

Minutes of the Regular Board Meeting of the Urban Redevelopment Authority of Pittsburgh,
Wherrett Memorial Room, 13th Floor, John P. Civic Building, 200 Ross Street

October 12, 2017 – 2:00 P.M., E.S.T.

Members Present: Messrs. Acklin, Lavelle, Ferlo, Gainey, Mmes., Hall-Russell

Members Absent: None

Staff Present Messrs., Rubinstein, Cummings, Clark, Link, Short, Kaminski, Hobbes, Fedorek, Sausedo, Snipe, Summits, Mmes., Saladna, Bohince, Walker, Edwards, Meier, Healey, Wilhelm, and Schacht.

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

1. General

- a. The minutes of the Regular Board Meeting on September 14, 2017 were approved as written and previously distributed.

2. Announcements

- a. Mr. Rubinstein announced the passing of Bill Waddell, who worked for the City of Pittsburgh for 50 years.
- b. Mr. Rubinstein announced that last month in Toronto, Canada at the International Economic Development Council Annual Conference, the Authority was acknowledged with an international award for the Sustainable and Green Development of the East Liberty Station transit-oriented development. The award was presented to Mr. Rubinstein by Mike Langley, President of the International Economic Development Council.
- c. Mr. Rubinstein announced a reminder that on Monday, October 23, 2017, a park rededication ceremony will be held at 11:00 AM for the South Shore Riverfront Park.
- d. Mr. Rubinstein announced that the financing for the former Detective Building project has been finalized.

Mr. Acklin asked about the status of the Penn Circle two-way conversion. Mr. Rubinstein answered that a meeting had been held last week with Representative Gainey's office and the State Senator representing that district for support of a TRID grant application that has been sent to the State. He stated that engineering on the two-way conversion is well under way and has been funded through the East Liberty TRID.

- e. Mr. Rubinstein acknowledged Diamonte Walker, the Minority Women Business Enterprise Program Officer named one of Pittsburgh's Magazine "forty under forty" list.
- f. Mr. Rubinstein recognized Mr. Richard Snipe, Portfolio Manager of the Authority's Housing Department has been named Bloomfield/Garfield's Corporation's public service nominee of the year.
- g. Mr. Rubinstein acknowledged the Authority's staff that has been working on a high profile economic development opportunity.
- h. RFP's, RFQ's and Bids
 - i. Request for Proposals (RFP) for the redevelopment of five parcels along Perrysville Avenue in Perry South (Block 46-N, Lot 249, and Block 46-P, Lots 11, 12, 14, and 17, in the 25th Ward).
 - ii. Mr. Rubinstein announced that the Lexington Technology Park public meeting will be held on Thursday November 2, 2017 from 6:00 to 8:00 PM at Construction Junction. He stated that a reminder will be posted in the Authority's newsletter and notifications will be sent to the community by the State Representative's office and Council District office.

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

RESOLUTION 286 (2017)

RESOLVED: That the release of a Request for Proposals (RFP) for the redevelopment of five parcels along Perrysville Avenue in Perry South (Block 46-N, Lot 249, and Block 46-P, Lots 11, 12, 14, and 17, in the 25th Ward) is hereby approved.

3. Northside Properties Residences Phase I

- a. Issue Multifamily Financing Bonds in an amount not to exceed \$15 million.
- b. Rental Housing Development and Improvement Program (RHDIP) Loan Agreement with Northside Properties Residences I LLC in an amount up to \$500,000.00.

Mr. Rubinstein requested Board approval of the above items.

Mr. Tom Cummings, the Authority's Housing Director, stated that authorization is requested for official actions to issue tax exempt Multifamily Financing Bonds in an amount not to exceed \$15 million for the redevelopment of Northside Properties Residences Phase I, which entails the

acquisition and substantial rehabilitation of 75 affordable rental units situated in 43 scattered site buildings over 42 parcels located in the California-Kirkbride and Central Northside neighborhoods of the City of Pittsburgh.

Authorization is also requested to enter into a Rental Housing Development Improvement Program Loan (RHDIP) with Northside Properties Residences I LLC in an amount up to \$500,000.00 to provide combined construction/permanent financing for the redevelopment.

North Side Associates (NSA) currently owns 324 units located in 239 separate buildings spread out across the historic Northside. The units, which are a mix of 1, 2, 3, 4, and 5 bedroom townhouses and flats, were originally built between 1870 and 1910. Previously part of an Allegheny Housing Rehabilitation Corporation (AHRCO) project, the units were acquired by NSA in 1983. While moderate improvements have been made to the units over time, a full development-wide capital improvement plan has not taken place. In order to improve the condition of the units and extend the long-term affordability of the development, the principals are creating a phased plan for the preservation of all 324 units. This multi-phase plan includes historic renovations of the vast majority of the units and the new construction of some units in a later phase to replace obsolete units.

The principals of NSA will create new entities to purchase and redevelop, or replace, the 324 units in a phased approach, which is expected to last over the next eight (8) years. The project presented today represents the initial phase, consisting of the acquisition and historic rehabilitation of 75 units located within 43 buildings. Renovations will include new roofs, windows, flooring, appliances, and updated kitchens and bathrooms. Most of the units will be gutted and reframed. The approximate construction cost per unit is \$142,000.00. All units will be rented to households with incomes at or below 60% of the area median income (AMI) and eligible tenants will be supported with U.S. Department of Housing and Urban Development (HUD) Project Based Section 8 assistance.

The total development cost of the project is \$18,925,741.00. The permanent financing plan will include a \$7 million permanent first mortgage, 4% Low Income Housing Tax Credit (LIHTC) equity, federal Historic Tax Credit (HTC) equity, seller financing, interim income, URA Rental Housing Development and Improvement Program (RHDIP) loan, escrow transfer, capitalized interest and a deferred developer fee. It is anticipated that up to \$15 million in tax exempt bonds will be issued for construction financing, of which \$7 million will then be used for permanent financing.

The Application for Tax Exempt Volume Cap and 4% LIHTC application were submitted to the Pennsylvania Housing Finance Agency (PHFA) in July 2017. PHFA approval is anticipated in October 2017. Contingent upon the award of Volume Cap and 4% LIHTC's, the closing and construction start is planned for December 2017.

The current owner of the North Side Properties is a limited partnership called North Side Associates (NSA). The principal of NSA is an entity controlled by Mr. Robert Mistick. The Northside Coalition for Fair Housing (NCFH) is a majority limited partner of NSA. Northside

Properties Residences I LLC (NPRI), is the new phase one development entity that will be created to purchase and redevelop the phase one properties.

Details of the Development are as follows:

Borrower:	Northside Properties Residences I LLC
Managing Member:	Northside Properties Management LLC
Principals:	M. Robert Mistick Sarah A. Mistick
Development Consultant:	Ralph A. Falbo, Inc.

75 units located in 43 scattered site buildings in California-Kirkbride and Central Northside

Ward:	21 st and 25 th Wards
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Acquisition, preservation and historic rehabilitation of 75 affordable scattered site units.

Architect:	LGA Partners 1425 Forbes Avenue Suite 400 Pittsburgh, PA 15219
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General Contractor:	Mistick Construction 1300 Brighton Rd Pittsburgh, PA 15233
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Units and Rents:	1 BR, 15 Units, \$1,104 Average Rent 2 BR, 29 Units, \$1,290 Average Rent 3 BR, 25 Units, \$1,448 Average Rent 4 BR, 5 Units, \$1,591 Average Rent 5 BR, 1 Unit, \$1,795 Average Rent
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Total Development Costs:	\$18,925,741
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URA Financing Sources (Construction & Permanent):

RHDIP Loan	<u>\$ 500,000</u>	3%, 30-year term, 5-year deferral
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Subtotal	\$ 500,000
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Other Financing Sources:

First Mortgage – Citizens Bank	\$7,000,000
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LIHTC Equity (4% Credits)	\$6,215,487
Federal HTC Equity	\$2,177,437
Seller Note	\$2,028,797
Interim Income	\$ 395,665
Capitalized Interest	\$ 100,114
Escrow Transfer	\$ 99,066
Deferred Developer Fee	<u>\$ 409,175</u>
Subtotal	\$18,425,741

This project will preserve and substantially improve extremely valuable affordable housing resources in two Pittsburgh Northside neighborhoods. The level of improvements will greatly improve the quality of life of the low-income residents and will benefit the surrounding environment.

Real Estate Loan

Review Committee: To be presented at the October 11, 2017 Real Estate Loan Review Committee.

M/WBE Review: Approved on July 28, 2017.

Mr. Ferlo asked about previous bond issuance for other units that were a part of this project. Mr. Cummings stated that there had not been any bond issuance for this project, but the Board had previously approved an inducement resolution, which is a prerequisite to the issuance of bonds. Mr. Ferlo acknowledged Robert Mistick's hard work regarding this project.

Ms. Hall-Russell asked if these units were all currently occupied. Mr. Cummings answered that there is a small vacancy percentage in the units currently, and over the course of the eighteen-month construction period, current tenants will be temporarily relocated within the development. Mr. Cummings asked Robert Mistick, of Northside Properties Management LLC about the number of current vacancies. Mr. Mistick answered that there are 38 vacancies currently, and these vacancies will allow relocation of current tenants during the construction period. Mr. Mistick further stated that later phases of development may require a few individuals in higher income brackets to relocate due to the tax credits, but that they will be provided with consulting services to try to find ways to allow them to stay. Mr. Lavelle thanked Mr. Mistick for his hard work in insuring that this project could continue. Mr. Mistick thanked the Authority and everyone for their help with this project and their hard work. Shirley Rucker, of the Northside Coalition for Fair Housing, was present. Ms. Rucker thanked everyone who is involved in this project.

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

RESOLUTION NO. 287 (2017)

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$15,000,000 AGGREGATE PRINCIPAL AMOUNT OF MULTIFAMILY HOUSING REVENUE BONDS (NORTHSIDE PROPERTIES RESIDENCES I LLC) SERIES 2017 BY THE URBAN REDEVELOPMENT AUTHORITY OF PITTSBURGH, THE PROCEEDS OF WHICH SHALL BE LOANED TO NORTHSIDE PROPERTIES RESIDENCES I LLC, TO FINANCE (A) THE ACQUISITION AND REHABILITATION OF 75 HOUSING UNITS IN 43 BUILDINGS OVER 42 PARCELS, LOCATED IN PITTSBURGH, PENNSYLVANIA, INCLUDING, BUT NOT LIMITED TO, NEW ROOFS, WINDOWS, FLOORING, MECHANICAL SYSTEMS AND FINISHES, UPDATED KITCHENS AND BATHROOMS, REFRAMING, AND RENEWED EXTERIORS, (B) THE FUNDING OF ANY NECESSARY RESERVES, AND (C) THE PAYMENT OF ALL OR A PORTION OF THE COSTS OF ISSUANCE; PROVIDING FOR THE PLEDGE OF REVENUES FOR THE PAYMENT OF SUCH BONDS; AUTHORIZING A BOND FINANCING AGREEMENT APPROPRIATE FOR THE PROTECTION AND DISPOSITION OF SUCH REVENUES AND TO FURTHER SECURE SUCH BONDS; AUTHORIZING A TAX REGULATORY AGREEMENT, LAND USE RESTRICTION AGREEMENT AND AUTHORIZING OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS.

WHEREAS, the Urban Redevelopment Authority of Pittsburgh (the "Issuer"), by virtue of the Pennsylvania Urban Redevelopment Law, 35 P.S. §1701, *et seq.* (the "Act"), is authorized and empowered by the Act (a) to promote the health, safety and welfare of the inhabitants of the Commonwealth by encouraging the provision of healthful homes, a decent living environment and adequate places of employment for the people of the Commonwealth of Pennsylvania (the "Commonwealth"); (b) to issue its revenue bonds to accomplish the stated purpose of the Issuer, including, but not limited to, making mortgage loans to finance the construction and equipping or acquisition and rehabilitation of housing, or to refinance existing housing, which revenue bonds shall be payable solely from the revenues and security interest pledged therefore; (c) to enact this Resolution (the "Bond Resolution"); and (d) to execute and deliver the Bond Financing Agreement, the Land Use Restriction Agreement, the Tax Regulatory Agreement (as such terms are hereinafter defined) and all other documents, agreements and instruments to be executed by it, upon the terms and conditions provided therein; and

WHEREAS, the Issuer has determined and does hereby confirm that the financing of (a) the acquisition and rehabilitation of 75 housing units in 43 buildings over 42 parcels, located on the Northside of Pittsburgh, Pennsylvania (as further described on Exhibit A attached hereto), including, but not limited to, new roofs, windows, flooring, mechanical systems and finishes, updated kitchens and bathrooms, reframing, and renewed exteriors, (the "Housing Project") (b) the funding of any necessary reserves, and (c) the payment of all or a portion of the costs of issuance (collectively, the "Project"), and the Housing Project to be owned by Northside Properties Residences I LLC, a Pennsylvania limited liability company (the "Borrower"), will be in all respects for the benefit of the people of the Commonwealth, for the improvement of their health, safety, convenience, and economic welfare and for the enhancement of the opportunities for safe and sanitary housing and is a public purpose and that the Issuer, by assisting with the financing of the Project through the issuance of its Multifamily Housing Revenue Bonds (Northside Properties Residences I LLC), Series 2017 (the "Bonds"), in a total aggregate amount

of not to exceed \$15,000,000, will be acting in the manner consistent with and in furtherance of the provision of the Act; and

WHEREAS, the Project shall provide rental housing to low or moderate income individuals and families at low or moderate rental amounts as provided in the Land Use Restriction Agreement (defined below); and

WHEREAS, the Issuer is, by virtue of the laws of the Commonwealth, including the Act, authorized and empowered among other things, to secure the Bonds by a pledge and assignment of revenues and other documents, as provided for herein and to adopt this Resolution and execute the Bond Financing Agreement, the Land Use Restriction Agreement and the Tax Regulatory Agreement, all as hereinafter identified, and all other documents to be executed by it, upon the terms and conditions provided herein; and

WHEREAS, proposed forms of the following documents have been presented to the Issuer for approval in connection with the issuance, sale, and delivery of the Bonds:

1. A Bond Financing Agreement (the "Bond Financing Agreement"), by and among the Issuer, the Borrower and Citizens Bank of Pennsylvania, together with its successors and assigns, as purchaser of the Bonds (the "Bond Purchaser");
2. A Tax Regulatory Agreement and Non Arbitrage Certificate (the "Tax Regulatory Agreement"), by and among the Issuer, the Borrower and the Bond Purchaser; and
3. A Land Use Restriction Agreement (the "Land Use Restriction Agreement"), by and between the Issuer and the Borrower.

WHEREAS, in accordance with the applicable provisions of the Act, the Issuer proposes to enter into the Bond Financing Agreement, the Tax Regulatory Agreement and the Land Use Restriction Agreement and other ancillary documents contemplated thereby (collectively, the "Issuer Documents") in accordance with their respective terms; and

NOW, THEREFORE, BE IT RESOLVED by the Board of the Urban Redevelopment Authority of Pittsburgh (the "Board of Directors") that:

SECTION 1. Definitions. All defined terms used herein and not otherwise defined herein shall have the respective meanings given to them in the Bond Financing Agreement.

Any reference herein to the Issuer, or to any officers or members thereof, shall include those which succeed to their functions, duties or responsibilities pursuant to or by operation of law or who are lawfully performing their functions.

Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and the terms "hereof," hereby," "hereto," "hereunder," and similar terms, mean this Bond Resolution.

SECTION 2. Determination of Issuer. Pursuant to the Act, the Issuer hereby finds and determines that the Project to be financed with the proceeds of the Bonds consists of the acquisition and rehabilitation of housing and is consistent with and in furtherance of the provisions of the Act.

SECTION 3. Authorization of Bonds. It is hereby determined to be necessary to, and the Issuer shall, sell and deliver, as provided herein and pursuant to the authority of the Act, the Bonds for the purpose of assisting the Borrower with the financing of the Project, all in accordance with the provisions of the Bond Financing Agreement. The maximum amount of all Bonds to be outstanding, with respect to the Project, at any one time is not to exceed \$15,000,000.

SECTION 4. Terms and Execution of the Bonds. The Bonds shall be designated, shall be issued in the forms and denominations and shall be numbered, dated and payable as provided in the Bond Financing Agreement. The Bonds shall mature as provided in the Bond Financing Agreement, and have such terms, bear such interest and be subject to mandatory and optional redemption as provided in the Bond Financing Agreement; provided, however, that the Bonds shall have a maturity of not greater than twenty (20) years from the issue date and shall bear interest at a variable rate of interest calculated as set forth in the Bond Financing Agreement. The initial variable rate on the Bonds shall not exceed five percent (5.0%) per annum. The Bonds shall be executed on behalf of the Issuer by the manual or facsimile signature of the Chairman or Vice Chairman of the Board of Directors and attested by manual or facsimile signature of the Secretary or Assistant Secretary of the Board of Directors and the seal of the Issuer is authorized to be impressed, printed or otherwise reproduced on the Bonds. In case any member or officer whose signature or a facsimile thereof shall appear on the Bonds shall cease to be such member or officer before the issuance or delivery of the Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes, the same as if they had remained in office until after that time.

The form of the Bonds submitted to this meeting, with such changes therein as the officer(s) executing the same may approve is hereby approved, and when the same shall be executed on behalf of the Issuer by the appropriate members or officers thereof in the manner contemplated hereby and by the Bond Financing Agreement, shall represent the approved form of Bonds of the Issuer.

SECTION 5. Sale of the Bonds. In accordance with a request of the Borrower that the sale of the Bonds be made upon a negotiated basis, and subject to the parameters set forth in Section 4 hereof, the Bonds are hereby awarded to the Bond Purchaser at the purchase price and the terms and conditions to be described in the Bond Financing Agreement; provided that purchase price shall not be less than 100% nor more than 105% of the aggregate principal amount of the Bonds. The Executive Director of the Issuer is authorized and directed to make on behalf of the Issuer the necessary arrangements to establish the dates, location, procedures and conditions for the delivery of the Bonds to or at the order of the Bond Purchaser and to take all steps necessary to effect due execution and delivery to or at the order of the Bond Purchaser (or

temporary bonds delivered in lieu of definitive Bonds) until their preparation and delivery can be effectuated under the terms of this Bond Resolution and the Bond Financing Agreement.

SECTION 6. Arbitrage Provisions. The Issuer will, by entering in the Tax Regulatory Agreement, cause the Borrower to restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations existing as of the Closing Date, so that they will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended. The Chairman of the Board, Vice Chairman of the Board and Executive Director of the Issuer are each authorized and directed, alone or in conjunction with any of the foregoing or with any other officer, employee, consultant or agent of the Issuer, to deliver certificates for inclusion in the transcripts of proceedings for the Bonds, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to said Section 148 and regulations thereunder.

SECTION 7. Authorization of Issuer Documents and All Other Documents to be Executed by the Issuer. In order to better secure the payment of the principal of, premium, if any, and interest of the Bonds as the same shall become due and payable, the Chairman of the Board, the Vice Chairman of the Board, the Executive Director, General Counsel, Assistant General Counsel, Director of Finance and/or any other officer of the Issuer, or any one of them (each, an Authorized Officer, and collectively, the "Authorized Officers") is authorized and directed to execute, acknowledge and deliver in the name and on behalf of the Issuer, the Issuer Documents in substantially the forms submitted to the Issuer on the date hereof, which are hereby approved, with such changes therein not inconsistent with this Bond Resolution and not substantially adverse to the Issuer as may be permitted by the Act and approved by the Authorized Officer executing the same on behalf of the Issuer. The approval of such changes by said Authorized Officer shall be conclusively evidenced by the execution of such Issuer Documents by such officer.

The Authorized Officers, or any one of them, and the Secretary and Assistant Secretary are authorized to take any and all actions and to approve and/or execute such financing statements, assignments, certificates, agreements and other instruments deemed necessary or appropriate in connection with the issuance of the Bonds and the intent of this Bond Resolution. The Secretary or Assistant Secretary of the Board of Directors, or other appropriate officer of the Issuer, shall certify a true transcript of all proceedings had with respect to the issuance of the Bonds, along with such information from the records of the Issuer as is necessary to determine the regularity and validity of the issuance of the Bonds.

SECTION 8. Covenants of Issuer. In addition to other covenants of the Issuer in this Bond Resolution, the Issuer further covenants and agrees that it will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions contained in the Bonds and the Issuer Documents, and in all proceedings of the Issuer pertaining to the Bonds. The Issuer warrants and covenants that it is, and upon delivery of the Bonds, will be, duly authorized by the laws of the Commonwealth, including particularly and without limitation the Act, to issue the Bonds and to execute the related Issuer Documents and all other documents to

be executed by it, which documents provide for the security for payment of the principal of, premium, if any, and interest on the Bonds in the manner and to the extent herein and in the Bond Financing Agreement set forth; that all actions on its part for the issuance of the Bonds and execution and delivery of the Issuer Documents and all other documents to be executed by it in connection with the issuance of the Bonds, have been or will be duly and effectively taken; and that the Bonds will be valid and enforceable special, limited obligations of the Issuer according to the terms thereof. Each provision of the Bond Resolution, the Issuer Documents and each Bond, and all other documents to be executed by the Issuer in connection with the issuance of the Bonds, is binding upon Issuer and the officer of the Issuer as may from time to time have the authority under law to take such actions as may be necessary to perform all or any part of the duty required by such provision; and each duty of the Issuer and of its officers and employees undertaken pursuant to such proceedings for the Bonds is established as a duty of the Issuer and of each such officer and employee having authority to perform such duty.

SECTION 9. No Personal Liability. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Bond Resolution, or in any Bond, or in the Issuer Documents, or under any judgment obtained against the Issuer or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any officer as such, past, present, or future, of the Issuer, either directly or through the Issuer, or otherwise, for the payment for or to the Issuer or any receiver thereof, or for or to any holder of any Bond, or otherwise, of any sum that may be due and unpaid by the Issuer upon any of the Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Issuer or any receiver thereof, or for or to the owner or any holder of any bond, or otherwise, of any sum that may remain due and unpaid upon any Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Issuer Documents and the issuance of the Bonds.

SECTION 10. No Debt or Tax Pledge. The Bonds are limited obligations of the Issuer, payable solely from the revenues and other funds and money, if any, pledged and assigned under the Bond Financing Agreement. Neither the Issuer, the Commonwealth, nor any political subdivision thereof (except the Issuer, to the limited extent set forth in the Bond Financing Agreement) nor any public agency shall in any event be liable for the payment of the principal of, premium (if any) or interest on the Bonds, or for the performance of any pledge, obligation or agreement of any kind whatsoever except as set forth in the Bond Financing Agreement, and none of the Bonds or any of the Issuer's agreements or obligations shall be construed to constitute an indebtedness of or a pledge of the faith and credit of or a loan of the credit of or a moral obligation of any of the foregoing within the meaning of any constitutional or statutory provision whatsoever. The Issuer has no taxing power.

SECTION 11. Severability. If any section, paragraph or provisions of this Bond Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or

unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Bond Resolution.

SECTION 12. Sunshine Law. The Issuer hereby finds and determines that all formal actions relative to the adoption of this Bond Resolution were taken in an open meeting of the Issuer, and that all deliberations of the Issuer and of its committees, if any, which resulted in formal action, were in meetings open to the public, in full compliance with applicable legal requirements.

SECTION 13. Effective Date. This Bond Resolution shall take effect and be in force immediately upon its passage by the Issuer.

The undersigned hereby certifies that the foregoing Bond Resolution was duly adopted by at least a majority of the Board of Directors of the Issuer on October ____, 2017.

EXHIBIT A

The Housing Project will be located on 42 parcels, all in Allegheny County, Pennsylvania in the 15212 and 15214 zip codes of the City of Pittsburgh, as follows:

521 ARMANDALE ST	1706 BRIGHTON PL	1008 LAMONT ST
608 ARMANDALE ST	1707 BRIGHTON PL	1530 MARQUIS WAY
1520 BRIGHTON PL	1740 BRIGHTON PL	1712 MARQUIS WAY
1521 BRIGHTON PL	1416 BUENA VISTA ST	1737 McCULLOUGH ST
1534 BRIGHTON PL	842 CALIFORNIA AVE	1010 MORRISON ST
1600 BRIGHTON PL	856 CALIFORNIA AVE	1027 MORRISON ST
1603 BRIGHTON PL	918 CALIFORNIA AVE	1930 SEDGWICK ST
1604 BRIGHTON PL	627 CHAUTAUQUA ST	1225 SHERMAN AVE
1611 BRIGHTON PL	635 CHAUTAUQUA ST	1910 ST IVES ST
1615 BRIGHTON PL	1527 GARFIELD AVE	411 - 413 N TAYLOR AVE
1616 BRIGHTON PL	214 JACKSONIA ST	512 N TAYLOR AVE
1617 BRIGHTON PL	403 JACKSONIA ST	514 N TAYLOR AVE
1701 BRIGHTON PL	616 JACKSONIA ST	710 N TAYLOR AVE
1704 BRIGHTON PL	1006 LAMONT ST	714 N TAYLOR AVE

RESOLUTION NO. 288 (2017)

RESOLVED: That a loan to Northside Properties Residences I LLC for the Northside Properties Residences Phase I redevelopment, for an amount not to exceed \$500,000.00, payable from the Rental Housing Development and Improvement Program (RHDIP), is hereby approved, and the Executive Director or Director of Finance, 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 same and affix the seal of the Authority thereto.

4. Crawford Square

- a. Issue Multifamily Financing Bonds in an amount up to \$36 million.
- b. Execute Loan Agreement(s) with the Crawford 123, L.P. in the aggregate amount of up to \$14,764,871.00.

Mr. Rubinstein requested Board approval of the above items.

Mr. Cummings stated that authorization is requested for official action to issue Multifamily Financing Bonds in an amount not to exceed \$36 million for the refinancing and affordable housing preservation of three (3) mixed income rental phases of Crawford Square. Crawford Square is a highly successful mixed income rental and for-sale housing community in the Hill District. The current rental portion of the development (348 total units) is comprised of three separate phases. Of the 348 units, 154 (44%) units are market rate units and 194 (56%) units are Low Income Housing Tax Credit ("LIHTC") units rented to households with incomes at or below 50% and 60% of area median income ("AMI"). The initial LIHTC compliance period for Phase I expired in 2009, Phase II in 2010, and Phase III in 2014. In order to preserve the affordable units, the City of Pittsburgh, ("HACP") worked with McCormack Baron Salazar ("MBS") which controls the general partner of all three (3) phases to develop a financing plan to maintain the current affordability mix for the long term.

Authorization is also requested to enter into the above-mentioned loan agreement(s) with Crawford 123, L.P. to provide permanent financing for the redevelopment. The loan funds were previously disbursed to the prior owner(s) and will be assumed by the new borrower, Crawford 123, L.P.

AIG Affordable Housing affiliate was the Limited Partner in each of the three Crawford Square limited partnerships. In August 2016, AIG's limited partnership ownership interests were acquired by the developer. The new owner plans to re-syndicate all phases of the project through the use of tax exempt financing, 4% LIHTC program, and the subordination of existing debt held by the Pennsylvania Housing Finance Agency ("PHFA"), the Authority ("URA") and an affiliate of the Housing Authority of the City of Pittsburgh, Allies & Ross Management and Development Corporation ("ARMDC"). This re-syndication, involving a moderate rehabilitation of the existing units is anticipated to occur in late 2017. The scope of work includes updating

mechanical systems and appliances with a focus on making the property more sustainable and energy efficient. The re-syndication will provide for an additional 30 years of affordability for the development.

The Initial Application for Tax Exempt Volume Cap and the 4% Low Income Housing Tax Credit application were submitted to PHFA in July 2017. PHFA approval is anticipated in October 2017. Additionally, the applicant has submitted a 223(f) FHA insurance application to the U.S. Department of Housing and Urban Development ("HUD"). The closing is planned for the fourth quarter of 2017.

Details of the Development are as follows:

Borrower: Crawford 123, L.P.

Managing General Partner: MBS Crawford, Inc.

Co-General Partner: ARMDC-Crawford, Inc.

Location: 347 units located in 40 residential buildings
Crawford Roberts neighborhood

Ward: 3rd Ward

Description: Acquisition, preservation and rehabilitation of 347 mixed income rental units.

Architect: Renaissance 3 Architects
48 S 14th St
Pittsburgh, PA 15203

General Contractor: Mistick Construction
1300 Brighton Rd
Pittsburgh, PA 15233

Units and Rents: There will be 347 units in Crawford Square. There are currently 348; two one-bedroom units will be combined to create one UFAS-compliant three-bedroom unit.

Bedroom	Sq. Ft.	Average Rent	Mkt	60%	50%	Total
1	666-703	\$675-\$1,160	47	63	25	135
2	816-1154	\$689-\$1,517	90	77	19	186
3	1206-1420	\$796-\$1,891	16	8	2	26
Total			153	148	46	347

Total Development Costs: \$64,791,627

URA Financing Sources (Construction & Permanent):

URA – Various Sources	<u>\$14,764,871</u>	(Existing debt)
Subtotal	\$14,764,871	

Other Financing Sources:

First Mortgage –		
Gershman 221(d)(4)	\$26,467,000	
Second Mortgage - PHFA Penn HOMES	\$ 1,181,496	(Existing debt)
Fourth Mortgage - ARMDC	\$ 7,994,993	
LIHTC Equity (4%) - RBC	\$ 9,235,233	
GP Contribution	\$ 100	
Deferred Developer Fee	\$ 3,000,000	
Current Reserves	\$ 802,582	
Operating Income	\$ 1,033,556	
Unpaid, Accrued Interest	<u>\$ 311,796</u>	
Subtotal	\$50,026,756	

Program Benefit: Project will preserve and improve extremely valuable affordable housing resources in the Hill District.

M/WBE Review Committee: Plan is under review

Mr. Lavelle thanked the Mayor for his involvement with this project. Mr. Ferlo asked about relocation issues. Mr. Cummings answered that this project must be completed within a two-year period. He stated that the scope of work for this project should allow each unit to be completed within two to three months. Mr. Cummings stated that McCormack Baron Salazar had planned ahead for this project by allowing 36 units to become vacant, which will allow for on-site relocation during construction, after which tenants will be returned to their former units. Mr. Ferlo asked if notification was sent to current tenants of this project. A representative of the developer was in attendance, and answered in the affirmative.

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

RESOLUTION NO. 289 OF 2017

**A Resolution - Authorizing and Approving the Financing for
Crawford Square Project and Approving The Issuance of Bonds to
Finance the Costs Thereof.**

October 12, 2017

WHEREAS, the Urban Redevelopment Authority of Pittsburgh (the "Authority") is a body corporate and politic constituting a public instrumentality of the Commonwealth of Pennsylvania (the "Commonwealth"), created under and pursuant to the Pennsylvania Redevelopment Law, as amended, 35 P.S. §§ 1701, *et seq.* (the "Act"); and

WHEREAS, the Authority is authorized pursuant to the Act to, among other things, develop, acquire, lease and operate low-rent housing and to issue bonds in connection therewith; and

WHEREAS, the Authority has determined to rehabilitate the existing Crawford Square Apartments (the "Project") located at various addresses in the 3rd Ward, in the City of Pittsburgh (the "City"), Pennsylvania, which upon completion will consist of 347 residential rental units comprised of a combination of market rate units and units affordable to households with incomes at or below 60% of the area median income; and

WHEREAS, the Project will be owned by Crawford 123, L.P., a Missouri limited partnership (the "Borrower"), whose members will include MBS Crawford, Inc., a Missouri corporation; ARMDC-Crawford, Inc., a Pennsylvania corporation; and RBC Tax Credit Equity, LLC or an affiliate thereof, the Project's low-income housing tax credit investor; and

WHEREAS, in order to facilitate the Project, the Authority has determined to issue one or more series of its revenue bonds (the "Bonds") pursuant to a trust indenture (the "Indenture") between the Authority and a trustee signatory thereto (the "Trustee"), and will loan the net proceeds of the Bonds to the Borrower pursuant to a loan agreement (the "Loan Agreement") between the Authority and the Borrower, to pay all or a portion of the costs of the Project; and

WHEREAS, the Bond proceeds will be used to make a loan to the Borrower to permit it to undertake the Project and pay certain other costs associated with the Project and the financing thereof as further set forth in the Indenture, including (a) the payment or reimbursement of the costs of the acquisition and rehabilitation of the Project; (b) the funding of any capitalized interest on the Bonds, if necessary; (c) the funding of a debt service reserve fund for the Bonds, as applicable; and (d) the payment of a portion of the costs associated with the issuance of the Bonds, as applicable; and

WHEREAS, as further security for the Bonds, the Authority will cause certain of its rights under the Loan Agreement to be assigned to the Trustee concurrently with the issuance of the Bonds; and

WHEREAS, in connection with the offering and sale of the Bonds, the Authority will enter into a bond purchase agreement (the “**Bond Purchase Agreement**”) by and among the Authority, PNC Capital Markets, LLC (the “**Underwriter**”), and the Borrower pursuant to which the Underwriter will offer to purchase the Bonds upon the terms and conditions set forth therein; and

WHEREAS, the Bonds may be offered for sale pursuant to a preliminary official statement (the “**Preliminary Official Statement**”) and an official statement (the “**Official Statement**”); and

WHEREAS, the Project will constitute a qualified residential rental project pursuant to the requirements of the Internal Revenue Code of 1986, as amended (the “**Code**”); and

WHEREAS, the Authority as the issuer of the Bonds must comply with certain provisions of the Code, which require the Authority to conduct a public hearing (pursuant to the requirements of the Tax Equity and Fiscal Responsibility Act (TEFRA) of 1982) regarding the Project and publish adequate notice thereof in accordance with the provisions of section 147 of the Code; and

WHEREAS, said public hearing required under section 147(f) of the Code, regarding the Project took place on September 29, 2017; and

WHEREAS, the Authority now desires to authorize and approve the Project, the issuance, execution and delivery of the Bonds in connection therewith, and the execution and delivery of the Indenture, the Loan Agreement, the Bond Purchase Agreement, and such other instruments and documents as shall be necessary or appropriate to effectuate the purposes of this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority (the “**Board**”) as follows:

Section 1. Approval of Development and the Issuance of the Bonds. The Authority hereby authorizes and approves the undertaking of the Project and the issuance of the Bonds to finance all or a portion of the costs of the Project. The Bonds shall be designated “Urban Redevelopment Authority of Pittsburgh Revenue Bonds, Series of 2017 (Crawford Square Apartments Project)”, or some similar designation, and shall be issued in one or more series and secured pursuant to the Indenture in an aggregate principal amount not to exceed \$36,000,000. The Bonds shall bear interest at variable or fixed rates of interest and shall contain such other terms and conditions as provisions as Bond Counsel and counsel to the Authority and the Authorized Officer of the Authority executing such Bonds shall approve, such approval to be conclusively evidenced by such officer’s execution thereof.

Section 2. Approval of the Indenture. The Authority hereby authorizes and approves the execution and delivery of the Indenture by and between the Authority and the Trustee, containing such terms and provisions as Bond Counsel and counsel to the Authority and the Authorized Officer of the Authority executing the Indenture shall approve, such approval to be conclusively evidenced by such officer’s execution thereof.

Section 3. Approval of the Loan Agreement. The Authority hereby authorizes and approves the execution and delivery of the Loan Agreement, containing such terms and provisions as counsel to the Authority and the Authorized Officer of the Authority executing the Loan Agreement shall approve, such approval to be conclusively evidenced by such officer's execution thereof.

Section 4. Sale of the Bonds; Approval of the Bond Purchase Agreement.

(a) The Authority hereby authorizes and approves the sale of the Bonds to the Underwriter. The Bonds shall be sold to the Underwriter at such rates and on such terms and conditions as are set forth in the Bond Purchase Agreement relating to the Bonds. The Bond Purchase Agreement shall be approved by the Executive Director prior to the acceptance of such rates, terms and conditions, and the execution of such Bond Purchase Agreement by the Authority.

(b) The Authority hereby authorizes and approves the execution of the Bond Purchase Agreement containing such terms and provisions as Bond Counsel and counsel to the Authority and the Authorized Officer of the Authority executing the same shall approve, such approval to be conclusively evidenced by such officer's execution thereof.

Section 5. Approval of the Preliminary Official Statement and the Official Statement.

(a) The preparation and distribution of the Preliminary Official Statement by the Underwriter in connection with the sale of any Bonds is hereby approved. The Executive Director is hereby authorized to certify to the Underwriter that the Preliminary Official Statement, as approved, is deemed final within the meaning of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12").

(b) The distribution of the Official Statement by the Underwriter is hereby approved. The Executive Director is hereby authorized to execute a final Official Statement with such changes therein as are necessary or appropriate to reflect the final terms of any Bonds and such other changes from the Preliminary Official Statement as such Authorized Officer of the Authority may approve upon advice of counsel to the Authority, the authorization of such changes to be evidenced by the execution of the Official Statement by the Executive Director. The Official Statement is hereby deemed final and complete within the meaning of Rule 15c2-12. After the execution of the Official Statement on behalf of the Authority, such Official Statement is authorized to be distributed in connection with the sale of the Bonds.

Section 6. Direction to Authorized Officers.

(a) For purposes of this Resolution, the Executive Director of the Authority shall be deemed to be an "Authorized Officer."

(b) The Board hereby authorizes and directs the Authorized Officer to negotiate, execute and deliver the Bonds, the Indenture, the Loan Agreement, the Bond Purchase

Agreement, and, subject to the approval thereof by counsel to the Authority, to negotiate, execute and deliver any other document, agreement, instrument or certificate required to be executed by the Authority in connection with the issuance of the Bonds, and such execution and delivery shall be conclusive evidence of the approval thereof by the Board.

(c) The Board hereby authorizes and directs the Secretary of the Authority to affix and attest the seal of the Authority to any document as required, and to attest the signature of any Authorized Officer where required.

Section 7. Further Action. The Authorized Officer is hereby authorized and directed to take such actions and execute such other documents, certificates or filings as may be necessary or appropriate to effectuate the matters contemplated hereby, to implement and complete the Project, to issue and sell the Bonds, or to otherwise effectuate the purposes of this Resolution.

Section 8. Prior Actions. All actions heretofore taken and all documents and instruments heretofore executed by the Authorized Officer or his designee on behalf of the Authority in connection with the Project and the Bonds are hereby ratified and approved.

Section 9. Limitation of Liability of Authority and Officials of the Authority. Notwithstanding anything to the contrary contained herein or in any other document executed in connection with the issuance and sale of the Bonds (collectively, the "Bond Documents"), the Bonds shall be limited obligations of the Authority payable solely out of revenues derived from the Loan Agreement, any amounts, including proceeds of the sale of the Bonds, held by the Trustee for the benefit of the holders of the bonds (but subject to the provisions of the Indenture) and from any other collateral as may now or hereafter be given to secure the payment of Bonds; no other property or assets of the Authority shall be subject to levy, execution or other enforcement proceedings for any payment required to be made with respect to the Bonds or under the Bond Documents or for the performance of any of the Authority's covenants, obligations or agreements contained in any Bond Documents. No covenant, obligation or agreement contained in this Resolution or any Bond Documents shall be deemed to be a covenant, obligation or agreement of any board member, officer, attorney, agent or employee of the Authority in his or her individual capacity and neither the board members of the Authority nor any officer executing the Bonds or any Bond Documents shall be liable personally on the Bonds or such Bond Documents or be subject to any personal liability by reason of the issuance, execution and/or performance thereof.

Section 10. Effective Date of Resolution. This Resolution shall take effect immediately.

RESOLUTION NO. 290 (2017)

RESOLVED: That a loan to Crawford 123, L.P for permanent financing for the Crawford Square redevelopment, for an amount not to exceed \$14,764,871.00, payable from various sources, is hereby approved, and the Executive Director or Director of Finance, 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 same and affix the seal of the Authority thereto.

5. Bedford Dwellings/Middle Hill District - Choice Neighborhood Planning

- a. Reimbursement of up to \$32,806.00 to the City of Pittsburgh for the completion of a historic survey for a portion of the Middle Hill District neighborhood.

Mr. Rubinstein requested Board approval of the above item.

Mr. Cummings stated that in June 2016, a \$500,000.00 Choice Neighborhoods Initiative ("CNI") planning grant was awarded by the U.S. Department of Housing and Urban Development ("HUD") for planning work on the Bedford Dwellings public housing community and the Middle Hill District neighborhood. The planning has been underway since then. Neighborhood organizations, residents and many other stakeholders have been involved with developing a comprehensive approach to neighborhood transformation based on three core goals: housing, neighborhood, and people.

1. Housing Revitalize severely distressed public and/or assisted housing;
2. People Support positive outcomes for resident's health, safety, employment, mobility and education;
3. Neighborhood - Create viable, thriving neighborhoods.

The Housing Authority of the City of Pittsburgh ("HACP") and the City of Pittsburgh ("City") were the applicants for the grant. Trek Development is serving as the Planning Coordinator. The URA is the lead entity for the neighborhood portion of the plan.

To facilitate the HUD 24 CFR Part 58 environmental review process, the Commonwealth of Pennsylvania State Historic Preservation Office ("SHPO") has recommended that a historic survey be performed for the Middle Hill district including the CNI planning area. Authorization is requested to expend up to \$32,806.00 for the completion of this survey pursuant to a Tri-Party Agreement dated April 6, 2016 among the City, HACP, and the URA. This agreement gives the City the ability to perform required historic review services. The City of Pittsburgh previously worked with Michael Baker to perform such work. The City will manage the contract with Michael Baker for the Middle Hill District historic survey. The Authority will reimburse the City in accordance with the Tri-Party Agreement. The source of funds will be Hill District City and/or CDBG funds. The URA funds expended will be considered the URA's match for the Bedford Choice CNI planning effort.

Mr. Ferlo stated that he was concerned about the amount of funding being used for historic surveys. Mr. Cummings stated that this survey will facilitate federal approvals when they are needed to expend funds for various Hill District projects. Mr. Ferlo asked about completion of this project. Mr. Cummings answered that the historical surveys will take several months to complete.

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

RESOLUTION NO. 291 (2017)

RESOLVED: That reimbursement of the City in the amount of \$32,806.00 for the completion of a historic survey as part of the U.S. Department of Housing and Urban Development (HUD) 24 CFR Part 58 environmental review process, pursuant to a Tri-Party Agreement among the City, the Housing Authority of the City of Pittsburgh, and the Authority dated April 6, 2016 (Resolution 168 (2016)), payable from Hill District City and/or CDBG funds, is hereby approved.

6. Fairywood – Chartiers Valley Industrial Park

- a. Exclusive negotiations with Fourth River Development, LLC, and Jim Genstein, or another entity to be formed, for a period of 90 days, with a possible 90-day extension, for the sale of Block 70-E, Lots 300 and 325, and Block 107-H, Lot 100, in the 28th Ward.

Mr. Rubinstein requested Board approval of the above item.

Mr. Nathan Clark, Acting Real Estate Director stated that authorization is requested to enter into exclusive negotiations with Fourth River Development, LLC, and Jim Genstein, or another entity to be formed, for the sale of vacant land located at Broadhead Fording Road and 3520-3550 Mazette Place. Located in the Fairywood neighborhood of the City, the site contains approximately 25.28 acres, including approximately 18 acres that are developable. Previously, the site was home to the Broadhead Manor Housing Development, owned and operated by the Housing Authority of the City of Pittsburgh (HACP). A large portion of Broadhead Manor was vacant or had been previously demolished when it sustained unrecoverable flood damage during Hurricane Ivan, resulting in total condemnation in 2004. The URA acquired the site from HACP in 2011, remediated and demolished the buildings, removed the foundations, and had the property rezoned to create an extension of the Chartiers Valley Industrial Park with plans to accommodate Class A flex industrial space.

The URA issued a rolling Request for Proposals in March 2017, and received a proposal from Fourth River Development on April 27, 2017, that proposed a phased development of the entire site. URA staff worked to create a development schedule for redevelopment of the site, and Fourth River Development and Jim Genstein submitted a revised proposal on September 18, 2017. The Redeveloper plans to redevelop the property into a new Class A/flex warehouse

development consisting of three new buildings totaling approximately 327,500 square feet of space over a period of approximately five years. The terms of the contemplated agreement call for the Redeveloper to complete site preparation for the entire site and to construct the first building, with Buildings 2 and 3 to follow based on the timeline set forth in the development schedule. If the Redeveloper does not complete its Building 2 or 3 obligations as set forth in the development schedule, the URA will have the right to reacquire the remaining land within the site. Total project costs are estimated to be \$20.7 million.

The exclusive negotiation period would be for 90 days with the option of extending this period for an additional 90 days at the discretion of the Executive Director.

Fourth River Development, LLC, is a Limited Liability Corporation with a mailing address of 5168 Campbells Run Road, Suite 204 Pittsburgh, PA 15205. John Watson and Pat Morosetti are principals. Jim Genstein is an individual, with a mailing address of 520 E. Main Street #210, Carnegie, PA 15106.

Mr. Acklin acknowledged the developers and their hard work on this project. Mr. John Watson, of Fourth River Development, LLC, was present. Mr. Watson thanked the Authority for the opportunity in moving forward with this project. He stated that they would need to utilize the entire site to develop the three buildings planned for this project. He stated that they believe the current market needs this type of space. He stated that they had prior communication with nearby residents and received positive feedback. Ms. Hall-Russell asked when the communication with the residents had taken place. Mr. Watson answered that it was four or five years ago, and that they would be in contact with the residents again to review the current plan. Mr. Ferlo asked about the stability of the hillside on the property. Mr. Watson stated that it would be reviewed and addressed through the development. Mr. Ferlo asked if the existing roadway was from prior infrastructure. Mr. Watson answered yes. Mr. Ferlo stated that this is an exciting project and a great site.

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

RESOLUTION NO. 292 (2017)

RESOLVED: That exclusive negotiations with Fourth River Development, LLC, and Jim Genstein, or another entity to be formed for the sale of Block 70-E, Lots 300 and 325, and Block 107-H, Lot 100, in the 28th Ward, for a period of ninety (90) days, with a possible ninety (90) day extension at the discretion of the Executive Director are hereby approved.

7. Scattered Sites

- a. Engagement of Mackin Engineering Company for Engineering Services for various projects throughout the City of Pittsburgh for an amount up to \$150,000.00.

- b. Engagement of ms consultants, inc. for Engineering Services for various projects throughout the City of Pittsburgh for an amount up to \$150,000.00.
- c. Engagement of The Gateway Engineers, Inc. for Engineering Services for various projects throughout the City of Pittsburgh for an amount up to \$150,000.00.

Mr. Rubinstein requested Board approval of the above items.

Mr. Marty Kaminski, Director of Engineering and Construction stated that authorization is requested to enter into agreements for engineering services with Mackin Engineering Company, ms consultants, inc. and The Gateway Engineers, Inc., respectively. The URA solicited proposals from twelve firms to provide geotechnical, structural, civil, electrical engineering and sustainability planning/management services for various projects throughout the City of Pittsburgh. These firms were selected to submit a proposal based on their qualifications previously submitted to the Engineering and Construction Department via the Request For Qualifications that was issued in March, 2014. Additionally, the RFP was posted on the URA website. Fourteen proposals were received and reviewed by Engineering and Construction staff. Based upon this review, three firms have been selected to provide engineering services on an as needed basis:

Funding for this Agreement will be from various sources based on the project(s).

Mackin Engineering Company is located at RIDC Park West, 117 Industry Drive, Pittsburgh, PA 15210, and Mr. Thomas Riester is the President.

ms consultants, inc. is located at Airport Office Park 4, 333 Rouser Road, Coraopolis, PA 15108, and Mr. Donald Killmeyer is the Project Director.

The Gateway Engineers, Inc. is located at 100 McMorris Road, Pittsburgh, PA 15205, and Mr. Daniel S. Deiseroth is the Executive Vice President.

Mr. Ferlo asked if these firms were separate from the firms hired for environmental work. Mr. Kaminski answered in the affirmative. Mr. Ferlo asked for the total firms selected for this type of work. Mr. Kaminski stated that the three-selected today would bring the total to five firms. Mr. Gainey had asked how many of these firms were MWBE firms. Mr. Kaminski answered that none of these firms were MWBE's themselves, but that each had proposed to work with a team including multiple MWBE subcontractors. Mr. Ferlo asked if any MWBE firms responded to the Authority's RFP. Mr. Kaminski answered yes, one MBE firm and two WBE firms. Ms. Hall-Russell asked if any of the MWBE firms could have qualified as a prime contractor. Mr. Kaminski answered that the MWBE firms that had submitted to work as prime contractors did not have the capacity to act as primes for the work that will be needed. Ms. Diamonte Walker, MWBE Program Officer for the Authority, outlined the many steps taken by the URA to obtain greater MWBE participation in response to this RFP. Mr. Ferlo asked about a timeline for each contract. Mr. Kaminski answered that the firms would be used until the funding was gone or the contracts

would be amended if needed. Mr. Lavelle suggested holding an Executive Session to discuss the MWBE program.

Upon a motion to approve by Mr. Lavelle, seconded by Mr. Gainey the following resolutions were adopted by those present, except for Mr. Ferlo, who abstained:

RESOLUTION NO.293 (2017)

RESOLVED: That engagement of Mackin Engineering Company for Engineering Services for various projects throughout the City of Pittsburgh, for an amount not to exceed \$150,000.00, payable from various sources, is hereby approved, and the Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute an agreement therefor, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto:

RESOLUTION NO.294 (2017)

RESOLVED: That engagement of ms consultants, inc. for Engineering Services for various projects throughout the City of Pittsburgh, for an amount not to exceed \$150,000.00, payable from various sources, is hereby approved, and the Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute an agreement therefor, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto:

RESOLUTION NO.295 (2017)

RESOLVED: That engagement of The Gateway Engineers, Inc. for Engineering Services for various projects throughout the City of Pittsburgh, for an amount not to exceed \$150,000.00, payable from various sources, is hereby approved, and the Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute an agreement therefor, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto:

8. Executive

- a. Appointment of a slate of firms to provide diversity, equity, inclusion, and training services.

Director's Report

In August 2017, the URA issued a Request for Qualifications for firms to provide training, guidance for ongoing institutional self-assessment post-training, and other tools to assist the URA in ensuring that the values of equitable development are integrated into the URA's internal workplace culture and external interactions with the communities we serve.

Background

In July 2015, the URA established a Social Equity Working Group to help integrate these principles throughout the URA’s culture and activities. Since that time, and largely due to the work of this group, the URA has begun to take concrete steps to accomplish this goal (including the retention of Exstare Federal Services Group, LLC, to analyze the URA’s existing practices and provide practical recommendations and the creation of the MWBE Program Officer position).

Goals

At this point, the URA seeks to appoint a slate of firms to provide a broad array of services to the URA over the next few years. The URA’s goals include:

- Establishing and implementing internal processes and procedures to ensure diverse representation within all levels of the URA;
- Shifting the URA’s organizational culture to fully tackle a range of social justice issues impacting its economic development activities;
- Addressing economic disparities and institutionalized barriers experienced by residents of color and other marginalized groups in Pittsburgh; and
- Improving public perception of the accessibility and transparency of the URA.

Slate

In response to the RFQ, the URA received seventeen responses from firms and organizations based in Pittsburgh and across the country. A selection committee comprised of URA staff from the URA’s Social Equity Working Group and others reviewed the responses and recommends the selection of the following firms to a slate for a period of four years:

FIRM	PRINCIPAL(S)	ADDRESS
BMe Networks, Inc.	Trabian Shorters	Miami, FL
Carlow University	Sandi DiMola, JD	Pittsburgh, PA – Oakland
Culturally Connected Educational Consultants, LLC	Dr. Paul D. Spradley Dr. Eva J. Allen	Pittsburgh, PA – Carrick and Wilkinsburg
Cook Ross Inc	Dr. Johnnetta Cole	Silver Spring, MD
Exstare Federal Services Group, LLC	Nancy West	Alexandria, VA

Good and Pinchback	Megan Good Allyce Pinchback	Pittsburgh, PA – South Side and Northside
Government Alliance on Race and Equity	Shawna Davie	New York, NY
HR&A Advisors	Andrea Batista Schlesinger	New York, NY
I Dream a World, LLC	Deidra L. Washington, CPM, SFW	Pittsburgh, PA – Hill District
Inclusant, LLC	Anupama Jain, PhD	Pittsburgh, PA - Lawrenceville
River Development Corporation	Cheryl R. McAbee, JD	Pittsburgh, PA – Fairywood
The Good Peoples Group	Liana Maneese	Pittsburgh, PA - Oakland
Unity Consultants/Denmark Sussex, LLC	Fred W. Brown	Pittsburgh, PA – Homewood
Urban Kind Institute	Dr. Jamil Bey	Pittsburgh, PA – Knoxville

Depending upon expertise, firms on the slate will be invited to respond to a request for proposal as services are needed. The bid responses will be evaluated according to criteria such as fee, support of URA MBE/WBE strategy, and specific qualifications and/or factors pertinent to the scope of services contemplated.

Ms. Hall-Russell stated that this was a good process and she was impressed with the proposals submitted. Mr. Rubinstein stated that this is adoption of a slate of firms and does not guarantee that any particular firm will receive work. Mr. Acklin stated that Anupama Jain, Ph.D., of Inclusant, LLC, is a part-time employee of the City. Ms. Walker stated that the majority of the firms selected for the slate are MWBE's.

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

RESOLUTION NO. 296 (2017)

RESOLVED: That acceptance of the following slate of firms to provide diversity, equity, inclusion, and training services is hereby approved:

- BMe Networks, Inc.
- Carlow University
- Culturally Connected Educational Consultants, LLC
- Cook Ross
- Exstare Federal Services Group, LLC
- Good and Pinchback
- Government Alliance on Race and Equity
- HR&A Advisors
- I Dream a World, LLC
- Inlusant, LLC
- River Development Corporation
- The Good Peoples Group
- Unity Consultants/Denmark Sussex, LLC
- Urban Kind Institute

AGENDA "B"

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

1. **Hill District ISR**
 - a. Amendment of agreement with Department of Community & Economic Development (DCED) Industrial Sites Reuse (ISR) Program grant for Lower Hill environmental assessment work by up to \$116,622.00 for a total amount of \$200,000.00.

RESOLUTION NO. 297 (2017)

RESOLVED: That amendment of the Grant Agreement with the Department of Community & Economic Development (DCED) Industrial Sites Reuse (ISR) Program, dated June 9, 2016 for an increase of up to \$116,622.00 for Lower Hill environmental assessment work, for a total Agreement amount not to exceed \$200,000.00, is hereby approved, and the Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute an amendment therefor, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

2. Lawrenceville

- a. Amendment of Resolution 182 of 2017 (\$30,000.00 grant to Lawrenceville Corporation for development of the Sociable City Brand pilot program) to change the funding source from "2012 City Bond Funds" to "Mainstreet City Bond, CDBG or Paygo funds.

RESOLUTION NO. 298 (2017)

RESOLVED: That Resolution No. 182 (2017) is hereby amended to change the funding source from "2012 City Bond Funds" to "Mainstreet City Bond, CDBG or Paygo" funds.

3. Manchester

- a. Certificate of Completion for Bidwell Presbyterian Church, for Block 22-L, Lots 320, 321, 330, 331 and 337 in the 21st Ward, and authorization to return the Good Faith Deposit (expansion of existing parking area).

RESOLUTION NO. 299 (2017)

RESOLVED: That issuance of a Certificate of Completion to Bidwell Presbyterian Church for Block 22-L, Lots 320, 321, 330, 331 and 337, in the 21st Ward, and return of the Good Faith Deposit (expansion of existing parking area).are hereby approved, and the Executive Director or the Director of Finance, 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.

- b. South Side Slopes
 1. Certificate of Completion for Milan Enterprises, LP for Block 12-P, Lots 92, 96, and 106 in the 17th Ward, and authorization to return the Good Faith Deposit (21st and Josephine Streets).

RESOLUTION NO. 300 (2017)

RESOLVED: That issuance of a Certificate of Completion to Milan Enterprises, LP for Block 12-P, Lots 92, 96, and 106, in the 17th Ward, and return of the Good Faith Deposit (21st and Josephine Streets). are hereby approved, and the Executive Director or the Director of Finance, 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.

4. Wire Transfers/Check Signers

- a. Amendment of Resolution No. 284 of 2015 by inserting a new subparagraph A as follows:

“All accounts of this Corporation – any two of the following: one of which is to be one of the following: Executive Director, Acting Executive Director, Housing Director, or Chairperson of the Board of Directors and the other signature to be that of one of the following: Vice Chairperson, Treasurer, Senior Counsel/Senior Legal Counsel, or Finance Director; excepting the accounts designated “Contractor’s Disbursement Account” and “PHRP Disbursement Account” and the “HOME Disbursement Account” which shall require only one signature to be one of the following: Senior Counsel/Senior Legal Counsel, Executive Director, Acting Executive Director, Chairperson, Housing Director, or Finance Director.”

RESOLUTION NO. 301 (2017)

RESOLVED: That Resolution No. 284 (2015) is hereby amended to insert a new subparagraph A as follows:

“All accounts of this Corporation – any two of the following: one of which is to be one of the following: Executive Director, Acting Executive Director, Housing Director, or Chairperson of the Board of Directors and the other signature to be that of one of the following: Vice Chairperson, Treasurer, Senior Counsel/Senior Legal Counsel, or Finance Director; excepting the accounts designated “Contractor’s Disbursement Account” and “PHRP Disbursement Account” and the “HOME Disbursement Account” which shall require only one signature to be one of the following: Senior Counsel/Senior Legal Counsel, Executive Director, Acting Executive Director, Chairperson, Housing Director, or Finance Director.”

5. East Liberty

- a. Amendment of Resolution No. 263 (2017) to extend the expiration of the initial period of exclusive negotiations with TREK Development Group, or a related entity, from April 15, 2018, to April 30, 2018, and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

RESOLUTION NO. 302 (2017)

RESOLVED: That Resolution No. 263 (2017) is hereby amended to extend the expiration of the initial period of exclusive negotiations with TREK Development Group, or a related entity, from April 15, 2018, to April 30, 2018, and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

6. Middle Hill

- a. Amendment of Resolution No. 264 (2017) to change the development entity to Hill Community Development Corporation, McCormack Baron Salazar, and/or Telesis Corporation, or a related entity; to extend the expiration of the initial period of exclusive negotiations with from April 15, 2018, to April 30, 2018; and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

RESOLUTION NO. 303 (2017)

RESOLVED: That Resolution No. 264 (2017) is hereby amended to change the development entity to Hill Community Development Corporation, McCormack Baron Salazar, and/or Telesis Corporation, or a related entity; to extend the expiration of the initial period of exclusive negotiations with from April 15, 2018, to April 30, 2018; and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

7. Garfield

- a. Amendment of Resolution No. 265 (2017) to extend the expiration of the initial period of exclusive negotiations with Bloomfield-Garfield Corporation and S&A Homes, or a related entity, from April 15, 2018, to April 30, 2018, and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

RESOLUTION NO. 304 (2017)

RESOLVED: That Resolution No. 265 (2017) is hereby amended to extend the expiration of the initial period of exclusive negotiations with Bloomfield-Garfield Corporation and S&A Homes, or a related entity, from April 15, 2018, to April 30, 2018, and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

8. Lower Lawrenceville

- a. Amendment of Resolution No. 266 (2017) to extend the expiration of the initial period of exclusive negotiations with Lawrenceville Corporation and ACTION-Housing, Inc., or a related entity, from April 15, 2018, to April 30, 2018, and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

October 12, 2017

RESOLUTION NO. 305 (2017)

RESOLVED: That Resolution No. 266 (2017) is hereby amended to extend the expiration of the initial period of exclusive negotiations with Lawrenceville Corporation and ACTION-Housing, Inc., or a related entity, from April 15, 2018, to April 30, 2018, and to extend the discretionary exclusive negotiations extension period from nine (9) to twelve (12) months.

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


Assistant Secretary