The Labor Unit advised the PRA that it has no records on the Project in order to determine whether or not the prevailing wage requirement was met. Consequently, the Labor Unit cannot sign off on the Project.
3. The EOP was not monitored due to an oversight by staff. Because of this, the department tasked with monitoring the EOP cannot sign off on the Project.

It appears that prevailing wages may have been paid to those individuals who worked on this Project because PRPA is an independent agency of the Commonwealth of Pennsylvania ("Commonwealth") and as such, PRPA advised staff that it would have had an independent obligation to require that prevailing wages be paid, Commonwealth and other public financing were provided to develop this Project, and PRPA provided the PRA with some copies of certified payrolls for this Project.

To evidence the efforts made to hire minority business enterprises ("MBEs") and women business enterprises, PRPA provided the PRA with executed subcontracts between one of its contractors and two (2) MBEs.

Should the Board approve this Certification of Completion, PRPA and Essington have been made aware that the following restrictions will not be released:

1. That no person shall be deprived of the right to live in the Redevelopment Project or to use any of the facilities therein, by reason of race, color, religion, sex or national origin.
2. That there shall be no discrimination in the use, sale or lease of any part of the Project against any person because of race, color, religion, sex or national origin.
3. No discrimination upon the basis of race, color, religion, sex or national origin in the sale, lease or rental or in the use or occupancy of the Property or any improvements erected or to be

erected thereon, or any part thereof.

Proposed Resolution and supporting information are attached (site map and photograph).

Prepared by: Brian Romano
Reviewed by: Jessie Lawrence

RESOLUTION NO.

RESOLUTION APPROVING THE ISSUANCE OF A CERTIFICATE OF COMPLETION FOR INDUSTRIAL STAGE B, PORTION OF PARCEL G (3060 S. 61ST STREET)

WHEREAS, the Philadelphia Redevelopment Authority ("PRA") entered into a redevelopment agreement with Philadelphia Industrial Development Corporation, Philadelphia Industrial Development Corporation – Financing Corporation, and Philadelphia Authority for Industrial Development (collectively, the "Redeveloper") dated July 31, 1972 for the development of portions of Industrial Stage B – Parcels B, C(2), D, F, G, H, I(2), and J of the Eastwick Urban Renewal Area, which was amended by a few amendatory agreements;

WHEREAS, the PRA conveyed Parcels B, C-2, G, H and J to the Redeveloper by deed dated October 17, 1977;

WHEREAS, pursuant to Resolution No. 18,742 adopted by the Board on November 13, 2008, the PRA, the Redeveloper, the Philadelphia Regional Port Authority ("PRPA"), and Essington Avenue Partners II, L.P. ("Essington") entered into an Amendatory and Assignment Agreement dated November 10, 2008 that authorized the Redeveloper to convey a portion of Parcel G, now known as 3060 S. 61st Street (the "Property"), to PRPA subject to the terms of the Redevelopment Agreement, as amended, permit PRPA to enter into a Ground Lease with Essington for the Property, and permit the Redeveloper to assign to Essington all of its rights and obligations as Redeveloper under the Redevelopment Agreement with respect to the Property;

WHEREAS, Essington was required to and did develop a parking facility ("Project") in accordance with the development obligations set forth in the Redevelopment Agreement, as amended, and the Amendatory and Assignment Agreement;

WHEREAS, the prevailing wage requirement was supposed to be monitored by the City of Philadelphia Labor Standards Unit (the "Labor Unit"), but the Labor Unit has no records on this Project in order to determine whether or not the prevailing wage requirement was met;

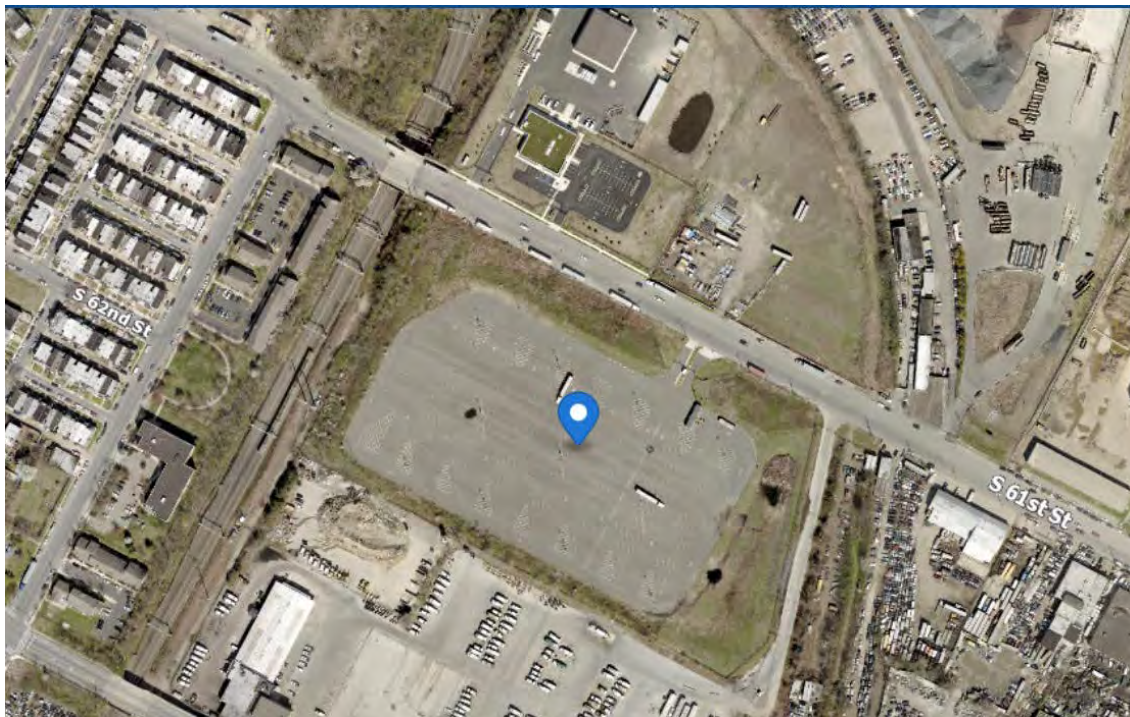
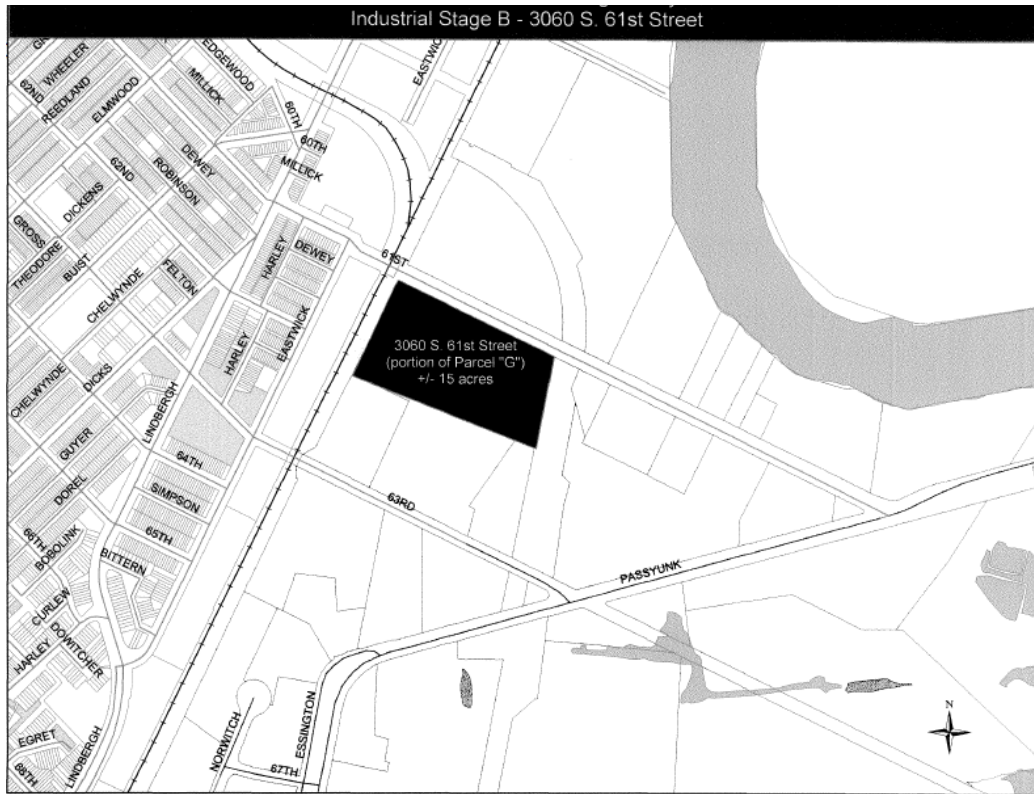
WHEREAS, based on PRA records, the Economic Opportunity Plan was not monitored; and

WHEREAS, the PRPA has now requested a Certificate of Completion for the Property.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that the Deputy Executive Director of Real Estate is hereby authorized to issue a Certificate of Completion certifying the completion of the development of the property located at a portion of Industrial Stage B - Parcel G (3060 S. 61st Street) in accordance with the Redevelopment Agreement, as amended, the Amendatory and Assignment Agreement, and the attached Fact Sheet.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.





BOARD FACTSHEET

Meeting of October 12, 2022

Transfer, Amendment and Assumption of Existing Loans with Sharswood Associates, L.P., and New Financing Sharswood III LLC

TRANSACTION SUMMARY

Authorization for the Philadelphia Redevelopment Authority (the "Authority") to consent to the transfer of the Sharswood Townhomes to Sharswood III LLC (the "Borrower") and provide a non-recourse construction permanent loan in an amount not to exceed Six Million One Hundred Eighty-Seven Thousand Dollars (\$6,187,000) (the "Authority Loan") to the Borrower. The Authority Loan will consist of assumed Authority debt in the amount of Four Million One Hundred Eighty-Seven Thousand Dollars (\$4,187,000) (the "Assumed Debt") from the Sharswood Townhomes development and new financing in an amount not to exceed Two Million Dollars (\$2,000,000) (the "New Financing").

BACKGROUND INFORMATION

Pursuant to Resolution No. 16,278, adopted on October 26, 1999, and Resolution No. 16,205, adopted on July 13, 1999, the Authority Board authorized the Authority to provide two (2) non-recourse construction/permanent loans secured by two (2) mortgages to Sharswood Associates, L.P. as evidenced by a HOME loan in the amount of One Million Six Hundred Eighty-Three Thousand One Hundred Eighty-Seven Dollars (\$1,683,187) accruing interest at six point thirty-nine hundredths percent (6.39%) compounded annually ("Note 1"); and a CDBG loan in the original amount of Four Hundred Thirty-Nine Thousand Dollars (\$439,000), as increased to Five Hundred Eighty-Four Thousand Dollars (\$584,000), of which Five Hundred Seventy-Two Thousand Four Hundred Ninety Dollars (\$572,490) was disbursed at zero percent (0%) interest ("Note 2", and together with Note 1, the "Authority Notes"). The proceeds of the Authority Notes were used to assist in the new construction and environmental remediation of seventy (70) units of permanent rental housing for low-income residents and one (1) management unit located at 2122-52 Sharswood Street, 2200-54 Stewart Street (previously known as 2200-54 Stewart Street, 2200-40 Sharswood Street, 2201-51 Sharswood Street, 2229-41 W. Master Street, 2223 W. Master Street, 2201-47 Harlan Street, 2226-30 Harlan Street, 2236-48 Harlan Street, 1400-08 N. 22nd Street, 1412-22 N. 22nd Street), 2135-39 W. Master Street, and 1412-22 N. 23rd Street (collectively, the "Sharswood Properties").

The Sharswood Townhomes has reached its fifteen (15) year low-income housing tax credit compliance period. The developer, The Michaels Organization ("Michaels"), the sponsor of the Sharswood Townhomes, has developed a preservation plan to make capital improvements to the Sharswood Townhomes and keep the units affordable. Capital improvements will include major system replacements, such as replacing the HVAC equipment, updates to both the kitchen and baths, roofing, windows, doors and other exterior features. The rehabilitation scope of work will also reconfigure the existing community building to expand laundry room capacity to ten (10) washer/dryer sets and relocate the community room and leasing office space to a new facility being developed on the southwest corner of N. 21st and Sharswood Streets.

PROPOSED PROJECT

The Harlan Sharswood Preservation Project (the "Project") will consist of the preservation of the Sharswood Townhomes and the new construction of an additional forty-three (43) permanent rental housing units (the "Harlan Townhomes") for individuals and families with household incomes at or below sixty (60%) percent of Area Median Income located in the Sharswood/Blumberg Neighborhood.

The Harlan Townhomes will consist of the new construction of forty-three (43) units in eleven (11) buildings that will feature two (2) story stacked flat buildings and two (2) to three (3) story townhomes totaling fifty-eight thousand (58,000) square feet and over one thousand (1,000) square feet of new community space. The Harlan Townhomes units will be located at 1400-02 N. 21st Street, 1407-11 N. 22nd Street, 2106-44 Harlan Street, 2117-21 Master Street, 2125-29 Master Street, 2100 Sharswood Street (collectively, the "Harlan Properties").

Michaels has formed the Borrower to acquire (i) the Sharswood Properties from Sharswood Associates, L.P., and (ii) the Harlan Properties from PHA (as defined below).

PROPOSED FINANCING

To finance the Project, Michaels applied and received from the Pennsylvania Housing Finance Agency ("PHFA") four (4%) percent low-income housing tax credit/tax exempt bonds. Additional financing will include: PHFA Pennsylvania Housing and Rehabilitation Enhancement Funds ("PHFA PHARE Loan"), PHFA Mortgage Loan Funds ("PHFA Mortgage Loan"), Philadelphia Housing Authority ("PHA") Capital Funds ("PHA Loan"), and construction financing from Citizens Bank, National Association ("Citizens") ("Citizens Construction Loan"). In

addition, Michaels received a new financing commitment from the City of Philadelphia Division of Housing and Community Development in the amount of Two Million Dollars (\$2,000,000). The Authority Loan consists of Assumed Debt and New Financing.

Michaels asked the Authority to forgive a portion of the accrued interest on Note 1 in the approximate amount of Three Million Two Hundred Seventy-Five Thousand Five Hundred Ninety-Seven Dollars (\$3,275,597) (such portion, "Accrued Interest"). The forgiveness of the Accrued Interest is needed because the Sharswood Properties have an appraised value of Four Million Five Hundred Thousand Dollars (\$4,500,000) and PHFA will not permit an acquisition price higher than the appraised value.

The Board is asked to consent to the following:

- Permit the transfer of the Sharswood Properties to the Borrower.
- Forgive the Accrued Interest.
- Permit the assumption by the Borrower of Assumed Debt.
- Provide a non-recourse construction/permanent loan in the amount of Six Million One Hundred and Eighty-Seven Thousand Dollars (\$6,187,000) to the Borrower consisting of New Financing and Assumed Debt under the following terms and conditions:
 - The term of the Authority Loan will be for forty-two (42) years at zero percent (0%) interest.
 - During the Authority Loan term, no principal or interest will be required to be paid.
 - The entire balance will be due and payable in forty-two (42) years.
 - Closing will be contingent upon tax clearance on all members of the development team.
- Permit the Authority Loan to be secured by a fourth (4th) lien position on the Project, behind the Citizens Construction Loan, PHFA PHARE Loan, and the PHA Loan. Upon payment of the Citizens Construction Loan, partly by permanent financing provided by PHFA ("PHFA Mortgage Loan"), the Authority Loan will remain in a fourth (4th) lien position behind PHFA PHARE Loan, PHFA Mortgage Loan and the PHA Loan.

COMMENTS OR OTHER CONDITIONS

The Office of Economic Opportunity has approved the Economic Opportunity Plan goals. The Philadelphia Housing Development Corporation Housing Construction Department has approved the plans, specifications, and construction costs. PHA performed the environmental clearance from the U.S. Department of Housing and Urban Development.

LOAN CLOSING WILL BE CONTIGENT UPON:

- Tax Clearance for all members of the development team

Proposed Resolution and supporting documentation are attached.

Prepared by: Zena Holland, Senior Housing Development Officer

Reviewed by: Darci Bauer, Director of Housing Finance

RESOLUTION NO.**RESOLUTION AUTHORIZING THE AUTHORITY TO CONSENT TO THE TRANSFER OF THE SHARSWOOD TOWNHOMES, ENTER INTO A NON-RECOURSE CONSTRUCTION PERMENANT LOAN AGREEMENT WITH SHARSWOOD III LLC AND PERMIT EXISTING AUTHORITY DEBT TO BE ASSUMED AND RESTRUCTURED UNDER NEW TERMS AND CONDITIONS**

WHEREAS, pursuant to Resolution No. 16,278, adopted on October 26, 1999, and pursuant to Resolution No. 16,205 adopted on July 13, 1999, the Philadelphia Redevelopment Authority (the "Authority") Board authorized the Authority to provide two (2) non-recourse construction/permanent loans secured by two (2) mortgages to Sharswood Associates, L.P. as evidenced by a HOME loan in the amount of One Million Six Hundred Eighty-Three Thousand One Hundred Eighty-Seven Dollars (\$1,683,187) accruing interest at six point thirty-nine hundredths percent (6.39%) compounded annually ("Note 1"); and a CDBG loan in the original amount of Four Hundred Thirty Nine Thousand Dollars (\$439,000), as increased to Five Hundred Eighty-Four Thousand Dollars (\$584,000), of which Five Hundred Seventy-Two Thousand Four Hundred Ninety Dollars (572,490) was disbursed at zero percent (0%) interest ("Note 2," and together with Note 1, the "Authority Notes"); and

WHEREAS, the proceeds of the Authority Notes were used to assist in the environmental remediation and new construction of seventy (70) units of permanent rental housing for low-income residents and one (1) management unit (the "Sharswood Townhomes") located at 2122-52 Sharswood Street, 2200-54 Stewart Street (previously known as 2200-54 Stewart Street, 2200-40 Sharswood Street, 2201-51 Sharswood Street, 2229-41 W. Master Street, 2223 W. Master Street, 2201-47 Harlan Street, 2226-30 Harlan Street, 2236-48 Harlan Street, 1400-08 N. 22nd Street, 1412-22 N. 22nd Street), 2135-39 W. Master Street, and 1412-22 N. 23rd Street (collectively, the "Sharswood Properties"); and

WHEREAS, The Michaels Organization ("Michaels"), the sponsor of the Sharswood Townhomes, has developed a preservation plan to make capital improvements to the Sharswood Townhomes and keep the units affordable in addition to creating forty-three (43) new permanent rental housing units (the "Harlan Townhomes") located at 1400-02 N. 21st Street, 1407-11 N. 22nd Street, 2106-44 Harlan Street, 2117-21 Master Street, 2125-29 Master Street, 2100 Sharswood Street (collectively, the "Harlan Properties") (collectively, "Harlan Sharswood Preservation Project") for individuals and families with household incomes at or below sixty (60%) percent of Area Median Income; and

WHEREAS, in connection with the Harlan Sharswood Preservation Project, Michaels has formed Sharswood III LLC (the "Borrower") to acquire (i) the Sharswood Properties from Sharswood Associates, L.P., and (ii) the Harlan Properties from PHA (as defined below); and

WHEREAS, to finance the Harlan Sharswood Preservation Project, Michaels applied and received from the Pennsylvania Housing Finance Agency ("PHFA") four percent (4%) low-income housing tax credit/tax exempt bonds, PHFA Mortgage Loan funds ("PHFA Mortgage Loan"), PHFA Pennsylvania Housing and Rehabilitation Enhancement Funds ("PHARE Loan"),

Philadelphia Housing Authority ("PHA") Capital funds ("PHA Loan") and construction financing from Citizens Bank, National Association ("Citizens") ("Citizens Construction Loan"). In addition, Michaels received a new financing commitment from the City of Philadelphia Division of Housing and Community Development in the amount of Two Million Dollars (\$2,000,000) ("New Financing"); and

WHEREAS, Michaels has requested the Authority's consent to transfer the Sharswood Properties to the Borrower and for the Borrower to assume the principal amount of the Authority Notes and a portion of the accrued interest for a total assumed debt in the amount of Four Million One Hundred Eighty-Seven Thousand Dollars (\$4,187,000) ("Assumed Debt") under revised terms; and

WHEREAS, Michaels has further requested the Authority to forgive a portion of accrued interest on Note 1 in the approximate amount of Three Million Two Hundred Seventy-Five Thousand Five Hundred Ninety-Seven Dollars (\$3,275,597) (such portion, the "Accrued Interest").

NOW THEREFORE, BE IT RESOLVED, by the Board of Directors of the Philadelphia Redevelopment Authority ("Authority"), that the Authority is authorized to take the following actions:

- Permit the transfer of the Sharswood Properties to the Borrower.
- Forgive the Accrued Interest.
- Permit the assumption by the Borrower of Assumed Debt.
- Provide a non-recourse construction/permanent loan in the amount of Six Million One Hundred and Eighty-Seven Thousand Dollars (\$6,187,000) (the "Authority Loan") to the Borrower consisting of New Financing and Assumed Debt under the following terms and conditions:
 - The term of the Authority Loan will be for forty-two (42) years at zero percent (0%) interest.
 - During the Authority Loan term, no principal or interest will be required to be paid.
 - The entire balance will be due and payable in forty-two (42) years.
 - Closing will be contingent upon tax clearance on all members of the development team.
- Permit the Authority Loan to be secured by a fourth (4th) lien position behind the Citizens Construction Loan, PHFA PHARE Loan, and the PHA Loan. Upon payment of the Citizens Construction Loan, partly by permanent financing provided by PHFA Mortgage Loan, the Authority Loan will remain in a fourth (4th) lien position behind PHARE Loan, PHFA Mortgage Loan and the PHA Loan.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Deputy Executive Director of Real Estate and General Counsel.

FURTHER AUTHORIZING, that the Deputy Executive Director of Real Estate, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Project: Harlan Sharswood Redevelopment, Philadelphia, PA 19121
Development Budget

Item # 19022

<u>Development Financing</u>		
PHDC Funding - Assumed Debt	\$ 4,187,000	12.93%
PHDC NPI Funding - New Financing	2,000,000	6.18%
PHFA PHARE Funding	1,000,000	3.09%
PHFA 1st Mortgage	5,860,000	18.10%
Limited Partner Equity	13,443,307	41.53%
PHA Capital Funds Soft Loan	3,580,000	11.06%
Existing Reserves	125,621	0.39%
FHLB Funding	650,000	2.01%
Energy Rebate	57,079	0.18%
Sharswood TH I Interim Income	468,889	1.45%
Philadelphia Board of City Trusts Soft Loan	1,000,000	3.09%
General Partner Equity	100	0.00%
Total Financing	\$ 32,371,996	100%

PHDC
Maximum Rates
Maximum \$2 million

<u>Development Costs</u>		
<u>Construction Costs</u>		
General Requirements	\$ 1,060,497	5.32%
Building Demolition	205,100	
Selective Demolition	85,200	
Site Work	2,393,000	
Offsite Improvements		
Environ Remed(gc con)		
Sub-total Site Work	2,683,300	
Structures	14,991,652	
Builders Profit	1,060,497	
Builders Overhead	353,499	
Bond Premium	141,047	
Building Permits	0	
Construction Contingency	705,669	3.48%
Total Construction Costs	\$ 20,996,161	
<u>Fees</u>		
Architectural Fee - Design	\$ 543,750	
Architectural Fee- Adiminstration	181,250	
Legal - Development	38,500	
Civil Engineering	171,800	
Survey	50,000	
Soil/Structural Report	29,000	
Environmental Audit	124,900	
Environmental Remediation	56,600	
Energy Audit	20,500	
HERS Rater	42,000	
Passive House Consultant	0	
Project Capital Needs Assessment	6,700	
Property Appraisal	25,500	
Market Study	24,000	
Cost Certification	15,000	
Accounting	15,000	
Other	0	
Fees Subtotal	\$ 1,344,500	

PHDC
Maximum Rates
3% (nc)/5.0%(rehab)
See PHFA Guidelines

<u>Misc. Development Charges</u>		
Multifamily Housing Applic Fee	\$ 11,500	
Agency Legal Closing Fee		
Tax Credit Reservation Fee		
Tax Credit Carryover Allocation Fee	85,817	
Tax Credit Cost Certification Fee	1,000	
Furnishings (Common Area)	56,500	
Rent-up expense	51,600	
Relocation	177,500	
Utility Tap in, Hook up, & Municipal Fee	759,400	
Subsidy Layering Review Fee	2,000	
Other PHFA Fees	96,200	
Misc. Development Subtotal	\$ 1,241,517	
<u>Construction & Financing Charges</u>		
Construction Loan Interest (20 mo.)	\$ 1,230,801	
Construction Loan Origination Fee	208,120	
Construction Loan Credit Enhancement	0	
Construction Loan Application Fee		
Taxes During Construction	82,200	
Insurance During Construction	102,206	
Title Insurance	48,200	
Recording	500	
PHFA Construction Monitoring Fee	6,000	
PHFA Ongoing Lender Fee	20,000	
Bond Counsel	65,000	
Construction/Financing Subtotal	\$ 1,763,027	
<u>Permanent Financing</u>		
Agency Loan Reservation Fee	\$ -	
Agency Loan Origination Fee	58,600	
Agency Loan Legal Fees	40,000	
Permanent Loan Credit Enhancement		
Cost of Issuance/Underwriters Discount	36,625	
Non-Agency Construction Financing Legal Fee	75,000	
Agency Permanent Financing Due Diligence	20,000	
Permanent Financing Subtotal	\$ 230,225	
<u>Land and Building Purchase</u>		
Acquisition of Land	\$ 1,340,010	
Acquisition of Existing Structures	3,160,000	
Acquisition Legal Fees	16,500	
Closing Costs (Transfer Taxes)	96,255	
Demolition Of Existing Structures	0	
Other	0	
Land/Building Purchase Subtotal	\$ 4,612,765	
Total Replacement Costs	\$ 30,188,195	

limit \$1,200 per unit/\$600 pres

Project: Harlan Sharswood Redevelopment, Philadelphia, PA 19121
Development Budget

Item 11b22

<u>Development Reserves</u>	
Operating Reserve	\$ 247,200
Transformation Reserve	\$ -
Rental Subsidy Reserve	\$ -
Real Estate Tax Reserve 1 yr	\$ 53,300
Insurance Reserve 1 yr	\$ 110,580
Replacement Reserves	\$ 71,000
Existing R4R (Sharswood TH I)	\$ 125,621
Reserves Subtotal	\$ 607,701
Developer's Fee	\$ 1,500,000
<u>Syndication Fees</u>	
Organizational	\$ 1,100
Bridge loan interest during construction	\$ -
Bridge Loan Interest After Construction	\$ -
Bridge Loan Fees & Expenses	\$ -
Legal Fees	\$ 75,000
Accounting Fees	\$ -
Compliance Monitoring	\$ -
Other	\$ -
Syndication Fees Subtotal	\$ 76,100
Total Development Costs	\$ 32,371,996

\$ 1,240
\$ 2,568,819

Total Units	114
Total Gross SF	151,166

		per unit	per sq. ft.
Total Construction Costs	\$	184,177	\$ 139
Total Replacement Costs	\$	264,809	\$ 200
Total Development Costs	\$	283,965	\$ 214
Replacement Cost + Dev. Fee	\$	277,967	\$ 210

\$ 225

Cost Analysis					
Proposed Unit Mix				Blended per Unit Cost Allowable	
0 Bdrm	0 units @	\$ 206,974 per unit		\$ -	
1 Bdrm	0 units @	\$ 237,265 per unit		\$ -	
2 Bdrm	51 units @	\$ 288,519 per unit		\$ 14,714,469	
3 Bdrm	63 units @	\$ 373,251 per unit		\$ 23,514,813	
4 Bdrm	0 units @	\$ 409,711 per unit		\$ -	
Totals	114			\$ 38,229,282	
Cost per Unit Allowable		\$ 335,345 per unit			
Cost per Unit for Project		\$ 264,809 per unit	<i>Allowable</i>		Waiver Required?
					NO
Cost per Square Foot Allowable		\$ 225 psf			
Cost per Sq. Ft. for Project		\$ 210 psf	<i>Allowable</i>		
120% of 234-Condominium		78.97%	The % needs to be 100%/below otherwise bidding is req'd		

HOME Maximum Subsidy				
Maximum 234- Condo-Elevator		0	per unit	allowable
DHCD HOME Funding	\$	-	per unit	
Developer's Fee Analysis/Maximum Developer's Fee Allowable for Project				
Total Replacement Cost	\$	30,188,195		
less acquisition costs		(4,500,010)		
Basis for Developer's Fee ==>	\$	25,688,185		
Total Fee Allowable	\$	2,568,819		Waiver Required?
Developer Fee for Project	\$	1,500,000	Allowable	NO
less reinvested dev. Fee	\$	-		
Net Developer's Fee for Project	\$	1,500,000		
	\$	1,068,819		

Assumptions

Type	Unit Distribution				Total
	0%-20%	20%-40%	50%	60%	
0 Bdr	0	0	0	0	0
1 Bdr - Mob	0	0	0	0	0
1 Bdr - Sen	0	0	0	0	0
2BR (New Const./Interior Unit)	0	1	0	0	1
2BR (HIC New Const./Interior Unit)	0	4	0	0	4
2BR (New Const./End Unit)	2	0	0	0	2
2BR (HIC New Const./End Unit)	2	0	0	0	2
2BR (Reliab./Interior Unit)	1	0	0	0	1
2BR (Reliab./End Unit)	4	0	0	0	4
2BR (Reliab./Interior Unit)	0	19	0	0	19
2BR (Reliab./End Unit)	7	0	0	0	7
2BR (New Const./Interior Unit)	5	0	0	0	5
2BR (New Const./End Unit)	6	0	0	0	6
2BR (New Const./Interior Unit)	4	0	0	0	4
2BR (New Const./End Unit)	4	0	0	0	4
3BR (HIC New Const./End Unit)	2	0	0	0	2
3BR (Reliab./Interior Unit)	1	0	0	0	1
3BR (Reliab./End Unit)	6	0	0	0	6
3BR (Reliab./Interior Unit)	5	0	0	0	5
3BR (Reliab./End Unit)	25	0	0	0	25
3BR (New Const./End Unit)	14	0	0	0	14
3BR (New Const./Interior Unit)	2	0	0	0	2
3BR (New Const./End Unit)	0	9	0	0	9
% of Units	0%	8%	0%	0%	8%

Type	0-20%	20-40%	50%	60%	Total
0 Bdr	\$ -	\$ -	\$ -	\$ -	\$ -
1 Bdr - Mob	\$ -	\$ -	\$ -	\$ -	\$ -
1 Bdr - Sen	\$ -	\$ -	\$ -	\$ -	\$ -
2BR (New Const./Interior Unit)	\$ -	\$ 235	\$ -	\$ -	\$ 235
2BR (HIC New Const./Interior Unit)	\$ -	\$ 326	\$ -	\$ -	\$ 326
2BR (New Const./End Unit)	\$ -	\$ 225	\$ -	\$ -	\$ 225
2BR (HIC New Const./End Unit)	\$ -	\$ 225	\$ -	\$ -	\$ 225
2BR (Reliab./Interior Unit)	\$ -	\$ 717	\$ -	\$ -	\$ 717
2BR (Reliab./End Unit)	\$ 5694	\$ -	\$ -	\$ -	\$ 5694
2BR (New Const./Interior Unit)	\$ -	\$ 931	\$ -	\$ -	\$ 931
2BR (New Const./End Unit)	\$ -	\$ 908	\$ -	\$ -	\$ 908
2BR (New Const./Interior Unit)	\$ -	\$ 1,181	\$ -	\$ -	\$ 1,181
2BR (New Const./End Unit)	\$ -	\$ 5,905	\$ -	\$ -	\$ 5,905
2BR (New Const./Interior Unit)	\$ -	\$ 6,948	\$ -	\$ -	\$ 6,948
2BR (New Const./End Unit)	\$ -	\$ 100	\$ -	\$ -	\$ 100
3BR (HIC New Const./End Unit)	\$ -	\$ 25	\$ -	\$ -	\$ 25
3BR (Reliab./Interior Unit)	\$ -	\$ 76	\$ -	\$ -	\$ 76
3BR (Reliab./End Unit)	\$ -	\$ 38	\$ -	\$ -	\$ 38
3BR (Reliab./Interior Unit)	\$ -	\$ 4,824	\$ -	\$ -	\$ 4,824
3BR (Reliab./End Unit)	\$ -	\$ 2,328	\$ -	\$ -	\$ 2,328
3BR (New Const./End Unit)	\$ 1,027	\$ -	\$ -	\$ -	\$ 1,027
3BR (New Const./Interior Unit)	\$ 958	\$ -	\$ -	\$ -	\$ 958
3BR (New Const./End Unit)	\$ -	\$ 1,440	\$ -	\$ -	\$ 1,440
3BR (New Const./Interior Unit)	\$ -	\$ 76	\$ -	\$ -	\$ 76
Total	\$ 8,340	\$ 28,409	\$ 1,439	\$ 28,409	\$ 38,633

* Please include utility allowance schedule for approval
 ** If rental subsidy please allow excel spreadsheet to reflect per unit subsidy

Trending Assumptions

Income	2.0%
Expenses	3.0%
Vacancy	5.0%
Management Fee	5.0%

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Income from Operations															
Gross Rental Income	\$1,126,080	\$1,148,602	\$1,171,574	\$1,195,005	\$1,218,905	\$1,243,283	\$1,268,149	\$1,293,512	\$1,319,382	\$1,345,770	\$1,372,685	\$1,400,139	\$1,428,142	\$1,456,705	\$1,485,839
Rental Subsidy - Type	\$340,908	\$347,726	\$354,681	\$361,774	\$369,010	\$376,390	\$383,918	\$391,596	\$399,428	\$407,417	\$415,565	\$423,876	\$432,354	\$441,001	\$448,821
Vacancy	\$73,349	\$74,816	\$76,313	\$77,839	\$79,396	\$80,984	\$82,603	\$84,255	\$85,941	\$87,659	\$89,413	\$91,201	\$93,025	\$94,885	\$96,783
NET RENTAL INCOME	\$1,393,659	\$1,421,511	\$1,449,942	\$1,478,940	\$1,508,519	\$1,538,650	\$1,569,463	\$1,600,853	\$1,632,870	\$1,665,527	\$1,698,838	\$1,732,814	\$1,767,471	\$1,802,820	\$1,838,877
Other Income - Service	\$5,219	\$6,343	\$6,470	\$6,600	\$6,732	\$6,866	\$7,004	\$7,144	\$7,287	\$7,432	\$7,581	\$7,733	\$7,887	\$8,045	\$8,206
EFFECTIVE GROSS INCOME	\$1,399,858	\$1,427,855	\$1,456,412	\$1,485,540	\$1,515,251	\$1,545,556	\$1,576,467	\$1,607,996	\$1,640,156	\$1,672,959	\$1,706,419	\$1,740,547	\$1,775,358	\$1,810,865	\$1,847,082

Operating Expenses

Management Fee	\$69,993	\$71,393	\$72,821	\$74,277	\$75,763	\$77,278	\$78,823	\$80,400	\$82,008	\$83,648	\$85,321	\$87,027	\$88,768	\$90,543	\$92,354
Administrative Expense	\$90,348	\$93,058	\$95,850	\$98,726	\$101,687	\$104,738	\$107,880	\$111,117	\$114,450	\$117,884	\$121,420	\$125,063	\$128,815	\$132,679	\$136,659
Property Paid Utilities	\$20,000	\$20,600	\$21,218	\$21,855	\$22,510	\$23,185	\$23,881	\$24,597	\$25,335	\$26,095	\$26,878	\$27,685	\$28,515	\$29,371	\$30,252
Operating & Maintenance	\$150,300	\$154,809	\$159,453	\$164,237	\$169,164	\$174,239	\$179,466	\$184,850	\$190,396	\$196,107	\$201,991	\$208,050	\$214,292	\$220,721	\$227,342
Water/Sewer	\$82,500	\$84,576	\$87,024	\$90,150	\$92,854	\$95,640	\$98,609	\$101,465	\$104,509	\$107,644	\$110,873	\$114,199	\$117,625	\$121,154	\$124,789
Payroll Expense	\$317,691	\$327,222	\$337,038	\$347,150	\$357,564	\$368,291	\$379,340	\$390,720	\$402,441	\$414,515	\$426,950	\$439,759	\$452,951	\$466,540	\$480,536
Property Taxes & Insurance	\$163,880	\$168,756	\$173,860	\$179,076	\$184,448	\$189,982	\$195,691	\$201,582	\$207,568	\$213,628	\$220,241	\$226,848	\$233,654	\$240,663	\$247,883
Investor Service Fee	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Replacement Reserve	\$57,000	\$58,710	\$60,471	\$62,285	\$64,154	\$66,079	\$68,061	\$70,103	\$72,206	\$74,372	\$76,603	\$78,901	\$81,268	\$83,706	\$86,218
TOTAL EXPENSES	\$951,712	\$979,563	\$1,008,238	\$1,037,755	\$1,068,145	\$1,099,432	\$1,131,642	\$1,164,803	\$1,198,943	\$1,234,091	\$1,270,278	\$1,307,533	\$1,345,898	\$1,385,377	\$1,426,032

NET OPERATING INCOME

NET OPERATING INCOME	\$448,146	\$448,291	\$448,176	\$447,785	\$447,106	\$446,124	\$444,625	\$443,193	\$441,213	\$438,868	\$436,141	\$433,014	\$429,470	\$425,498	\$421,049
Debt Service	\$398,329	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914	\$393,914
Cash Flow after Debt Service	\$58,817	\$54,377	\$54,262	\$53,871	\$53,792	\$52,810	\$51,711	\$50,279	\$47,899	\$45,954	\$42,827	\$39,700	\$36,156	\$32,174	\$27,735

Supportive Service

Supportive Service	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Cash Flow After Supp Services	\$68,817	\$54,977	\$54,862	\$54,471	\$53,792	\$52,810	\$51,511	\$49,879	\$47,899	\$45,554	\$42,827	\$39,700	\$36,156	\$32,174	\$27,735
Other - LHTC Syndicator Asset Management Fee	\$10,000	\$10,300	\$10,609	\$10,927	\$11,255	\$11,593	\$11,941	\$12,299	\$12,668	\$13,048	\$13,439	\$13,842	\$14,258	\$14,685	\$15,126
Secondary Cash Flow	\$48,817	\$44,677	\$44,253	\$43,544	\$42,537	\$41,217	\$39,571	\$37,581	\$35,232	\$32,506	\$29,388	\$25,868	\$21,898	\$17,488	\$12,609

**City of Philadelphia
Economic Opportunity Plan**

Harian Sharswood Redevelopment: Multiple parcels bounded by N. 21st Street, Stewart Street, N. 23rd Street and Master Street, Philadelphia, PA 19121

I. Introduction, Definitions, Goals and Diversity Practices

The City of Philadelphia, acting through its offices of the Division of Housing and Community Development ("DHCD") and Office of Economic Opportunity ("OEO") (collectively, "City") and the Philadelphia Redevelopment Authority ("PRA") strongly encourage the use of certified Minority ("MBE"), Women ("WBE"), Disabled ("DSBE") and Disadvantaged¹ ("DBEs") Business Enterprises (collectively, "M/W/DSBEs") and minority and female workers in all aspects of the development and use of a parcel(s) of land located at the sites detailed in the enclosed Exhibit A, which may include financial investment, design, construction and operations ("Project"). In support of this objective, City and PRA will require that Sharswood III LLC ("Purchaser"), the final ownership entity of the Project commit to this Economic Opportunity Plan ("EOP" or "Plan") as required by Section 17-1602 of The Philadelphia Code, as amended.

This Plan contains ranges of projected M/W/DSBE utilization and goals for the employment of minority and female workers in connection with the Project. Purchaser shall cause this Plan to be made part of and incorporated into all bids, proposals and solicitations and any resulting agreement(s) entered into between Purchaser and any participant in connection with the development and use of the parcel. By submission of this Plan, Purchaser makes a legally binding commitment to the City and PRA to abide by the provisions of this Plan which include its commitment to exercise its Best and Good Faith Efforts throughout the project and its commitment to cause its participants to use their Best and Good Faith Efforts to provide subcontracting opportunities for M/W/DSBEs in all phases of the project and to employ a diverse workforce. This Plan expressly applies to all contracts awarded in connection with the Project.

Neither Purchaser nor any participant shall discriminate on the basis of race, color, religion, sex, national origin, sexual orientation, gender identity, ancestry, age, or handicap in the award and performance of contracts pertaining to this Plan. Purchaser has summarized its current and past practices relating to Purchaser's diversity practices ("Diversity Practices Statement"). This statement, included as Attachment "A" to this Plan, identifies and describes Purchaser's processes used to develop diversity at all levels of Purchaser's organization including, but not limited to, board and managerial positions. This Diversity Practices Statement summarizes Purchaser's strategic business plans specific to its current or past practices of M/W/DSBE utilization on its government and non-government projects and procurement activities. Purchaser further agrees to identify any "Equity Ownership" held in connection with this Project which shall mean the percentage of beneficial ownership in the Purchaser's organization or development team that is held by minority persons, women and disabled persons. In the event Equity Ownership is identified, Purchaser agrees to abide by the reporting requirements enumerated in Section 17-1603 (1)(g)(3).

¹Disadvantaged Business Enterprises ("DBEs") are those socially or economically disadvantaged minority and woman owned businesses certified under 49 C.F.R. Part 26.

Purchaser hereby verifies that all information submitted to the City in response to this Plan, is true and correct and is notified that the submission of false information is subject to the penalties of 18 Pa.C.S. Section 4904 (relating to unsworn falsification to authorities) and 18 Pa.C.S. Section 4107.2 (a)(4) (relating to fraud in connection with minority business enterprises or women's business enterprises).

For the purposes of this Plan, MBE, WBE, DBE and DSBE shall refer to certified businesses so recognized by OEO. Only the work or supply effort of firms that are certified as M/W/DSBEs by an OEO approved certifying agency² will be eligible to receive credit as a Best and Good Faith Effort. In order to be counted, certified firms must successfully complete and submit to the OEO an application to be included in the OEO Registry which is a list of registered M/W/DSBEs maintained by the OEO and available online at www.phila.gov/oEO/directory.

For this Plan, the term "Best and Good Faith Efforts," the sufficiency of which shall be in the sole determination of the City, means: efforts, the scope, intensity and appropriateness of which are designed and performed to foster meaningful and representative opportunities for participation by M/W/DSBEs and an appropriately diverse workforce and to achieve the objectives herein stated. Best and Good Faith Efforts are rebuttably presumed met, when commitments are made within the M/W/DSBE Participation Ranges established for this development and a commitment is made to employ a diverse workforce as enumerated herein.

II. Goals

A. M/W/DSBE Participation Ranges

The City of Philadelphia has established a citywide goal of 35% M/W/DSBE utilization as informed by its Annual Disparity Study.³ This citywide goal should be used as a benchmark for the Purchaser's expression of Best and Good Faith Efforts which are efforts taken by Purchaser to provide meaningful and representative opportunities for M/W/DSBEs in the Project. For this project, in the absence of discrimination in the solicitation and selection of M/W/DSBEs, the percentage of MBE, WBE and DSBE participation that is reasonably attainable through the exercise of Best and Good Faith Efforts is stated below as participation ranges. These percentages relate to the good faith estimated cost of the entire Project. In order to maximize opportunities for as many businesses as possible, a firm that is certified in two or more categories (e.g. MBE and WBE and DSBE or WBE and DSBE) will only be credited toward one participation range as either an MBE or WBE or DSBE. The firm will not be credited toward more than one category. These ranges are based upon an analysis of factors such as the size and scope of the development and the availability of MBEs, WBEs, DSBEs and DBEs to participate in this Project:

MBE	WBE
30%	5%

²A list of "OEO approved certifying agencies" can be found at www.phila.gov/oEO

³The City of Philadelphia FY'16 Annual Disparity Study recommends an overall goal of 35% based upon an analysis of FY'16 utilization and availability.

B. Workforce Goals for a Diverse Workforce

As a benchmark for the expression of "Best and Good Faith Efforts" to provide meaningful and representative opportunities for diverse workers in the Project, the following goals have been established for the employment of minority persons and females in the Project workforce of apprentices and journeymen at the following levels⁴:

African American Journeypersons – 22% of all journey hours worked across all trades

Asian Journeypersons – 3% of all journey hours worked across all trades

Hispanic Journeypersons – 15% of all journey hours worked across all trades

Female Journeypersons – 5% of all journey hours worked across all trades

Minority Apprentices – 50% of all hours worked by all apprentices

Female Apprentices – 5% of all hours worked by all apprentices

III. Responsiveness

A. Purchaser shall, and shall cause its participants to identify all M/W/DSBE commitments and agree to employ a diverse workforce on the form entitled, "M/W/DSBE Participation and Workforce Commitments." The commitments on this form constitute a representation that the identified M/W/DSBE is capable of providing commercially useful goods or services relevant to the commitments and that the Purchaser and its participants have entered into legally binding agreements with the listed M/W/DSBEs for the work or supply effort described and the dollar/percentage amount(s) set forth on the form. In calculating the percentage of M/W/DSBE participation, the standard mathematical rules apply in rounding off numbers. In the event of inconsistency between the dollar and percentage amounts listed on the form, the percentage will govern.

B. M/W/DSBE commitments are to be memorialized in a written subcontract agreement. Letters of intent, quotations, contracts, subcontracts and any other documents evidencing commitments with M/W/DSBEs, including the M/W/DSBE Participation and Workforce Commitments Form, become part of and an exhibit to this Plan.

C. DHCD will review the M/W/DSBE Participation and Workforce Commitments Form for the purpose of determining whether Best and Good Faith Efforts have been made. DHCD reserves the right to request further documentation and/or clarifying information at any time during the construction and development of the Project.

D. If Purchaser, its participants or any subsequent developer makes any changes in contracts that have been reviewed by DHCD under the Plan, or if Purchaser at the time of Closing has not yet identified contracts entered into for the development of the Project, then Purchaser, its participants or any subsequent developer shall have the obligation to inform DHCD of any changes to the approved Plan and shall use Best and Good Faith efforts to use M/W/DSBEs for any new contracts.

⁴ These goals are informed by the City of Philadelphia's annual disparity assessment of workforce diversity, the "Economic Opportunity Plan Employment Composition Analysis Fiscal Year 2016."

IV. Compliance and Monitoring of Best and Good Faith Efforts

A. A hard copy of this Plan, as certified below by OEO, shall be filed with the Chief Clerk of City Council within fifteen (15) days of Closing. The Plan shall be filed with:

**Michael Decker, Chief Clerk of City Council
Room 402 City Hall
Philadelphia, Pennsylvania 19107**

B. Purchaser and its participants agree to cooperate with DHCD in its compliance monitoring efforts, and to submit, upon the request of DHCD, documentation relative to their implementation of the Plan, including the items described below:

- **Copies of signed contracts and purchase orders with M/W/DSBE subcontractors;**
- **Evidence of payments (cancelled checks, invoices, etc.) to subcontractors and suppliers to verify participation; and**
- **Telephone logs and correspondence relating to M/W/DSBE commitments.**
- **To the extent required by law, the Purchaser and its participants shall ensure that all its on-site contractors maintain certified payrolls which include a breakout of hours worked by minority and female apprentices and journeypersons; these documents are subject to inspection by the City.**

C. Prompt Payment of M/W/DSBEs

- 1. The Purchaser and its participants agree and shall cause all its contractors to ensure that all M/W/DSBEs participating in the Project receive payment for their work or supply effort within five (5) business days after receipt of a proper invoice following satisfactory performance.**

D. Oversight Process

- 1. Where the dollar value of development is in excess of Five Million Dollars (\$5,000,000), the Plan shall establish a Project Oversight Committee, consisting of, as appropriate, the contractor, developer or recipient of financial assistance and representatives of the Purchaser, PRA, OEO, DCHD, City Council, and appropriate community organizations. Such Committee shall meet regularly, beginning no later than the initiation of the design phase of the project, and shall be responsible for facilitating compliance with the Plan. OEO will implement the Oversight Process, as required by Section 17-1603(b) of The Philadelphia Code. The Oversight Committee, through the Oversight Process, shall have within its purview the reconciliation of all compliance related issues or grievances. The Oversight Committee Process, as needed, will involve convening individual consultation or periodic small group meetings to include any or all of the constituent parties.**

V. Remedies and Penalties for Non-Compliance

A. The Purchaser acknowledges and agrees that its compliance with the requirements of this Plan is a material inducement for the Ordinance of City Council and Purchaser's failure to substantially comply with the Plan may result in enforcement actions and the imposition of penalties as authorized by Sections 17-1605 and 17-1606 of The Philadelphia Code. Notwithstanding the foregoing, no privity of contract exists between PRA, the City and any M/W/DSBE identified in any contract resulting from implementation of the Plan. Neither PRA nor the City intends to give or confer upon any such M/W/DSBE any legal rights or remedies in connection with subcontracted services under any law or policy or by any reason of any contract resulting from implementation of the Plan except such rights or remedies that the M/W/DSBE may seek as a private cause of action under any legally binding contract to which it may be a party.

Andrew Davenport, Vice President, Sharswood III-Michaels LLC, As Co-Managing Member of

Sharswood III LLC August 23, 2022

DATE



SIGNATURE OF PURCHASER

August 23, 2022

DATE

A. Michelle Gumbs
A. MICHELLE GUMBS, DHCD MBE COORDINATOR

9/27/22

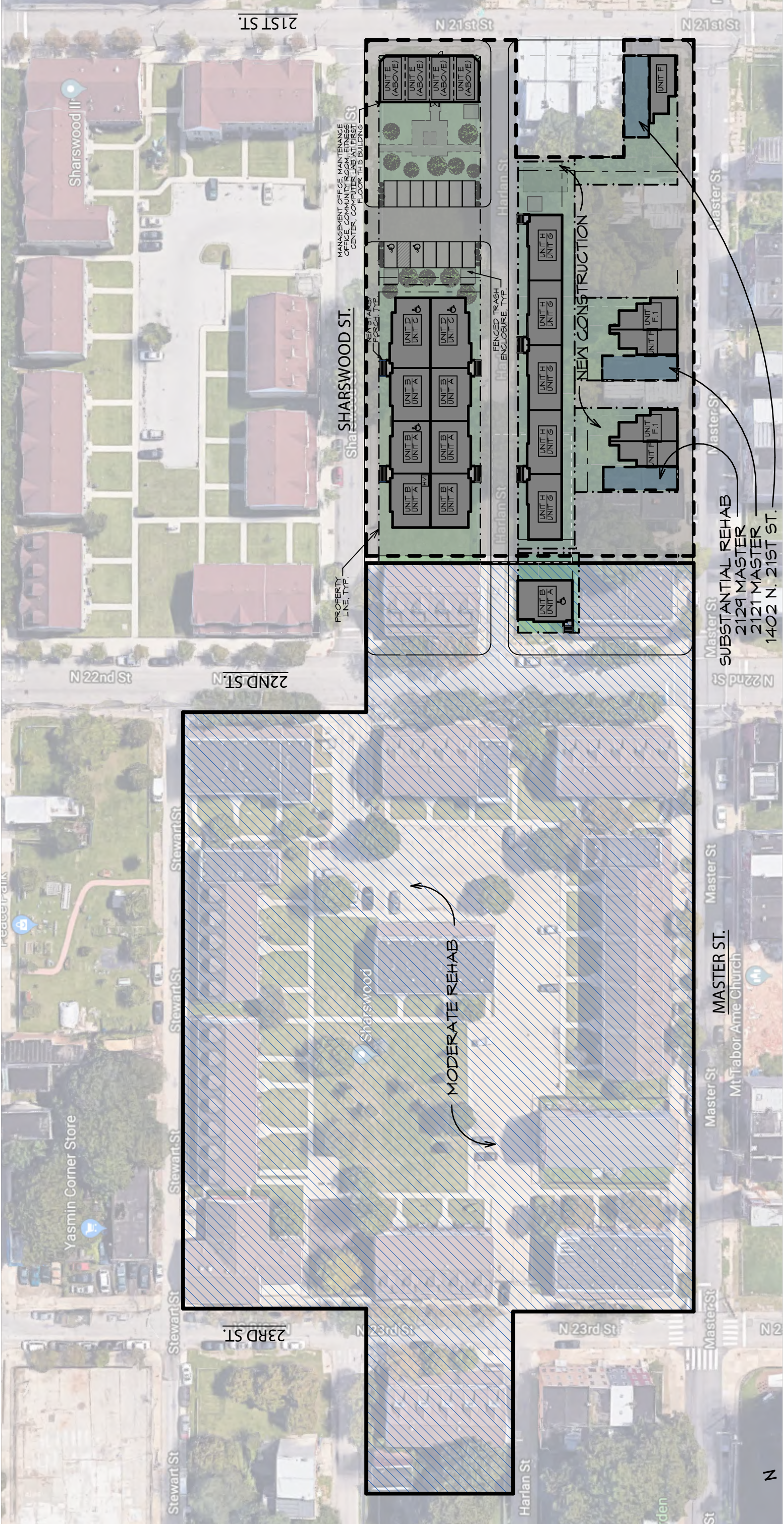
DATE

Lynn T. Newsome
LYNN NEWSOME, DEPUTY DIRECTOR, COMMERCE

Sep 28, 2022

DATE

[See Forms on following pages; these Forms, must be submitted by Purchaser]




1	SITE PLAN
DATE: 7/11/18	
K&A#: 16001	

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Site Plan



	<p><u>Project Name:</u> Sharswood Phase I</p>	<p><u>Project Number:</u> 124769.17000-001.052</p>
	<p><u>Source:</u> Google</p>	<p><u>On-Site Date:</u> March 3, 2017</p>