

Minutes of the Regular Board Meeting of the Urban Redevelopment Authority of Pittsburgh, Wherrett Memorial Room, John P. Robin, Civic Building, 200 Ross Street Pittsburgh, PA 15219, 1st Floor Conference Room.

December 19, 2019 – 2:00 P.M., E.S.T.

Members Present: Williamson, Powell, Gainey, Lavelle, Hirsh

Members Absent: None

Staff Present: Walker, Cummings, Nuemah, Clark, Smith Perry, Nemani-Stanger, Link, Kaminski, Wrenshall, Alcorn, Fewes, Martinchich, Davidson-Wagner, Hudson, Ruiz, Saladna, Bohince, Madden, Moses, Brooks, Schacht and, Augello.

Mr. Williamson called the Meeting to order and declared a quorum present.

1. Public Comments

- a. Vivian Shaffer, of PBNDC, was present. Ms. Shaffer thanked the Authority, Authority Board and City Planning for their hard work in facilitating communication with the developer in the last couple of months.
- b. John Cheathaw, of Praise Temple Church, was present. Mr. Cheathaw asked for the process was in submitting an application to the HOF and if there was a possibility that an organization tried to submit an application or proposal to obtain funds from the Authority that were not legit. Ms. Jessica Smith-Perry explained the application process. Mr. Williamson directed the second question to Ms. Kate Wrenshall, Senior Counsel.
- c. Celeste Scott, of Pittsburgh United, was present. Ms. Scott thanked the Authority staff and Board for their hard work. She stated that there should be more funding for the consumer programs.

2. General

- a. Approval of the Minutes of the Regular Board Meeting of November 14, 2019, and Special Board Meeting of October 18, 2019.

3. RFP's, RFQ's and Bids

- a. Request for Bids for Park Improvements to Larimer Playground and Village Green Construction Contract.

4. Announcements

- a. Ms. Walker announced that the January 9, 2020 URA Board Meeting will be held at 412 Boulevard of the Allies, and the meeting may be changed to January 16, 2020.
- b. Presentation of the draft of the URA's 2020 Hill District Coordinated Community Development Work Plan.
- c. The Economic Development Department, based on the recommendation of the RFQ review committee, will be awarding the Greater Pittsburgh Coliseum Artistic Re-boarding contract to Camo Customz and Oasis Creative Space. Camo Customz and Oasis Creative Space will jointly work with the Homewood Collaborative to produce a final design for the Re-boarding.
- d. The Greater Pittsburgh Community Food Bank will be moving its Green Grocer farmer's market to the Centre Heldman Plaza parking lot. The Green Grocer team believes that a move to this location from its current spot on the hill above the Thelma Lovette YMCA will increase visibility and accessibility for this farmer's market. The Green Grocer farmer's market is held on Tuesdays from 11:30 - 12:30. The move is expected by the end of December, but a definitive date will be announced by the Green Grocer team.
- e. 1600 Broadway RFQ in early 2020.
- f. Housing Opportunity Fund / Housing Department – Monthly production report, updates, and highlights.
- g. CIE Dashboard – Monthly production report, updates and highlights.

5. Larimer/East Liberty – Choice Neighborhoods Phases III and IV

Phase III Board Actions:

- a. Final drawings and final evidence of financing for site preparation work and authorization to execute a deed for the sale of Block 124-J, Lots 261, 266, 268, 269, 271, 272, 273, 274, 281 (part), 282 (part), 283 (part), 287, 290, 291, 293, and 295 (part), in the 12th Ward to the Housing Authority of the City of Pittsburgh for \$1.00 plus costs.

Phase IV Board Actions:

- b. Final drawings, final evidence of financing, and authorization to execute a deed for the sale of Block 124-J, Lots 281 (part), 282 (part), 283 (part), 295 (part), 298, 299, 300, 301, 302, 304, 305, 306, and 322; Block 124-K, Lots 162 and 163; Block 124-N, Lots 358, 374, and 375; and Block 124-P, Lots 8, 9, 10, and 30, in the 12th Ward to the Housing Authority of the City of Pittsburgh for \$1.00 plus costs.
- c. Housing Opportunity Fund Rental Gap Financing Program – Loan Agreement with Larimer/East Liberty Phase IV LP for \$650,000.
- d. Loan agreement(s) with Larimer/East Liberty Phase IV LP in the aggregate amount of up to \$2,094,150.
- e. Grant agreement(s) with the Housing Authority of the City of Pittsburgh in the aggregate amount up to \$1,774,122.

Ms. Walker requested Board approval of the above items.

Mr. Tom Cummings, Housing Department Director presented that at its meeting of November 14, 2019, the Board of this Authority approved the proposals and authorized execution of disposition contracts with the Housing Authority of the City of Pittsburgh (“HACP”) for the sale of the 32 City- and URA-owned Larimer properties listed above for the mixed-income, mixed use development that will comprise Phases III and IV of the Larimer/East Liberty Choice Neighborhood Implementation Grant (“CNIG”) replacement housing. The property will be owned by HACP and transferred to the project’s developer entity through a long-term ground lease which will maintain a long-term affordability use restriction on the site.

HACP would like to take title to the properties in order to complete site preparation work for both phases, as well as to complete renovation of the Larimer School and to construct the new buildings that are included in Phase IV. We will return to the board in 2020 with final drawings and final evidence of financing for the vertical construction of Phase III.

PHASE III – (NEW CONSTRUCTION)

The Phase III parcels contain approximately 43,010 square feet. Located along Larimer Avenue between Meadow and Winslow Streets and turning the corner on Winslow, Phase III will include two new construction buildings containing a total of 42 residential units, resident amenity space, and ground-floor commercial space. The larger of the buildings, fronting on Larimer Avenue, will include three stories with an elevator. This building will contain 37 residential apartments as well as 5,435 square feet of resident amenity space and 5,090 square feet of commercial space on the ground floor. The Larimer Consensus Group (“LCG”) is supportive of the Phase III development site subject to the condition that it include commercial space fronting on Larimer Avenue. As such, Phase III will include two 2,500 square foot bays of commercial space along Larimer Avenue.

The URA through its affiliate, the Pittsburgh Economic and Industrial Development Corporation (“PEIDC”), is expected to enter into a long-term lease with the development partnership for the commercial bays and will target tenancy to businesses emerging from URA and East Liberty Development Inc.’s successful “Catapult – Startup to Storefront.”

Phase III will also include an adjacent townhome building on Winslow Street, comprised of five three-bedroom units. Of the 42 total residential units, 11 will be targeted to households earning up to 60% of the Area Median Income (“AMI”), 22 will be targeted to households earning 50% and below AMI, and nine (9) will be market rate.

The budget for site preparation and related public infrastructure work for Phase III is \$1,400,191.

In November 2019, the developer applied to the Pennsylvania Housing Finance Agency (“PHFA”) for an allocation of 9% Low-Income Housing Tax Credits (“LIHTC”) for the residential portion of Phase III. PHFA is expected to announce the 9% LIHTC awards in summer 2020. The URA intends to provide combined construction/permanent financing for Phase III which will be presented to the Board at a later date.

Approved MWBE and MWI narratives for the project are on file, and a final MWBE plan will be required prior to closing.

PHASE IV – LARIMER SCHOOL AND SEVEN NEW CONSTRUCTION UNITS

The school is the last remaining historic structure of significance in Larimer and its character and prominence in the community streetscape, with its large open public plazas on Larimer Avenue and Winslow Street, once used for community gatherings, demand its preservation. This phase of the project includes the adaptive reuse and historic rehabilitation of the historic former Larimer School as well as new construction. The Phase IV parcels contain approximately 82,526 square feet. The LCG is supportive of the Phase IV development.

The main school building will be converted to 35 residential units. Seven (7) newly constructed three-bedroom apartments in townhome and garden style buildings will be located directly across Winslow Street from the school. Of the 42 units, 13 will be targeted to households earning up to 60% of AMI, 22 will be targeted to households earning 50% and below AMI, and seven (7) will be market rate. Phase IV includes six fully accessible units.

The third wing of the Larimer School building includes a former gymnasium and auditorium totaling approximately 9,898 gross square feet of space that will be used as commercial space. The auditorium and gymnasium were built in 1931 as a later addition to the Larimer School. The school was listed in the National Register of Historic Places in 1986. The developer plans to renovate the commercial space into “White Box” condition that can be used for co-working space, food service, health and wellness activities and/or other commercial uses that will serve the community at large.

The site preparation and related public infrastructure work for Phase IV is budgeted at \$2,169,804. In addition to the site preparation and public infrastructure, the overall project budget includes stabilization and remediation, White Box development of the commercial space, rehabilitation of the former school building and the construction of seven (7) new residential units. The purchase price of the parcels will be \$1.00 plus costs.

Approved MWBE and MWI narratives for the project are on file, and a final MWBE plan will be required prior to closing.

Authorization is requested to enter into a Housing Opportunity Fund (HOF) Rental Gap Program (RGP) loan agreement in the amount of \$650,000, loan agreement(s) in the aggregate amount of up to \$2,094,150 payable from HOME (\$581,760), HUD Choice (\$600,000) and Community Development Block Grant (CDBG) funds (\$912,390).

Authorization is also requested to enter into grant agreement(s) with HACP in the aggregate amount of up to \$1,774,122 payable from Larimer CDBG, Paygo and/or City Bond funds. The grant funds will be used to pay for "Part B" costs not included in the limited partnership budget such as environmental remediation, site preparation, and public improvements.

URA Board approval is contingent upon:

- Receipt of final construction costs (schedule of values) and approval of the same by the URA's Engineering and Construction Department.
- Approval by the Real Estate Loan Review Committee.
- Receipt of an M/WBE plan that has been approved by the URA.

The HACP is a public-housing authority with a mailing address at 200 Ross Street, Pittsburgh, PA 15219. Caster D. Binion is the Executive Director. The development/ownership entities, Larimer/East Liberty Phase III, L.P., and Larimer/East Liberty Phase IV, L.P., are partnerships being formed by HACP and McCormack Baron Salazar, a Missouri corporation with a mailing address at 720 Olive Street, Suite 2500, St. Louis, MO 63101.

Details of the **Phase IV** development are as follows:

Developer:	Larimer/East Liberty Phase IV, L.P. Larimer/East Liberty IV MBS GP, Inc. Managing General Partner
Location:	Larimer Avenue and Winslow Street
Ward:	12 th Ward
Description:	Adaptive reuse of Larimer School into 35 rental units and new construction of seven (7) rental units.

Total Construction Financing: \$28,492,773 (Includes Part A and Part B costs)

URA FINANCING SOURCES:

HOF Loan \$650,000 0% interest rate, 35-year term, repayment based on cash flow; terms subject to review by equity provider

Other URA Loan Sources

RHDIP Loan (HOME) \$581,760
 URA CDBG Loan \$912,390
 HUD Choice Loan \$600,000
 Subtotal URA Loan \$2,094,150 0% interest rate, 35 year term, repayment based on cash-flow; terms subject to review by equity provider

URA CDBG Grant \$1,074,122
 URA Paygo/City Bond Grant \$ 700,000
 Subtotal URA Grant \$ 1,774,122

Other URA Direct Expenses \$ 250,000

Total URA Financing \$4,768,272

Other Financing Sources:

LIHTC Tax Credit Equity \$ 9,169,056
 HTC Equity \$ 2,831,168
 HACP Financing \$ 4,994,903
 Choice Funds \$ 3,729,264
 PHFA PHARE HTF \$ 1,000,000
 RACP Funds \$ 2,000,000
 GP Equity \$ 110

Total Other Financing \$23,724,501
 Program Benefit: Redevelopment of the former Larimer School will preserve and significantly improve a strategic neighborhood historic resource. The development will also provide affordable housing and commercial development that will create jobs.

HOF Advisory Board Review: Approved at the December 10, 2019 meeting

M/WBE Review Status: Approved narrative, final M/WBE required prior to closing

Real Estate Loan Review

Committee Status:

To be presented at the January 2020 meeting

Mr. Cummings thanked the Authority, the City and the Larimer Consensus Group Staff for their hard work on this project.

Upon a motion to approve by Mr. Lavelle, seconded by Mr. Gainey, and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 410 (2019)

RESOLVED: That the final drawings and evidence of financing for site preparation work submitted by the Housing Authority of the City of Pittsburgh for the sale of Block 124-J, Lots 261, 266, 268, 269, 271, 272, 273, 274, 281 (part), 282 (part), 283 (part), 287, 290, 291, 293, and 295 (part), in the 12th Ward, are hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a deed and all documents necessary to effectuate the sale thereof, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto, contingent upon receipt of an approved M/WBE plan.

RESOLUTION NO. 411 (2019)

RESOLVED: That the final drawings and evidence of financing submitted by the Housing Authority of the City of Pittsburgh for the sale of Block 124-J, Lots 281 (part), 282 (part), 283 (part), 295 (part), 298, 299, 300, 301, 302, 304, 305, 306, and 322; Block 124-K, Lots 162 and 163; Block 124-N, Lots 358, 374, and 375; and Block 124-P, Lots 8, 9, 10, and 30, in the 12th Ward, are hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a deed and all documents necessary to effectuate the sale thereof, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto, contingent upon receipt of final construction costs, approval by the Real Estate Loan Review Committee, receipt of an approved M/WBE plan.

RESOLUTION NO.412 (2019)

RESOLVED: That a Rental Gap Program loan to Larimer/East Liberty Phase IV LP, in the amount of \$650,000, payable from the Housing Opportunity Fund Rental Gap Program is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a loan agreement and related documents therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto, contingent upon receipt of final construction costs, approval by the Real Estate Loan Review Committee, receipt of an approved M/WBE plan.

RESOLUTION NO.413 (2019)

RESOLVED: That loan(s) to Larimer/East Liberty Phase IV LP, in the aggregate amount of up to \$2,094,150, payable from HOME, HUD Choice and Community Development Block Grant (CDBG) funds is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute loan agreement(s) and related documents therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto, contingent upon receipt of final construction costs, approval by the Real Estate Loan Review Committee, receipt of an approved M/WBE plan.

RESOLUTION NO.414 (2019)

RESOLVED: That a grant(s) to the Housing Authority of the City of Pittsburgh for the payments of Larimer Choice Phase IV “Part B” costs not included in the limited partnership budget such as environmental remediation, site preparation, and public improvements, in the aggregate amount of up to \$1,774,122, payable from Larimer CDBG, Paygo and/or City Bond funds is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a grant agreement(s) therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto, contingent upon receipt of final construction costs, approval by the Real Estate Loan Review Committee, receipt of an approved M/WBE plan.

6. Catherine Terrace – Middle Hill District

- a. UDAG Program Income Fund (UPIF) Loan Agreement with Catherine Terrace, LLC or a related entity, in an amount up to \$150,000 for the construction of eight new construction residential rental housing units.
- b. Rental Housing Development and Improvement Program (RHDIP) Loan Agreement with Catherine Terrace, LLC or a related entity, in an amount up to \$100,000.

Ms. Walker requested Board approval of the above items.

Mr. Cummings presented that authorization is requested to approve the above loan agreements for the new construction of an eight-unit, affordable rental residential development in the Middle Hill District of the City of Pittsburgh. The developer of the project is Catherine Terrace LLC, an entity by Right Development, LLC, Ernest Darby and Emma Lucas-Darby.

The structure will be built on five vacant lots, totaling 7,970 sq. ft. with four apartments facing Perry Street and the other four facing Elmore Street.

Bedroom Count	Unit Count	Monthly Rent	AMI Level
One bedroom	4	\$825	@ or below 80% AMI

Three bedroom	4	\$1,325	@ or below 80% AMI
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Catherine Terrace, LLC has selected Milton Ogot, an MBE Architect, to design the building. Taylor Construction & Development, an MBE general contractor, will construct the apartments. Catherine Terrace, LLC has experience in managing apartments in the Hill District and has extensive knowledge of the neighborhood. The developer’s experience and commitment to the Hill District provides an excellent opportunity to transform several vacant lots into productive residential units.

URA Board approval is contingent upon:

- Receipt of final drawings and construction costs (schedule of values) and approval of the same by the URA’s Engineering and Construction Department. Receipt of a final M/WBE plan that has been approved by the URA.

Details of the development are as follows:

Developer:	Catherine Terrace, LLC Ernest Darby and Emma Lucas-Darby 566 Soho Street Pittsburgh, PA 15219	
Architect:	Milton Ogot 320 Anthon Drive Pittsburgh, PA 15235	
General Contractor:	Taylor Construction & Development 11743 Frankstown Road, Suite C Pittsburgh, PA 15235	
Location:	Elmore Street and Perry Street, between Wylie and Webster, in the Middle Hill District	
Ward:	5 th Ward	
Description:	Construction of 8 new apartments in the Middle Hill District	
Total Development Costs:	\$1,660,185	
<u>URA Financing Sources:</u>		
UPIF Loan	\$150,000	2% interest; 10-year term; 30-year amortization

RHDIP Loan	<u>\$100,000</u>	0% interest; 10-year term; 10-year deferral
Total URA Financing	\$250,000	

Other Financing Sources:

Developer Equity	\$205,000
Deferred Developer Fee	\$58,185
McAuley Ministries Grant	\$100,000
Bridgeway Loan	\$872,000
McAuley Ministries Loan	<u>\$175,000</u>
Total Other Financing	\$1,410,185

Program Benefit: Redevelop vacant lots into affordable new construction, rental housing in the in the Middle Hill District community.

Real Estate Loan Review

Committee Status: Approved at the December 4th meeting.

MWBE Review: MWBE Narrative has been submitted and approved. Full plan will be reviewed and approved in advance of loan closing.

Ernest Darby, of Catherine Terrace, LLC, was present. Mr. Darby thanked the Authority Board for the opportunity.

Ms. Walker stated that this project includes three bedroom affordable units that had not been addressed recently. She thanked Mr. Darby for addressing this concern. She stated that this will be an exciting project for the Hill District.

Mr. Lavelle thanked Mr. and Mrs. Darby for their hard work on this project.

Upon a motion to approve by Mr. Gainey, seconded by Mr. Lavelle, and unanimously carried, the following resolutions were adopted:

RESOLUTION NO.415 (2019)

RESOLVED: That a loan to Catherine Terrace, LLC or a related entity for the construction of eight new construction residential rental housing units in the in the amount of up to \$150,000, payable from the UDAG Program Income Fund (UPIF) is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a loan agreement and related documents therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto, contingent upon receipt of final drawing and construction costs to be approved by the URA's Engineering and Construction Department and receipt of a final approved M/WBE plan.

RESOLUTION NO.416 (2019)

RESOLVED: That a loan to Catherine Terrace, LLC or a related entity for the construction of eight new construction residential rental housing units in the amount of up to \$100,000, payable from the Rental Housing Development and Improvement Program (RHDIP) is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a loan agreement and related documents therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto, contingent upon receipt of final drawing and construction costs to be approved by the URA's Engineering and Construction Department and receipt of a final approved M/WBE plan.

7. Bethlehem Haven – Uptown - Multifamily Financing Inducement Resolution

- a. Official Action to Register the Intent to Issue Multifamily Debt for the Bethlehem Haven Redevelopment in the amount of up to \$8,000,000.
- b. Issuance of the Requests for Proposals and select Bond Counsel from an approved slate.

Ms. Walker requested Board approval of the above items.

Ms. Jessica Smith Perry, Housing Opportunity Director presented that authorization is requested for an official action to register the Intent to Issue Multifamily financing debt for the redevelopment of Bethlehem Haven located in the Uptown neighborhood of the City of Pittsburgh. Authorization is also requested to issue a request for proposals from an approved slate and to select a firm to represent the Authority as bond counsel in the transaction.

The proposed project will include the renovation of Bethlehem Haven's 26 bed Haven Homes and Chronically Mentally Ill ("CMI") programs, two Permanent Supportive Housing programs for chronically homeless and mentally ill clients presently housed in the historic Merchant Savings building at 1410 Fifth Avenue.

A new addition offering 32 units will be constructed on lots immediately adjacent to 1410 Fifth Avenue, providing supportive housing in a traditional apartment building setting. The new addition will house graduates from Permanent Supportive Housing programs operated by the Allegheny Department of Human Services (DHS). All units will be rented to households with incomes at or below 50% of the area median income ("AMI") and eligible Project tenants will be supported with U.S. Department of Housing and Urban Development ("HUD") Project Based Section 8 assistance. Bethlehem Haven will coordinate healthcare coverage and counseling for graduates from Respite and Rapid Rehousing with UPMC and Bethlehem Haven's parent company, Pittsburgh Mercy. Residents of the apartment building will receive case management, counseling, employment training, financial literacy, health care, life skills and transportation services.

Proposed (but not approved) financing includes a new first position mortgage from Trinity Health, 4% Low Income Housing Tax Credit (LIHTC) equity, PHARE (pending), a grant in the amount of \$1,200,000 from the McCauley Ministries, a grant in the amount of \$375,000 from an anonymous foundation, a proposed future request to the Urban Redevelopment Authority (URA) for subordinate financing and additional foundation support (pending). The total project costs are estimated at \$10.6 million.

The application for tax-exempt financing and 4% LIHTC will be submitted to the Pennsylvania Housing Finance Agency ("PHFA") in February 2020. Closing on the project is expected by December 2020.

Mr. Lavelle stated that Bethlehem Haven has been in this location for years servicing the community. Mr. Lavelle thanked them for their hard work.

Ms. Powell stated that funding had been requesting from DHS at the last Authority Board Meeting to ensure that individuals facing homelessness and other critical issues are addressed.

Upon a motion to approve by Mr. Gainey, seconded by Mr. Lavelle, and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 417 (2019)

WHEREAS, the Urban Redevelopment Authority of Pittsburgh (the "Authority") is a body corporate and politic duly organized and existing pursuant to the constitution and the laws of the Commonwealth of Pennsylvania;

WHEREAS, the Authority desires to finance certain capital expenditures to be located in the 1400 Block of Fifth Avenue in the First Ward of the City of Pittsburgh, Allegheny County, Pennsylvania (the "City") relating to the redevelopment of approximately 58 affordable rental units known as Bethlehem Haven Uptown Flats (the "Project");

WHEREAS, the Developer, an entity to be formed by Bethlehem Haven is applying for an allocation of 4% Low-Income Housing Tax Credits from the Pennsylvania Housing Finance Agency ("PHFA") to finance a portion of the Project; and

WHEREAS, a portion of the costs of the Project may be financed by the issuance of conduit tax-exempt bonds or notes by the Authority issued in accordance with Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, the Authority hereby resolves and declares its intent under Treasury Regulation § 1.150-2 to issue bonds or notes (the "Conduit Tax Exempt Debt") to finance the capital costs of the Project, together with costs of issuance and reasonably required reserves, subject to the following conditions:

1. The maximum principal amount of Conduit Tax Exempt Debt expected to be issued to finance the Project is \$8,000,000.

2. Pending issuance of the Conduit Tax Exempt Debt, the Authority may finance the Project with other funds which will be reimbursed with the proceeds of the Conduit Tax Exempt Debt, provided that (a) the Conduit Tax Exempt Debt shall not be used to reimburse any expenditure paid more than 60 days prior to the present date; (b) the Conduit Tax Exempt Debt shall not be issued more than 18 months after the later of (i) the date of the first expenditure to be reimbursed with the proceeds of the Conduit Tax Exempt Debt, or (ii) the date the Project is placed in service; and (c) in no event may the Conduit Tax Exempt Debt be issued more than three years after the date of the first expenditure to be reimbursed with the proceeds of the Conduit Tax Exempt Debt; and provided further that the limitations of this paragraph 2 shall not apply to qualified "preliminary expenditures" as permitted by Treasury Regulation § 1.150-2(f).

3. Issuance of the Conduit Tax Exempt Debt shall be subject to documentation acceptable to the officers of the Authority.

4. All prior acts of the officials, agents and employees of the Authority which are in conformity with the purpose and intent of this Resolution, and in furtherance of the Project, shall be and the same hereby are in all respects ratified, approved and confirmed.

5. All other resolutions of the Authority, or parts of resolutions, inconsistent with this Resolution are hereby repealed to the extent of such inconsistency.

6. This Resolution shall take effect immediately upon its passage.

ADOPTED at a regular meeting held this 19th day of December 2019.

RESOLUTION NO. 418 (2019)

RESOLVED: That the issuance of a request for proposals and the selection of Bond Counsel from the approved slate is hereby approved.

8. Point Breeze North – Lexington Technology Park

a. Final drawings and final evidence of financing for the redevelopment of Building 1 and authorization to execute a deed for the sale of Block 175-A, Lot 122, formerly designated as Block 175-A, Lots 122 (portion), 155, and 165, and commonly referred to as the N. Lexington Parcel, in the 14th Ward to ICON Lexington Partners, LLC for \$3,275,000.

b. Authorization to enter into exclusive negotiations with Lexington Partners of Pittsburgh, LLC ("Partners") for a period of six months, with a possible three-month extension, for the sale of Block 175-A, Lot 111, formerly designated as

Block 175-A, Lots 111, 113, and 122 (portion), and commonly referred to as the N. Homewood Parcel, in the 14th Ward.

- c. Official Action to Register the Intent to Issue Multifamily Debt for Lexington Technology Park Residential Development in the amount of up to \$16,400,000.
- d. Request for Proposals and select Bond Counsel from an approved slate.

Ms. Walker requested Board approval of the above items.

Mr. Nathan Clark, Real Estate Director and Jessica Smith Perry presented that Lexington Technology Park is a 16.5-acre site in the Point Breeze North neighborhood adjacent to Homewood Station on the Martin Luther King Jr. East Busway. The site is divided by N. Lexington Street.

The area to the east of N. Lexington Street (the "N. Lexington Parcel") is approximately 12.1 acres. This area of the site is adjacent to Point Breeze North's light industrial area. The N. Lexington Parcel includes two existing buildings with a combined total of 310,000 rentable square feet and a large parking area that fronts Meade Street.

The western portion of the site (the "N. Homewood Parcel"), between N. Homewood Avenue and N. Lexington Street, is adjacent to Point Breeze North's residential area. This area of the site is approximately 4.44 acres including: a large parking field along N. Homewood Avenue; and two single family residences (7230 and 7228 McPherson Boulevard), which are adjacent to the existing parking lot.

The URA issued a Request for Proposals ("RFP") for the entire site in March 2018. The goal of this RFP was to select a respondent who can complete a high-quality transit-oriented development that includes both mixed-income housing and quality job opportunities. In October 2018, the URA Board authorized a period of exclusive negotiations with Lexington Partners of Pittsburgh, LLC, (a joint venture comprised of ICON Development and KBK Enterprises) for the entire site. We are now seeking authorization to move to the final disposition action for the commercial component of the property and to enter into a new period of exclusive negotiations for the residential component.

N. Lexington Parcel (Commercial)

At its March 2019 meeting, the Board of this Authority accepted a proposal and authorized the execution of a disposition contract with ICON Development PGH, LLC for the N. Lexington Parcel. Since that time, a new special purpose entity (SPE) was formed, ICON Lexington Partners, LLC. ICON Development PGH, LLC and ICON Lexington Partners, LLC are related entities. (ICON Development PGH, LLC and ICON Lexington Partners, LLC are collectively referred to as "ICON" below.)

ICON plans to adaptively reuse the two existing buildings into a mix of affordable workspaces to support the creation of an integrated, innovative employment district. Both buildings will be upgraded and the existing parking on the site will be improved. The work will be done in phases, starting with Building 1. Uses in the renovated buildings will range from offices geared toward technology, healthcare, and professional services, to light manufacturing, maker, artist, and studio space. The existing shell of Building 1 will be improved with new windows and the addition of a new entry and bridge on the east side of the building. Interior renovations will include improvements to the original west lobby and the addition of a new lobby and publicly accessible café space at the east end of the building. Accessibility improvements will be made to both the western and eastern building lobbies. Total project costs for all phases are estimated at \$21.6 million.

The site will be connected to a larger district with flexible leasing of commercial spaces at a range of price points designed for a broad mix of tenant types and sizes.

Authorization is now requested to approve the final drawings and the final evidence of financing for Building 1 and to execute a deed for the entire N. Lexington Parcel. Staff approval of final drawings will be required prior to the start of construction.

Building 2 will be redeveloped separately, and the Board will see final drawings and final evidence of financing for Building 2 and any infrastructure work prior to commencement of that work.

N. Homewood Parcel (Housing)

At its October 2018 meeting, the Board of this Authority authorized a period of Exclusive Negotiations for an initial sixty (60) days with a possible ten (10) month extension. The purpose of Exclusive Negotiations was to allow the developer to complete due diligence, finalize a communications strategy with the Point Breeze North Development Corporation, prepare a preliminary budget, explore financing sources, and advance the design program.

Partners' initial proposal included 255 units of housing (64 affordable). The RFP response was revised after discussions with the community. The revised proposal included 125 rental units (50 affordable), 25 for-sale units on the N. Homewood Parcel, and incorporation of the Penn State Edible Teaching Garden. At the time of RFP submission, Partners planned to pursue 9% Low Income Housing Tax Credits in 2019 to support the financing of these affordable units. Based on community comment, the Board asked Partners to explore increasing the affordability levels and include housing on the N. Lexington Parcel of the site. Partners completed additional analysis of the financial impact of increasing the affordability levels and the amount of subsidy was too significant to consider. Additionally, Partners deemed it was not feasible at this time to develop housing on the N. Lexington Parcel.

Following the URA's robust community outreach during the RFP process, Partners worked with the Point Breeze North Development Corporation on a communications strategy. Partners hosted three design charrettes with the Point Breeze community to help inform the design and programming of the N. Homewood Parcel.

Partners applied for Project Based Vouchers from the Housing Authority of the City of Pittsburgh and was awarded \$5 million in gap financing and 50 Project Based Vouchers for the housing project planned for the N. Homewood Parcel. The developer intends to apply for 4% Low Income Housing Tax Credits in 2020.

Authorization is now requested to enter into a new exclusive negotiations period with Partners for the sale of this sale of this property. The exclusive negotiations period would be for six months with the option of extending this period for an additional three months at the discretion of the Executive Director.

Authorization is requested for an official action to register the Intent to Issue Multifamily financing debt for the Lexington Technology Park Residential Development. Authorization is also requested to issue a Request for Proposals from an approved slate and to select for a firm to represent the Authority as bond counsel in the transaction.

Proposed financing includes a new first position permanent mortgage, 4% Low Income Housing Tax Credit (LIHTC) equity, HACP gap financing (awarded), requested Urban Redevelopment Authority (URA) subordinate financing, deferred developer fee and a Gaming Economic Development Fund (GEDF) grant. The total project costs are estimated at \$33.8 million.

The application for tax-exempt financing and 4% LIHTC will be submitted to the Pennsylvania Housing Finance Agency ("PHFA") in February 2020. Closing on the project is expected by December 2020.

Partners is an MBE-led corporation comprised of Icon Development and KBK Enterprises. The initial ownership of the company will be 51% KBK enterprises and 49% Icon Development Pittsburgh, LLC. Keith B. Key is KBK Enterprise's sole owner.

Lexington Partners of Pittsburgh LLC expects to exceed the URA's goal of 18% MBE and 7% WBE participation and have committed to striving for 40% MWBE participation. Lexington Partners of Pittsburgh, LLC has a recruitment process in place to meet this goal and has committed to working with the URA MWBE program officer throughout this project. Partners has provided updated MWBE narratives for both projects to the MWBE Program Office.

Lexington Partners of Pittsburgh, LLC has a mailing address of 5877 Commerce St., Suite 109, Pittsburgh, PA 15206. Mr. Jason Lardo and Mr. Keith B. Key are co-managing members.

ICON Lexington Partners, LLC, is a limited liability corporation with a mailing address of 5877 Commerce Street, Suite 109, Pittsburgh, PA 15206. Jason C. Lardo, Al C. Lardo, and John D. Scozio are members.

Mr. Williamson thanked all developers involved in this project for their hard work in moving this project forward and encouraged them to continue to engage with the community. He requested that a contingency be added to the first resolution stating that the City of Pittsburgh and County of Allegheny enter into a lease agreement for the 911 operations backup space before closing.

Jason Lardo, of Lexington Partners of Pittsburgh, was present. Mr. Lardo stated that they are in discussions with the City and County regarding a lease agreement for the 911 operations backup space and will be presenting a final draft. He stated that there should be no issues.

Mr. Gainey thanked the Authority Staff for their hard work. He stated that there had been fourteen community meetings regarding this project. He thanked Ms. Walker for her hard work. He thanked the CDC for their hard work. He thanked the developers for their hard work on this project.

Upon a motion to approve by Mr. Gainey, seconded by Mr. Lavelle, and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 419 (2019)

RESOLVED: That the final drawings and evidence of financing submitted by ICON Lexington Partners, LLC for the sale Block 175-A, Lot 122, formerly designated as Block 175-A, Lots 122 (portion), 155, and 165, and commonly referred to as the N. Lexington Parcel, in the 14th Ward, are hereby approved, and the Executive Director, Interim Executive Director, Deputy Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a deed and all documents necessary to effectuate the sale thereof, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto. contingent upon receipt of final drawing and construction costs to be approved by the URA's Engineering and Construction Department and receipt of a final approved M/WBE plan and **a finalized lease agreement with the City of Pittsburgh and Allegheny County for the 911 operations backup space.**

RESOLUTION NO. 420 (2019)

RESOLVED: That exclusive negotiations with the Lexington Partners of Pittsburgh, LLC, for the sale of Block 175-A, Lot 111, formerly designated as Block 175-A, Lots 111, 113, and 122 (portion), and commonly referred to as the N. Homewood Parcel, in the 14th Ward, for a period of six (6) months, with a possible three (3)-month extension at the discretion of the Executive Director, are hereby approved.

RESOLUTION NO. 421 (2019)

WHEREAS, the Urban Redevelopment Authority of Pittsburgh (the "Authority") is a body corporate and politic duly organized and existing pursuant to the constitution and the laws of the Commonwealth of Pennsylvania;

WHEREAS, the Authority desires to finance certain capital expenditures to be located between North Homewood Avenue and North Lexington Street in the 14th Ward of the City of Pittsburgh, Allegheny County, Pennsylvania (the "City") relating to the new construction of approximately 125 mixed income rental units (of which approximately 50 will be affordable) known as Lexington Technology Residential Development (the "Project");

WHEREAS, the Developer, Lexington Partners of Pittsburgh, LLC, or a related entity to be formed, is applying for an allocation of 4% Low-Income Housing Tax Credits from the Pennsylvania Housing Finance Agency ("PHFA") to finance a portion of the Project; and

WHEREAS, a portion of the costs of the Project may be financed by the issuance of conduit tax-exempt bonds or notes by the Authority issued in accordance with Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, the Authority hereby resolves and declares its intent under Treasury Regulation § 1.150-2 to issue bonds or notes (the "Conduit Tax Exempt Debt") to finance the capital costs of the Project, together with costs of issuance and reasonably required reserves, subject to the following conditions:

1. The maximum principal amount of Conduit Tax Exempt Debt expected to be issued to finance the Project is \$16,400,000.
2. Pending issuance of the Conduit Tax Exempt Debt, the Authority may finance the Project with other funds which will be reimbursed with the proceeds of the Conduit Tax Exempt Debt, provided that (a) the Conduit Tax Exempt Debt shall not be used to reimburse any expenditure paid more than 60 days prior to the present date; (b) the Conduit Tax Exempt Debt shall not be issued more than 18 months after the later of (i) the date of the first expenditure to be reimbursed with the proceeds of the Conduit Tax Exempt Debt, or (ii) the date the Project is placed in service; and (c) in no event may the Conduit Tax Exempt Debt be issued more than three years after the date of the first expenditure to be reimbursed with the proceeds of the Conduit Tax Exempt Debt; and provided further that the limitations of this paragraph 2 shall not apply to qualified "preliminary expenditures" as permitted by Treasury Regulation § 1.150-2(f).
3. Issuance of the Conduit Tax Exempt Debt shall be subject to documentation acceptable to the officers of the Authority.

4. All prior acts of the officials, agents and employees of the Authority which are in conformity with the purpose and intent of this Resolution, and in furtherance of the Project, shall be and the same hereby are in all respects ratified, approved and confirmed.

5. All other resolutions of the Authority, or parts of resolutions, inconsistent with this Resolution are hereby repealed to the extent of such inconsistency.

6. This Resolution shall take effect immediately upon its passage.

ADOPTED at a regular meeting held this 19th day of December 2019.

RESOLUTION NO. 422 (2019)

RESOLVED: That the issuance of a request for proposals and the selection of Bond Counsel from the approved slate is hereby approved.

9. Shadyside – Hunt Armory

a. Amendment of Agreement of Sale with the Commonwealth of Pennsylvania Department of General Services for the acquisition of Block 84-L, Lot 283 in the 7th Ward (prior Resolution 1 (2015)).

b. Authorization to remit an amount not to exceed \$1,000,000 to the Commonwealth of Pennsylvania Department of General Services.

Ms. Walker requested Board approval of the above items.

Mr. Clark presented that pursuant to Resolution 1 (2015), as approved at the January 2015 meeting of this Board, the URA entered into an Agreement of Sale with the Commonwealth of Pennsylvania Department of General Services for the acquisition of the Hunt Armory located at 324 Emerson Street in the Shadyside neighborhood of the City of Pittsburgh. On July 15, 2016, the URA closed on the acquisition of the Hunt Armory. The Agreement of Sale requires the URA to convey the Hunt Armory to a bona fide third party for fair market value by a date certain (currently December 31, 2019). Should the URA not comply with terms of the Agreement of Sale, including the requirement to convey the Hunt Armory for fair market value by December 31, 2019, the Commonwealth retains the right to take back ownership of the Hunt Armory. The consideration for the URA's purchase of the Hunt Armory, as set forth in the Agreement of Sale, was \$1.00 at the Commonwealth-URA closing plus eighty percent (80%) of all net proceeds that the URA receives from its conveyance of the Hunt Armory to a third party for fair market value. Accordingly, the URA is the owner of the Hunt Armory but a large cloud remains on the URA's title.

In order to identify a redeveloper and satisfy the conditions set forth in the Agreement of Sale for the Hunt Armory, which is a National Register of Historic Places and City Historic Landmark, the

URA issued a Request for Proposals (“RFP”) on June 18, 2015. The URA’s community engagement and public responses to the RFP respondents indicated a strong community preference for a reuse that included an ice rink. The RFP review committee recommended a developer with a planned ice rink to the Board, but the recommended developer was unable to move the development forward due, in part, to difficulties in financing an ice rink complex.

The URA issued a second RFP on May 4, 2017, and received four (4) responses. Each of the respondents presented their proposals at a community meeting on July 26, 2017. The proposals offered a wide range of adaptive reuses for the Hunt Armory, including an entertainment venue with senior residences, ice rink with offices, entertainment venue with condos, and recreational retail destination. Based on the RFP criteria, response to community concerns, and analysis by URA staff, the review committee recommended the Mosites, Light, and Metz team (the “Redeveloper”), which had proposed the ice rink with office space. This Board authorized Exclusive Negotiations with the Redeveloper in December 2017.

Redeveloper, in partnership with URA staff and the Mayor’s office, has been working diligently to put together a plan that will deliver an ice rink to the Hunt Armory. The requirements from the Agreement of Sale (December 31, 2019, deadline for closing with Redeveloper and the requirement that the URA convey the Hunt Armory for fair market value) have acted to make this already complex transaction even more difficult.

The URA will not be in position to close on the conveyance of the Hunt Armory to Redeveloper in a manner consistent with our enabling legislation by the end of December.

In order to eliminate the possibility of a reverter to the Commonwealth and to clear the cloud on the URA’s title to the Hunt Armory, we are requesting authorization to negotiate and execute an amendment to the Agreement of Sale. It is staff’s intent that such amendment will eliminate the Commonwealth’s reverter rights, eliminate the requirement to convey the Hunt Armory by a date certain, eliminate the obligation to convey the Hunt Armory at Fair Market Value, and eliminate the obligation to remit eighty percent (80%) of all net proceeds that the URA receives from its conveyance of the Hunt Armory to the Commonwealth. As consideration for these amendments, we are also requesting authorization to remit a to-be-negotiated amount, not to exceed \$1,000,000, to the Commonwealth.

The funding source is the Strategic Acquisition Fund.

Mr. Williamson stated that this is a real estate transaction with the State of Pennsylvania for public benefit. He stated that there had been a long community process before, during and after the RFP’s had been released for this site. He stated that the public consensus had been to move forward with the project as it is currently envisioned. He stated that when the Authority has obtained full control of this site, the Authority will then be in a better position to organize the funding that is needed. He stated that action needs to be taken in obtaining this site or the State will take back this property and sell it through their auction process.

Upon a motion to approve by Mr. Gainey, seconded by Ms. Hirsh, and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 423 (2019)

RESOLVED: That an amendment of the Agreement of Sale with the Commonwealth of Pennsylvania Department of General Services, for the acquisition of Block 84-L, Lot 283 in the 7th Ward (prior Resolution 1 (2015)), payable from the Strategic Acquisition Fund is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute an amendment therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

RESOLUTION NO. 424 (2019)

RESOLVED: That the remittance of an amount not to exceed \$1,000,000 to the Commonwealth of Pennsylvania Department of General Services is hereby approved.

10. Axiom Micro Loan Investment

- a. Authorization to enter into a contract with Riverside Center for Innovation for a \$100,000 recoverable grant for the Axiom Credit Builder program.

Ms. Walker requested Board approval of the above item.

Ms. Jennifer Wilhelm, of the Center for Innovation and Entrepreneurship Department presented that Axiom Advancement Corporation, Kiva Pittsburgh, and the Riverside Center for Innovation are launching a Credit Builder program to fill a gap in the marketplace for micro enterprise capital. The program will provide small amounts of early stage capital to help business build credit history and help ensure financial stability.

Axiom, formed in 2016, is an emerging community development lender focused on supporting the revitalization of underserved Pittsburgh neighborhoods through business lending. They are partnering with Kiva Pittsburgh, an online crowd funding platform and the Riverside Center for Innovation, a business incubation center to advance this program.

The Credit Builder program will match Kiva Pittsburgh's 0% interest small business loans up to \$5,000, providing up to \$10,000 capital for many emerging businesses to start building credit and creating financial stability for their respective businesses. Along with the capital, the businesses will receive pre-loan technical assistance. The program aims to position borrowers for additional growth capital, including the URA's micro enterprise loan program.

Juan Garrett, Executive Director, Riverside Center for Innovation, 700 River Ave, Pittsburgh, PA 15212

Michelle Chenn, Axiom, Founder & CEO, 1435 Bedford Avenue, Pittsburgh, PA 15219

The URA's \$100,000 loan will be structured as a recoverable grant. The funding source will be Commercial Loan Repayment A.

Mr. Williamson asked about the loan term. Juan Garrett, Executive Director of, Riverside Center for Innovation, was present. Mr. Garrett answered up to three years to match what the loan program requires. He stated that their goal is to assist businesses in reaching their financial goals. Ms. Wilhelm stated that they will also be using existing resources to provide free assistance to those businesses. Ms. Walker stated that she has worked with Mr. Garrett for the past three years with MWBE inclusion and he had been very instrumental in helping to strengthen the Authority's MWBE program. She also has met with Ms. Michelle Chenn to discuss deepening the Authority's support for the early stages of various businesses. Ms. Walker thanked the Authority's CIE Staff for their hard work. Ms. Powell stated that she sees this as a great pipeline to continue the work that Axiom does.

Upon a motion to approve by Mr. Lavelle, seconded by Mr. Gainey, and unanimously carried, the following resolution was adopted:

RESOLUTION NO.425 (2019)

RESOLVED: That a recoverable grant with Riverside Center for the Axiom Credit Builder Program in the amount of \$100,000, payable from CLRA is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a recoverable grant therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

11. Pittsburgh Technology Center

- a. Agreement for Architectural/Engineering Design Services for a New Parking Structure with Indovina Associates Architects (Indovina) for an amount not to exceed \$575,000.

Ms. Walker requested Board approval of the above item.

Mr. Marty Kaminski, Engineering and Construction Director presented that authorization is requested to enter into an Agreement for Architectural/Engineering Design Services for a New Parking Structure, with Indovina for an amount not to exceed \$575,000.00.

The services could include the following architectural/engineering services: survey, geotechnical, structural, civil, electrical, landscaping, demand study, traffic study, financial feasibility analysis, schematic design, design development, final design, and professional services during construction.

The RFP was posted on Public Purchase and the URA website. Five Proposals were received on October 4, 2019. Indovina was determined to have the best proposal based upon the criteria listed in the RFP.

Indovina's proposed M/WBE participation on the project includes O&S Associates, Inc. (MBE), Sci-Tek Consultants, Inc. (MBE), Advantus Engineers, LLC (WBE), and Klavon Design Associates, Inc. (WBE).

Indovina is located at 3185 Penn Avenue, Pittsburgh, PA 15201 and is Robert A. Indovina, AIA is founding Principal.

The funding source for this agreement is PTC TIF , RCAP and/or the PTC Project Account

There was no discussion among the Members.

Upon a motion to approve by Mr. Gainey seconded by Ms. Powell, and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 426 (2019)

RESOLVED: That an agreement with Indovina Associates Architects (Indovina), for a New Parking Structure, for an amount not to exceed \$575,000, payable from PTC TIF, RCAP and/or PTC Project Account funds is hereby approved, and the Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute an agreement therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

12. Larimer Playground and Village Green

- a. Agreement with H.R. Gray for Construction Management, Compliance & Inspection Services for an amount not to exceed \$125,000.

Ms. Walker requested Board approval of the above item.

Mr. Kaminski presented that authorization is requested to enter into an Agreement for Construction Management, Compliance & Inspection Services, with H.R. Gray. The services include construction management, compliance and inspection services to oversee the construction of improvements to Larimer Playground and Village Green Park in the 12th Ward of

the City of Pittsburgh. Larimer Park and Village Green Park are located along Larimer Avenue in Pittsburgh's Larimer neighborhood.

The Request for Proposals was posted on Public Purchase and the URA Website on October 25, 2019. Nine (9) Proposals were received on November 25, 2019. H.R. Gray was determined to have the best proposal based upon the criteria listed in the RFP.

H.R. Gray's proposed M/WBE participation on the project includes Dynotec, Cameron Professional Services Group, and Cameron Professional Management.

H.R. Gray is located at 322 North Shore Drive, Building 1B, Suite 200, Pittsburgh PA 15212, and Thomas B. Merritt is the President.

The funding source for the agreement is Larimer Project Funds.

There was no discussion among the Members.

Upon a motion to approve by Mr. Gainey seconded by Ms. Powell, and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 427 (2019)

RESOLVED: That an agreement with H.R. Gray, for Construction Management, Compliance & Inspection Services, for an amount not to exceed \$125,000, payable from Larimer Project Funds is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute an agreement therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

13. Redemption of Single Family Mortgage Bonds 2006 C Series -\$475,000

Director's Report

Ms. Hala Nuemah, Chief Financial Officer, presented that requesting approval to redeem \$475,000 of Single Family Mortgage Revenue Bonds from the 2006 Series C in January 2020.

As part of the Authority's standard bond maintenance program, the Authority has determined the amount of income from prepayments and excess revenue will be available to pay down future debt. In accordance with the Indenture, these receipts are to be used for the early Redemption of Bonds. The economic benefit of calling the Bonds is estimated at over \$80,000 in interest savings over the term of the Bonds shown below:

\$475,000 principal amount 2006 Series C

The payoff of debt interest rates ranges from 4.55% to 4.8% with a maturity ranging from 2020 to 2028. This debt reduction is following the 10-year rule established for the Mortgage Revenue Bond parity indenture.

There was no discussion among the Members.

Upon a motion to approve by Mr. Lavelle seconded by Ms. Hirsh, and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 428 (2019)

Re: REDEMPTION OF
SINGLE FAMILY MORTGAGE REVENUE BONDS

WHEREAS, the Urban Redevelopment Authority of Pittsburgh (the "Authority") has heretofore previously issued its Single-Family Mortgage Revenue Bonds to carry out its Pittsburgh Home Ownership Program and Pittsburgh Housing Recovery Program (the "Program"); and

WHEREAS, to carry out the Programs, the Authority has determined that it will be necessary for the Authority to affect a redemption of certain Mortgage Revenue Bonds pursuant to the Special Redemption Provisions thereof and in connection therewith for the Authority to authorize such other actions in connection with the foregoing as are necessary.

NOW, THEREFORE, BE IT

RESOLVED, that the Authority hereby authorized and directs that the following series of Mortgage Revenue Bonds in the principal amounts set forth below are to be redeemed from moneys attributable to prepayments (and scheduled amortization payments on First Mortgage Loans and excess revenues).

\$475,000, principal amount, of Mortgage Revenue Bonds, 2006 Series C

The Board of Directors hereby authorized, ratifies, and approves all actions to be taken to accomplish such redemption. The maturities to be redeemed shall be selected by the Chief Financial Officer.

ADOPTED by the Urban Redevelopment Authority of Pittsburgh the 19th day of December 2019, lawful session regularly assembled.

14. Executive Session

- a. Mr. Williamson announced that an Executive Session was held On December 19, 2019 regarding personnel matters and an update on the Hunt Armory.

AGENDA "B"

The Members reviewed the items on Agenda "B" upon motion made by Mr. Lavelle, seconded by Ms. Hirsh, and unanimously carried, the following resolutions were adopted:

1. Request for authorization to provide a loan of \$400,000.00 to the Associated Master Plumbers of Allegheny County (AMPAC) to bridge RACP funding from the State of Pennsylvania Office of the Budget (OB).

RESOLUTION NO.429 (2020)

RESOLVED: That a loan to the Associated Master Plumbers of Allegheny County (AMPAC), to bridge RACP funding from the State of Pennsylvania Office of the Budget (OB) in the amount of \$400,000, is hereby approved.

2. Approval to waive the Streetface guidelines to provide support for three Homewood properties that are outside the Streetface geographic boundaries:
 - i. Alma Illery Medical Center (7227 Hamilton Ave, Pittsburgh, PA 15208);
 - ii. D & C Sandwich Express (7246 Kelly St, Pittsburgh, PA 15208);
 - iii. Baker's Dairy (7300 Hamilton Avenue).

RESOLUTION NO. 430 (2020)

RESOLVED: That waiver of the Streetface guidelines to provide support for the following Homewood properties that are outside the Streetface geographic boundaries is hereby approved:

- i. Alma Illery Medical Center (7227 Hamilton Ave, Pittsburgh, PA 15208);
 - ii. D & C Sandwich Express (7246 Kelly St, Pittsburgh, PA 15208);
 - iii. Baker's Dairy (7300 Hamilton Avenue).
3. Approval to add Jennifer Van Dam to the Pittsburgh Entrepreneur Fund Committee. Jennifer is a Manager at Innovation Works with extensive experience in community engagement and digital marketing. Jennifer will be replacing, Pam Eichenbaum (formerly of Innovation Works).

RESOLUTION NO. 431 (2020)

RESOLVED: That the appointment of Jennifer Van Dam to the Pittsburgh Entrepreneur Fund Committee is hereby approved.

4. Uptown – City’s Edge / Lot F

- a. Amendment of Resolutions 210, 211, 212, and 213, all of 2019, to extend the approval expiration dates from December 12, 2019, to June 30, 2020; and authorization to amend the July 26, 2018, Contract for Disposition by Sale of Land for Private Redevelopment by and between the Urban Redevelopment Authority of Pittsburgh (“URA”) and MidPoint Group of Companies, Inc. (“MidPoint”), to permit a land closing by December 31, 2019, and an early start of site preparation and infrastructure construction in exchange for execution by MidPoint of a reverter deed to be held by URA for recording in the event financial closing does not occur by June 30, 2020.

RESOLUTION NO.432 (2020)

RESOLVED: That Resolution Nos. 210, 211, 212, and 213 (2019) are hereby amended to extend the approval expiration dates from December 12, 2019, to June 30, 2020; and authorization to amend the July 26, 2018, Contract for Disposition by Sale of Land for Private Redevelopment by and between the Urban Redevelopment Authority of Pittsburgh (“URA”) and MidPoint Group of Companies, Inc. (“MidPoint”), to permit a land closing by December 31, 2019, and an early start of site preparation and infrastructure construction in exchange for execution by MidPoint of a reverter deed to be held by URA for recording in the event financial closing does not occur by June 30, 2020.

5. Troy Hill

- a. Conveyance, for consideration of \$1, of Lot 6 in the H. J. Heinz Company Plan (Block 24-H, Lot 138, in the 24th Ward) to Jeff C. Kumer pursuant to the exercise of his November 12, 2001, option to purchase.

RESOLUTION NO. 433 (2020)

RESOLVED: That the conveyance of Lot 6 in the H. J. Heinz Company Plan (Block 24-H, Lot 138, in the 24th Ward), to Jeff C. Kumer pursuant to the exercise of his November 12, 2001, option to purchase, for \$1.00, is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is authorized to take any and all actions and execute such documents as are necessary to effectuate the terms of the conveyance, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

6. South Side Flats

- a. Certificate of Completion for Brooks and Blair Southside Properties, LP for Block 12-E, Lots 65, 67, and 69 in the 17th Ward (1816 and 1820 Wharton Street and 1819 Fox Way – residential redevelopment).

RESOLUTION NO. 434 (2020)

RESOLVED: That issuance of a Certificate of Completion to Brooks and Blair Southside Properties, L.P, for Block 12-E, Lots 65, 67, and 69 in the 17th Ward, and return of the Good Faith Deposit (1816 and 1820 Wharton Street and 1819 Fox Way – residential redevelopment) are hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute said Certificate of Completion, and the Secretary or the Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

7. Middle Hill – Centre Avenue RFQ

- a. Acquisition of 61 publicly owned properties for \$1.00 plus costs using Leased Land and/or Disposition Proceeds:

<u>Ward</u>	<u>Block/Lot</u>	<u>Address</u>
5	10-K-48	2154 Wylie Avenue
5	10-K-54	2168 Wylie Avenue
5	10-L-17	2309 Centre Avenue
5	10-L-18	2311 Centre Avenue
5	10-L-24	2323 Centre Avenue
5	10-L-25	2325 Centre Avenue
5	10-L-26-A	2327 Centre Avenue
5	10-L-26-B	2329 Centre Avenue
5	10-L-31	2339 Centre Avenue
5	10-L-39	2342 Hallett Street
5	10-L-249	2417 Centre Avenue
5	10-L-250	0 Elba Street
5	10-L-251	0 Elba Street
5	10-L-282	517 Junilla Street
5	10-L-284	513 Junilla Street
5	10-L-286	509 Junilla Street
5	10-L-288	505 Junilla Street
5	10-N-340	413 Grove Street
5	10-P-119	2209 Centre Avenue
5	10-P-133	0 Centre Avenue
5	10-P-134-A	0 LaPlace Street
5	10-P-135	2226 Centre Avenue
5	10-P-136	2224 Centre Avenue
5	10-P-137	2217 LaPlace Street
5	10-P-138	2220 Centre Avenue
5	10-P-211	2208 LaPlace Street
5	10-P-212	2210 LaPlace Street
5	10-P-213	2212 LaPlace Street
5	10-P-214	0 Avon Way
5	10-P-215	0 LaPlace Street

5	10-P-217	0 LaPlace Street
5	10-P-223	0 Avon Way
5	10-P-224	9 Avon Way
5	10-P-225	0 Avon Way
5	10-P-227	0 Kirkpatrick Street
5	10-P-231	0 Kirkpatrick Street
5	10-P-234	221 Kirkpatrick Street
5	10-P-236	219 Kirkpatrick Street
5	10-P-241	215 Kirkpatrick Street
5	10-R-70	2301 Reed Street
5	10-R-71-A	370 LaPlace Street
5	10-R-72	2303 Reed Street
5	10-R-73	2307 Reed Street
5	10-R-75	2311 Reed Street
5	10-R-75-C	2311 Reed Street
5	10-R-76	0 LaPlace Street
5	10-R-78	2315 Reed Street
5	10-R-79	2371 Reed Street
5	10-R-80	2319 Reed Street
5	10-R-81	2321 Reed Street
5	10-R-82	2323 Reed Street
5	10-R-83	2325 Reed Street
5	10-R-94	2347 Reed Street
5	10-R-112	2335 LaPlace Street
5	10-R-113	2335 LaPlace Street
5	10-R-114	2334 Centre Avenue
5	10-R-120	0 Centre Avenue
5	10-R-135	2308 Centre Avenue
5	10-R-144	2307 LaPlace Street
5	10-R-147	2300 Centre Avenue
5	10-R-150	2303 Centre Avenue

RESOLUTION NO. 435 (2020)

RESOLVED: That the acquisition of the following publicly owned properties, for \$1.00 plus costs, payable from Leased Land and/or Disposition Proceeds, is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/ or Chief Financial Officer, on behalf of the Authority, is authorized to execute all documents required for said acquisition, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto:

<u>Ward</u>	<u>Block/Lot</u>	<u>Address</u>
5	10-K-48	2154 Wylie Avenue
5	10-K-54	2168 Wylie Avenue
5	10-L-17	2309 Centre Avenue
5	10-L-18	2311 Centre Avenue
5	10-L-24	2323 Centre Avenue

5	10-L-25	2325 Centre Avenue
5	10-L-26-A	2327 Centre Avenue
5	10-L-26-B	2329 Centre Avenue
5	10-L-31	2339 Centre Avenue
5	10-L-39	2342 Hallett Street
5	10-L-249	2417 Centre Avenue
5	10-L-250	0 Elba Street
5	10-L-251	0 Elba Street
5	10-L-282	517 Junilla Street
5	10-L-284	513 Junilla Street
5	10-L-286	509 Junilla Street
5	10-L-288	505 Junilla Street
5	10-N-340	413 Grove Street
5	10-P-119	2209 Centre Avenue
5	10-P-133	0 Centre Avenue
5	10-P-134-A	0 LaPlace Street
5	10-P-135	2226 Centre Avenue
5	10-P-136	2224 Centre Avenue
5	10-P-137	2217 LaPlace Street
5	10-P-138	2220 Centre Avenue
5	10-P-211	2208 LaPlace Street
5	10-P-212	2210 LaPlace Street
5	10-P-213	2212 LaPlace Street
5	10-P-214	0 Avon Way
5	10-P-215	0 LaPlace Street
5	10-P-217	0 LaPlace Street
5	10-P-223	0 Avon Way
5	10-P-224	9 Avon Way
5	10-P-225	0 Avon Way
5	10-P-227	0 Kirkpatrick Street
5	10-P-231	0 Kirkpatrick Street
5	10-P-234	221 Kirkpatrick Street
5	10-P-236	219 Kirkpatrick Street
5	10-P-241	215 Kirkpatrick Street
5	10-R-70	2301 Reed Street
5	10-R-71-A	370 LaPlace Street
5	10-R-72	2303 Reed Street
5	10-R-73	2307 Reed Street
5	10-R-75	2311 Reed Street
5	10-R-75-C	2311 Reed Street
5	10-R-76	0 LaPlace Street
5	10-R-78	2315 Reed Street
5	10-R-79	2371 Reed Street
5	10-R-80	2319 Reed Street
5	10-R-81	2321 Reed Street
5	10-R-82	2323 Reed Street
5	10-R-83	2325 Reed Street
5	10-R-94	2347 Reed Street

5	10-R-112	2335 LaPlace Street
5	10-R-113	2335 LaPlace Street
5	10-R-114	2334 Centre Avenue
5	10-R-120	0 Centre Avenue
5	10-R-135	2308 Centre Avenue
5	10-R-144	2307 LaPlace Street
5	10-R-147	2300 Centre Avenue
5	10-R-150	2303 Centre Avenue

8. Citywide

- a. Extension of the URA's existing agreement (see Resolution No. 292 of 2018) with Baily Raabe & Associates for insurance advisory services for one year for an amount not to exceed \$12,000.00.

RESOLUTION NO. 436 (2020)

RESOLVED: That an amendment of the Agreement with Baily Raabe & Associates to extend the term for one more year, for an amount not to exceed \$12,000.00 is hereby approved.

- 9. Payment to the City of Pittsburgh for an amount not to exceed \$95,000 for the demolition of Block 174-K, Lot 106, (7245 Frankstown); Block 174-N, Lots 94, 95, 96, and 97 (601 N. Homewood, 7147, 7149, and 7151 Hamilton Ave, respectively); and Block 11-E, Lot 298 (1717 Colwell Street).

RESOLUTION NO. 437 (2020)

RESOLVED: That payment to the City of Pittsburgh for an amount not to exceed \$95,000, for the demolition of Block 174-K, Lot 106, (7245 Frankstown); Block 174-N, Lots 94, 95, 96, and 97 (601 N. Homewood, 7147, 7149, and 7151 Hamilton Ave, respectively); and Block 11-E, Lot 298 (1717 Colwell Street) is hereby approved.

10. Larimer

- a. Amendment of Resolution No. 11 (2019) to increase Chatman Properties' Tier 1 land maintenance contract by \$1,100 to a total of \$81,100.

RESOLUTION NO.438 (2020)

RESOLVED: That Resolution No. 11 (2019) is hereby amended to increase Chatman Properties' Tier 1 land maintenance contract by \$1,100 for a total of \$81,100.

11. Littler Mendelson, P.C.

- a. Amendment of Agreement with Littler Mendelson, P.C, dated September 27, 2017, for employment law services for an increase of \$25,000.00, for a total Agreement amount not to exceed \$150,000.00.

RESOLUTION NO. 439 (2020)

RESOLVED: That an amendment of the Agreement with Littler Mendelson, P.C, originally dated September 27, 2017, for an increase of up to \$25,000, for a total Agreement amount not to exceed \$150,000, payable from the Administrative Revolving Fund (ARF) is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a first amendment therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

12. Fox Rothschild LLP

- a. Amendment of Agreement with Fox Rothschild LLP dated July 13, 2017 for bankruptcy-related legal services, for an increase not to exceed \$10,000, for a total Agreement amount not to exceed \$36,255.20.

RESOLUTION NO. 440 (2020)

RESOLVED: That an amendment of the Agreement with Fox Rothschild LLP, originally dated on July 13, 2017, for an increase of up to \$10,000, for a total Agreement amount not to exceed \$36,255.20, payable from UDAG Program Income Fund (UPIF) is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute a first amendment therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

13. 2017-2018 CDBG Funds

- a. Reallocation of up to \$65,000.00 from the Pittsburgh Home Rehabilitation Program (PHRP) line item to the Home Accessibility Program for Independence (HAPI) line item.

RESOLUTION NO. 441 (2019)

RESOLVED: That the reallocation of \$65,000 from the 2017-2018 CDBG Funds Pittsburgh Home Rehabilitation Program (PHRP) line item to the Home Accessibility Program for Independence (HAPI) line item is hereby approved.

14. 2018-2019 CDBG Funds

- a. Reallocation of up to \$100,000.00 from the Pittsburgh Home Rehabilitation Program (PHRP) line item to the Home Accessibility Program for Independence (HAPI) line item.

RESOLUTION NO. 442 (2019)

RESOLVED: That the reallocation of \$100,000 from the 2018-2019 CDBG Fund Pittsburgh Home Rehabilitation Program (PHRP) line item to the Home Accessibility Program for Independence (HAPI) line item is hereby approved.

- 15. Approval of Amanda Lee to receive a Down Payment Closing Cost Assistance Deferred Loan. Ms. Lee is an employee of the City of Pittsburgh.

RESOLUTION NO. 443 (2020)

RESOLVED: That approval of Amanda Lee, an employee of the City of Pittsburgh to receive a Down Payment Closing Cost Assistance Deferred Loan is hereby approved.

- 16. Approval of Justin Belton to receive a Down Payment Closing Cost Assistance Deferred Loan. Mr. Belton is an employee of the Urban Redevelopment Authority of Pittsburgh.

RESOLUTION NO. 444 (2020)

RESOLVED: That approval of Justin Belton, an employee of the Urban Redevelopment Authority of Pittsburgh to receive a Down Payment Closing Cost Assistance Deferred Loan is hereby approved.

17. Larimer Choice Neighborhood Initiative

- a. First amendment to Agreement dated February 25, 2019, with Pfaffmann and Associates in an amount not to exceed \$28,000 for a new total Agreement amount not to exceed \$103,000 for the former Larimer School auditorium/gymnasium white box architectural services.
- b. Second amendment to Agreement initially dated March 19, 2018 and first amended on September 1, 2018 with Pfaffmann and Associates in an amount not to exceed \$16,000 for a new total Agreement amount not to exceed \$116,000 for the former Larimer School auditorium/gymnasium stabilization and remediation architectural services.

RESOLUTION NO.445 (2020)

RESOLVED: That an amendment of the Agreement with Pfaffmann and Associates, dated February 25, 2019 for the former Larimer School auditorium/gymnasium white box architectural services, for an increase of \$28,000, for a total Agreement amount not to exceed \$103,000, is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director, and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute an amendment therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

RESOLUTION NO.446 (2020)

RESOLVED: That an amendment of the Agreement with Pfaffmann and Associates, dated March 19, 2018 and first amended on September 1, 2018, for the former Larimer School auditorium/gymnasium white box architectural services, for an increase of \$16,000, for a total Agreement amount not to exceed \$116,000, is hereby approved, and the Executive Director, Interim Executive Director, Deputy Executive Director, and/or Chief Financial Officer, on behalf of the Authority, is hereby authorized to execute an amendment therefor, and the Secretary or Assistant Secretary is authorized to attest the same and affix the seal of the Authority thereto.

18. Relocation of the Urban Redevelopment Authority of Pittsburgh business offices from 200 Ross Street, Pittsburgh, Pennsylvania 15219 to 412 Boulevard of the Allies, Pittsburgh, Pennsylvania 15219. - 447

RESOLUTION NO. 447 (2020)

RESOLVED: That relocation of the Urban Redevelopment Authority of Pittsburgh business offices from 200 Ross Street, Pittsburgh, Pennsylvania 15219 to 412 Boulevard of the Allies, Suite 901, Pittsburgh, Pennsylvania 15219 is hereby approved

There being no further actions to come before the Members, the Meeting was adjourned.


Assistant Secretary

