

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

November 12, 2015 – 2:00 P.M., E.S.T

Members Present: Messrs. Acklin, Gainey, Lavelle via phone; Madam Hall-Russell.

Member Absent: Messr. Ferlo

Staff Present: Messrs. Rubinstein, Cummings, Short, Kaminski, Svoboda, Thomas, White, Clark, Hobbes and Barry; Mmes. Straussman, Ellerbee, Segal, Mitchell, Fitzgibbons, O'Leary, Schenck, Tkachik and Schacht.

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

1. Executive Session

Mr. Acklin stated that an Executive Session was held on Friday November 6, 2015 at 12:00 P.M. in the Mayor's Conference Room for the purpose of general discussions regarding the realignment of the Authority.

2. Daniel Rose Scholarship Award

Robert Rubinstein Acting Executive Director of the Authority, stated that the Daniel Rose Scholarship Award is a co-venture between the National League of Cities and the Urban Land Institute. Ms. Karen Abrams, Diversity Community Affairs Manager, received said award and also received special recognition for a fellowship study visit to Seattle, Washington.

3. Launch Pittsburgh.com

Mr. Rubinstein stated that the Authority received a gold medal award at the International Economic Development Council meeting for the LaunchPgh.com entrepreneur website. The US Department of Housing issued its promise and practice guide for choice neighborhoods. The featured neighborhood for promise and practice is Larimer.

4. Death of Barry Lhormer

Mr. Rubinstein with sadness recognized the death of Barry Lhormer a longtime friend and colleague. Mr. Lhormer was active in supporting entrepreneurship in Venture Capital and real estate.

5. General

The Minutes of the Regular Board Meeting of October 8, 2015 were approved as written and previously distributed.

6. East Liberty

a. Schoolhouse Electric & Supply Co.

1. Authorization to enter into exclusive negotiations with Schoolhouse Electric & Supply Co., or a related entity, for a period of 120 days with a possible 90-day extension, for the sale of a portion of Block 83-P, Lot 165 in the 11th Ward, that includes the structure known as the Detective's Building.

Mr. Rubinstein requested the Members to approve the above item.

Mr. Rubinstein stated that authorization is requested to enter into exclusive negotiations with Schoolhouse Electric & Supply Co., or a related entity, for the sale of a portion of Block 83-P, Lot 165 that includes the structure known as the Detective's Building, located at 206 N Euclid Avenue in the 11th Ward. A portion of Block 83-P, Lot 165 will be retained by the URA for inclusion as part of the remaining Mellon's Orchard development. Schoolhouse Electric & Supply Co. has proposed to renovate the current four-story structure for use as a retail, distribution, assembly, and repair center. The renovated building is also planned to contain a design library and community space.

Schoolhouse Electric & Supply Co. is a Portland, Oregon based consumer product design and manufacturer that is looking to establish a design and manufacturing presence on the East Coast with the purchase and renovation of the Detective's Building.

The exclusive negotiation period would be for 120 days with the option of extending this period for an additional 90 days at the discretion of the Acting Executive Director or Executive Director.

Schoolhouse Electric & Supply Co is an Oregon business corporation having a mailing address at 2181 NW Nicolai Street, Portland, Oregon 97210. Brian Faherty is the founder and owner.

Brian Faherty, founder and owner of Schoolhouse Electric & Supply Co., was present. Mr. Faherty stated he is excited about this opportunity and appreciates the Board's action.

Board Member Hall-Russell asked about the potential for employment. Mr. Faherty stated that there will be jobs in the area of design, light assembly, retail and customer care. Also, its biggest supplier is out of Morgantown, West Virginia.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 313 (2015)

RESOLVED: That exclusive negotiations with Schoolhouse Electric & Supply Co., or a related entity, for a period of 120 days with a possible 90-day extension at the discretion of the Acting Executive Director or Executive Director, for the sale of a portion of Block 83-P, Lot 165 in the 11th Ward, that includes the structure known as the Detective's Building, are hereby approved.

7. East Liberty

a. Penn Plaza Relocation Services:

1. Authorization to enter into a funding agreement with Neighborhood Allies in an amount not to exceed \$300,000.

Mr. Rubinstein requested the Members to approve the above item.

Mr. Rubinstein stated that Pennley Park South, Inc. ("PPS") is the owner of a 7.09 acre parcel of real estate that consists of two apartment buildings known as 5704 Penn Avenue and 5600 Penn Avenue, which are collectively known as Penn Plaza Apartments. As of July 1, 2015, Penn Plaza Apartments housed approximately 200 residential households. PPS is proposing the demolition of the buildings and the new development of a mixed use retail and residential complex on the site. The developer will therefore need to relocate all 200 residential households. The relocation and demolition are intended to be phased over the next 12-15 months.

In accordance with an agreement between PPS, the City of Pittsburgh and the Penn Plaza Tenant Council ("PPTC"), PPS has agreed to provide certain relocation benefits to the existing residents and the City has agreed to provide certain relocation services to the tenants.

Neighborhood Allies, a local non-profit intermediary will manage this activity for the City. Neighborhood Allies will enter into an agreement with Interstate Acquisition Services who will perform the day to day relocation services (e.g. meeting with residents, identifying potential relocation resources, facilitating moves, etc.). The Authority will enter into a funding agreement with Neighborhood Allies in an amount not to exceed \$300,000.

The URA will initially use the UDAG Program Income Fund (UPIF) as its source of funds for this agreement. The UPIF funds will be repaid from (1) pledges of property sales from City and/or URA owned land, (2) tax increments diverted to an affordable housing fund, as further described in the proposed East Liberty Transit Revitalization Investment District Plan, (3) foundation funds received by Neighborhood Allies (if funds were bridged by URA).

Chairman Acklin stated that he gives credit to the leadership of the Penn Plaza Tenant Council with the assistance of Lillian Grate and her team and stated that she is a "force of nature." Mr. Acklin also stated that this was a complex negotiation in dealing with private property and tenants all with month to month leases that contained no legal rights to stay beyond a 90 day period.

Lillian Grate from the Penn Plaza Tenant Council was present. Ms. Grate stated that this money will provide an opportunity for the tenants to obtain relocation assistance for new housing. Ms. Grate also thanked the Board for their time and consideration.

Board Member Hall-Russell asked about relocation housing that is local. Ms. Grate stated that the housing market in East Liberty may not be affordable for some tenants, but there may be housing opportunities in the Pittsburgh area with better transportation.

Zak Thomas from Neighborhood Allies was present. Mr. Thomas thanked the Board for the opportunity and added that in addition to relocation services, it is very important to provide the residents economic resources and opportunities within the limitations provided. Mr. Thomas also stated that they want to do what they can to help the residents make the best of a tough situation.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 314 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into a funding agreement between the Authority and Neighborhood Allies to provide relocation services for the tenants of Penn Plaza Apartments, in an amount not to exceed \$300,000 payable from the UDAG Program Income Fund, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

8. East Liberty

- a. Choice Neighborhoods - Saints Peter and Paul Property:
 1. Choice Neighborhoods Loan Agreement with East Liberty Development, Inc. or an entity to be formed in the amount of \$500,000.
 2. UDAG Program Income Fund (UPIF) Loan Agreement with East Liberty Development, Inc. or an entity to be formed in the amount of \$200,000.

Mr. Rubinstein requested the Members to approve the above items.

Tom Cummings, Director of Housing stated that authorization is requested to enter into the above mentioned loan agreement(s) with East Liberty Development, Inc. (ELDI), or an entity to be formed, for the stabilization of the Saints Peter and Paul property in East Liberty.

The Saints Peter and Paul Church, formerly the Everlasting Covenant Church, property in the heart of the Larimer / East Liberty Choice Neighborhood zone has been abandoned for more than a decade and vacant since 1996. The property is immediately adjacent to the first phase of Choice Neighborhoods replacement housing. The site presently contains three buildings: the Church structure with frontage on Larimer Avenue, its connecting 2 – ½ story Rectory set back from Larimer Avenue, and a separate 3-story school near the rear of the property.

The property itself is 87,213 square feet or approximately 2 acres. All three buildings show the wear and tear of their abandonment. The building is currently owned by Everlasting Covenant Church. The Everlasting Covenant Church entity is defunct but East Liberty Development Inc.

(ELDI) has located an individual who can sign documents on behalf of Everlasting Covenant Church. Therefore, ELDI entered into a sales agreement to purchase all three properties for \$90,000. ELDI obtained an appraisal which appraised all three properties at \$25,000.

Although the sales agreement was signed in February 2014, the property has not yet closed because a lien on the property in the amount of approximately \$750,000 has been identified. The lien holder does not want to satisfy the lien and is asking for a significantly larger payment than the \$90,000 sales price would provide. Therefore, ELDI initiated a conservatorship process to eventually take title to the property. In July 2015 ELDI was appointed conservator of the property. The conservatorship process provides a legal, court-supervised way to enter onto someone else's property and complete the improvements needed to make the property safe and secure. ELDI now needs to stabilize the properties by boarding/securing the properties and providing emergency repair work to the church steeples. ELDI requested a loan from the Authority to do this work.

Once ELDI stabilizes the properties, ELDI will continue through the conservatorship process in court with the goal to eventually own the property. Once ELDI owns the property, it will work in conjunction with the East Liberty and Larimer communities and the Choice Neighborhoods Project team to identify a future development strategy for the property.

The Choice Neighborhoods loan will be sourced by Choice Neighborhoods funds. HUD has reviewed the plan to use Choice Neighborhoods funds for this activity and has preliminarily agreed to this use. Additionally, the loan(s) are conditioned upon:

- (1) the ability for the URA to obtain a first lien position mortgage on the property
- (2) Approval by the URA of a final work-write-up for the stabilization
- (3) Final approval of the HUD Choice funds by HUD
- (4) the approval of the Part 58 Environmental Review Clearance by HUD, which includes the Historic Review Approval from the State Historic Preservation Office.

Details of the development are as follows:

Borrower:	East Liberty Development, Inc., or an entity to be formed Maelene Meyers, Executive Director 100 Sheridan Square, Fourth Floor Pittsburgh, PA 15206
Location:	East Liberty along Larimer Avenue (between East Liberty Boulevard and Broad Street)
Ward:	11th
Description:	Stabilization of the Saints Peter and Paul Property

Authority Financing:	\$ 500,000 – Choice Neighborhoods Loan-20 year term, 0% interest rate, principal payments deferred for up to 3 years.
	\$200,000 - UPIF Loan 20 year term, 2% interest rate, principal payments deferred for up to 3 years.
Program Benefit:	This loan will help ELDI to acquire and stabilize a blighted site in the center of the Larimer / East Liberty Choice Neighborhoods area
Real Estate Loan Review Committee Status:	Will be presented at the November 18, 2015 Real Estate Loan Review Committee.

Board Member Hall-Russell and Chairman Acklin asked about potential use for this property.

Kendall Pelling from the ELDI was present. Mr. Pelling stated that some of the potential uses for this site would be educational, commercial or a residential reuse.

Mr. Acklin asked what would happen to the URA loan if the process would not be successful and asked about the likelihood of success of the conservatorship process.

Mr. Pelling stated that the court appointed ELDI as conservator at the end of July. Mr. Pelling stated that ELDI has the legal right to bring financing to the property, which would give the URA a first lien position. Following this meeting, a motion will be presented to the court on November 16th with the terms and conditions of the URA financing, so that the Judge can issue the order that places the URA into the first lien position. Mr. Pelling stated that with stabilization of the premises, ELDI would have time to find a creative solution for the reuse of this property. Mr. Pelling further explained that the beauty of the conservatorship approach will place new financing and the expenses of the conservator into a first lien position in front of old lenders and the owner, who has not been able to deal with the property. In the conservatorship process, ELDI is required to present a plan to the court and define a scope of work for the property and buildings. The scope of work that has been approved by the Judge includes securing the properties from illegal entry so there is no vandalism, clearing the site of debris and overgrowth, abatement of asbestos hazards, demolition of the Mansfield rectory building, weather proofing of the main church building, and scraping the flaking concrete on the building to ensure safety.

HUD is also concerned about the use of this property.

Stanley Holbrook from Larimer Consensus Group was present. Mr. Holbrook stated that this church is in the middle of the development and is a safety hazard to the community. He stated

that the Larimer Consensus Group is on board with ELDI moving forward and will be a part of the process.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 315 (2015)

RESOLVED: That the Authority is hereby authorized to make a loan to East Liberty Development, Inc. or an entity to be formed, in an amount not to exceed \$500,000.00, payable from Choice Neighborhood funding, to be used to stabilize the Saints Peter and Paul property in East Liberty, and the Executive Director, Acting Executive Director or Director of Finance is hereby authorized to execute a loan agreement and related documents for said loan, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

RESOLUTION NO. 316 (2015)

RESOLVED: That the Authority is hereby authorized to make a loan to East Liberty Development, Inc. or an entity to be formed, in an amount not to exceed \$200,000.00, payable from the UDAG Program Income fund, to be used to stabilize the Saints Peter and Paul property in East Liberty, and the Executive Director, Acting Executive Director of Finance is hereby authorized to execute a loan agreement and related documents for said loan, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

9. Hill District

a. Work Plan and Work Plan Budget for Community Collaboration and Implementation Plan:

1. Authorization to enter into a professional services contract with Always Busy Consulting, LLC for the development of a Work Plan and Budget for the Community Collaboration and Implementation Plan (CCIP) and consulting services for the CCIP Executive Management Committee for an amount not to exceed \$245,000.

Mr. Rubinstein requested the Members to approve the above item.

Mr. Rubinstein stated authorization is requested to enter into a professional services contract with Always Busy Consulting, LLC (ABC) for the development of a work plan and budget for the Community Collaboration and Implementation Plan (CCIP), as well as consulting services for the CCIP Executive Management Committee for the duration of the contract. ABC will serve as the lead consultant on a multidisciplinary team of consultants to produce a Work Plan and Budget that will include a detailed listing of all activities, costs, schedules, and resources required to achieve the goals and objectives outlined in the CCIP. Key elements of the CCIP include:

- Minority and Women Business Enterprise Inclusion;
- Workforce Development, Job Inclusion and Local Hiring;
- Housing Inclusion and Home Ownership;
- Wealth Building Initiatives;
- Coordinated Community Development Strategies;
- Cultural and Community Legacy Initiatives;
- Monitoring, Reporting and Tracking; and
- Marketing and Communications.

This work will be done in coordination with the Greater Hill District Housing Strategy, which is currently underway, and the housing strategy will be incorporated into the CCIP Work Plan and Work Plan Budget.

On behalf of the CCIP Executive Management Committee, the URA released a request for proposals which was posted to the URA website in May 2015. Seven proposals were reviewed based on the quality of the proposal, the demonstrated relevant experience, the proposed methodology, and the project team diversity. A short-list of three (3) firms was created. These three (3) firms were interviewed by the CCIP Executive Management Committee. Following this process, the Committee recommends that the URA enter into a contract with ABC to undertake the creation of the Work Plan and Budget. The contract is expected to last approximately one year. The funding source for this contract will be the former Civic Arena Parking Tax Diversion funds. The total cost of this project is \$345,000. The URA's contribution will be \$245,000. The additional \$100,000 of funding will be provided by Pittsburgh Arena Real Estate Development LP.

Principal:

Stephanie Turman, President
 Always Busy Consulting, LLC
 1210 Pennsylvania Avenue
 Pittsburgh, PA 15233

Phone:

ABC's consultant team includes:

1. Mosaic Urban Partners (Calvin Gladney, Managing Partner)
2. Urban Innovation21 (William Generett, Esq., President and CEO)
3. Palo Alto Consultants (Tom Hardy, Founder)

Chairman Acklin credited CCIP and ABC's consultant team for their hard work. Mr. Acklin also credited Karen Abrams, who led the process on behalf of the URA. Mr. Acklin also credited the Pittsburgh Penguins who have invested 100,000 into the process.

Board Member Gainey commended the ABC's consultant team and the Pittsburgh Penguins for the commitment and great work they have showed during this process.

Board Member Lavelle thanked the CCIP Executive Management Committee, the Mayor's Office and the URA for the progression of this project.

Board Member Hall-Russell asked about the impact of funding now that USX has backed out of the project.

Chairman Acklin answered that the funding will not change. Mr. Acklin also stated that whatever is built on this property will still be subject to the agreements that are already in place, capturing that tax increment of 50% to the URA and 50% to be placed in a reinvestment fund.

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

RESOLUTION NO. 317 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute a professional services contract between the Authority and Always Busy Consulting, LLC for the development of a Work Plan and Budget for the Community Collaboration and Implementation Plan (CCIP) and consulting services for the CCIP Executive Management Committee, for an amount not to exceed \$245,000.00, payable from the former Civic Arena Parking Tax Diversion fund, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

10. Hill District

a. PNC Foundation:

1. Loan Agreement with the PNC Foundation for a Program Related Investment Loan in the amount of up to \$500,000.

Mr. Rubinstein requested the Members to approve the above item.

Mr. Cummings stated that authorization is requested for the Authority to enter into a loan agreement with the PNC Foundation for a Program Related Investment (PRI) loan of up to \$500,000 in support of Hill District activities. The Authority Board previously authorized the application for the loan pursuant to Resolution Number 165 (2015) approved at the June 11, 2015 board meeting. The Authority intends to use such proceeds to advance early stage initiatives intended to be financed with the Hill District Reinvestment Fund once repayment streams are in place. Other eligible uses include pre-development costs on the 28 acres site.

The loan will have the following terms:

- Two percent (2%) per annum interest rate
- Five (5) year term

- Two (2) year draw period
- Interest only payments years one and two; repayment of principal over the remaining three year term.
- No pre-payment penalty

Board Member Hall-Russell stated that it is a five year term but the projections of the investment coming back to us would take longer.

Upon motion made by Mr. Gaaney, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 318 (2015)

RESOLVED: That the Authority is hereby authorized to receive a Program Related Investment loan in an amount not to exceed \$500,000 from the PNC Foundation to support Hill District activities, and the Executive Director, Acting Executive Director or Director of Finance is hereby authorized to execute a loan agreement and related documents for the loan, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

11. The Pittsburgh Land Bank

- a. Authorization to enter into a Memorandum of Understanding with the Pittsburgh Land Bank.

Mr. Rubinstein requested the Members to approve the above items.

Kyra Straussman, Director of Real Estate stated that On April 22, 2014, the Mayor of the City of Pittsburgh signed Ordinance 10 of 2014, supplementing the Pittsburgh Code to create the Pittsburgh Land Bank (the "Land Bank"). At its meeting of October 9, 2015, the Board of Directors of the Land Bank approved the drafting of a Memorandum of Understanding with this Authority for the URA to perform certain operational and advisory functions for the Land Bank. At this time we are requesting authorization to negotiate and enter into such a Memorandum of Understanding.

The Authority's scope of duties and responsibilities under the Memorandum of Understanding shall be limited, and may include the following duties and responsibilities: the Authority will serve as the Land Bank's fiscal agent for all contracting; the Authority will apply for and receive grant funds on behalf of the Land Bank; the Authority will serve as the Land Bank's overall general administrative body and advisor on issues of operation and performance; the Authority will be authorized to hire specific personnel for the Land Bank; and, to the extent deemed permissible

and advisable by the Authority's Legal Department, the Authority may provide legal counsel on matters pertaining to operation of the Land Bank.

The Memorandum of Understanding will include provisions that provide for the Authority to receive compensation for resources and staff time committed to this work on behalf of the Land Bank. The Memorandum of Understanding will be for an initial term of one year, and will be renewable for an additional year with mutual agreement of the Land Bank's Board of Directors and the Authority's Executive Director.

The City Ordinance establishing the Land Bank was passed by City Council and signed by the Mayor in April 2014 (Pittsburgh Code, Title I, Article IX, f 174A). The Land Bank is a public body corporate and politic under Pennsylvania Law.

Chairman Acklin stated that he is working with the Mayor's Office to research land recycling and how free infrastructure is handled in the City to determine the best fit for the Land Bank.

The Land Bank can maximize its role to convert properties used in the City through a democratic process over time.

Upon motion made by Ms. Hall-Russell, seconded by Mr. Gainey and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 319 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into a Memorandum of Understanding with the Pittsburgh Land Bank, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

12. Shadyside

- a. Authorization to reimburse the Commonwealth of Pennsylvania, Department of General Services for costs of utilities used at Block and Lot No. 84-L-283, the Hunt Armory, from November 20, 2015 through February 20, 2016, for an amount not to exceed \$20,000.00.

Mr. Rubinstein requested the Members to approve the above items.

Ms. Straussman stated that authorization is requested to reimburse the Commonwealth of Pennsylvania, Department of General Services for costs of utilities for the Hunt Armory. At its meeting of January 15, 2015, the Board of this Authority authorized execution of an Agreement of Sale for Block and Lot No. 84-L-283 located at 324 Emerson Street, Pittsburgh, PA 15206. The URA entered into a sales agreement with the Commonwealth of Pennsylvania, Department of General Services on May 20, 2015. The sales agreement has a closing deadline of November 20, 2015 and the agreement calls for a \$1.00 purchase price, plus sale proceeds less the reasonable

costs for studies and work necessary to acquire and or market the property. The URA has initiated a redeveloper selection process, but does not anticipate final selection of a redeveloper to conclude by November 20, 2015. Accordingly, the URA has been asked to take responsibility for the costs of the Hunt Armory's utilities effective November 20, 2015.

The source for these funds is Leased Land Fund and/or Residential Land Reserve Fund.

Chairman Acklin asked if we will assume the operation costs and. Ms. Straussman stated that we will as of November 20th.

Upon motion made by Gaine, seconded by Russell-Hall and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 320 (2015)

RESOLVED: That the Authority is hereby authorized to reimburse the Commonwealth of Pennsylvania, Department of General Services for the cost of utilities used at Block and Lot No. 84-L-283, the Hunt Armory, from November 20, 2015 through February 20, 2016, up to the amount of \$20,000.00, payable from Leased Land Fund and/or Residential Land Reserve Fund, and the Executive Director, Acting Executive Director or Director of Finance is authorized to enter a reimbursement agreement with the Commonwealth of Pennsylvania, Department of General Services, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

13. Larimer

- a. Authorization to execute an agreement of sale with the Estate of Stanley P. Drummond for the acquisition of Block 125-B Lot 90, in the 12th Ward, for \$20,000.00 plus costs.

Mr. Rubinstein requested the Members to approve the above items.

Ms. Straussman stated that authorization is requested to acquire privately-owned property located at 6535 Meadow Street in the Larimer neighborhood. The subject property, is a vacant structure contain approximately 3,600 square feet and is being acquired for future rehabilitation.

Ward	Address	Block/Lot
12	6535 Meadow Street	125-B-90

The parcel is owned by the Estate of Stanley P. Drummond and is being acquired as part of the site assemblage for the Larimer Choice Neighborhood program.

The 2012 City Bonds Fund will be used to pay any costs associated with this acquisition.

There was no discussion among the Members.

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

RESOLUTION NO. 321 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute an agreement of sale between the Authority and the Estate of Stanley P. Drummond, for the acquisition of Block and Lot No. 125-B-90, in the 12th Ward, for \$20,000, plus costs, payable from the 2012 City Bonds fund, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

14. Central Northside-Federal North

- a. Second Amendment to Amended and Restated Contract for Disposition by Sale of Land for Private Redevelopment with Federal North Business Trust.

Mr. Rubinstein requested the Members to approve the above items.

Kyra Straussman, Director of Real Estate stated that on December 30, 1997, the URA entered into an Amended and Restated Contract for Disposition by Sale of Land for Private Redevelopment with Federal North Business Trust for the sale of Block 23-L, Lots 10, 20, and 60 in the Central Northside Neighborhood and the construction of an approximately 500 space parking garage thereon. The Federal North Garage was constructed on this property. Section 21 of the Disposition Contract set forth certain requirements for the distribution of parking spaces within the Federal North Parking Garage between the general public and Allegheny General Hospital. As the URA progresses towards the completed development of the Garden Theater Block, staff has determined that an amendment to Section 21 is required to provide for the right to lease approximately 100 parking spaces in the Federal North Parking Garage for use by Garden Theater Block residents and businesses.

The URA has been in discussions with the current owner of the Federal North Garage, HTA-Federal North MOB, LLC regarding the Disposition Contract and the distribution of parking spaces, and at this time authorization is requested to further amend the Amended and Restated Contract for Disposition.

There was no discussion among the Members.

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

RESOLUTION NO. 322 (2015)

RESOLVED: That an amendment to the Amended and Restated Contract for Disposition by Sale of Land for Private Redevelopment with Federal North Business Trust dated December 30, 1997 to provide for the leasing of approximately 100 parking spaces in the Federal North Parking Garage for use by Garden Theater Block residents and businesses is hereby approved, and the Executive Director, Acting Executive Director or Director of Finance, is hereby authorized to execute said amendment, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

15. Central Northside-Federal North

- a. Second Amendment to Contract for Disposition by Sale of Land for Private Redevelopment with Garden Theater-ACDG, LLC.

Mr. Rubinstein requested the Members to approve the above items.

Kyra Straussman, Director of Real Estate stated that the URA and Garden Theater-ACDG, LLC entered into a Contract for Disposition by Sale of Land for Private Redevelopment dated November 4, 2013 for Block 23-L, Lots 83 and 86, the Garden Theater Property. Garden Theater-ACDG, LLC purchased the Garden Theater Property on November 4, 2013, and on September 18, 2014, the URA and Garden Theater-ACDG, LLC entered into a First Amendment to Contract for Disposition by Sale of Land for Private Redevelopment to permit certain easements over the Garden Theater Property. Garden Theater-ACDG, LLC is currently in discussions with Trek Development Group for the possible transfer of the Garden Theater Property. In connection with such a transfer, authorization is requested to further amend the disposition contract to provide for updated drawing submissions, updated evidence of financing submissions, updated construction timelines, and other items as may be necessary to provide for the completion of the Garden Theater build out.

Chairman Acklin asked how soon we expect that transfer to occur and Ms. Straussman stated that the transfer will occur soon.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 323 (2015)

RESOLVED: That a second amendment to the Contract for Disposition by Sale of Land for Private Redevelopment with Garden Theater-ACDG, LLC dated November 4, 2013, as amended to allow for updated drawings, evidence of financings, construction timelines plus other items as may be necessary to provide for the completion of the Garden Theater build out is hereby approved, and the Executive Director, Acting Executive Director or Director of Finance, is hereby authorized to

execute said amendment, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

16. URA Business Loan Programs

- a. Review of URA Business Loan Program Guidelines: Pittsburgh Business Growth Fund (PBGF), Urban Development Fund (UDF), Enterprise Zone Revolving Loan Fund (EZRLF) and Pittsburgh Entrepreneur Fund (PEF).

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated that the URA, through programs administered by the Center for Innovation and Entrepreneurship, provides access to capital for business start-up, growth, and expansion throughout the City of Pittsburgh.

These programs are designed to meet financing needs of small businesses not met through traditional, private sources of capital. These programs support nearly all industries across all neighborhoods with a mission to support small business owners and entrepreneurs to start and grow their business, create jobs, and increase the economic vitality of neighborhoods through new taxes, new jobs and improved quality of life.

These programs are part of the URA's and the City of Pittsburgh's commitment to the guiding principles of p4. P4 is an effort to forge a new model of urban growth and development that is innovative, inclusive and sustainable. This model is based around a central, unifying framework—p4: People, Planet, Place and Performance—and launched at an international summit organized by Sustainable Pittsburgh in April 2015.

The referenced program guidelines have been approved over multiple decades by multiple iterations of the URA's Board of Directors.

This request seeks to review these guidelines pursuant to renewing authorization of and approval these guidelines.

These programs are administered by Authority staff, with Direction from the Department Director and the Authority's Executive Director, and with the utilization of 3rd party advisory committees that provide financial underwriting and approval guidance. The URA Board of Directors is asked to approve investments through these programs that fall outside of these guidelines (i.e. increased loan amounts, loans to not for profits, etc.) and all EZRLF loan requests.

These programs operate almost exclusively on the necessary return of capital (repayment of principal and interest) through the programs to re-invest in new business start-up and expansion opportunities. These programs have a successful track record of making investments that meet both mission and required economic return.

A report is provided monthly to the Board regarding all closings through all programs.

A synopsis of each program:

Pittsburgh Business Growth Fund (PBGF)

Loans up to \$150,000 (not to exceed 40% of total project costs) for machinery and equipment, working capital, leasehold improvement and energy efficient upgrades. Available to businesses city wide.

Urban Development Fund (UDF)

Loans up to the \$250,000 (not to exceed 40% of total project costs) for commercial real estate improvement. Available to businesses and commercial real estate city wide.

Enterprise Zone Revolving Loan Fund (EZRLF)

Loans up to the \$500,000 (not to exceed 40% of total project costs) for machinery and equipment, working capital, leasehold improvements. Available to businesses, with a focus on wholesale, distribution, manufacturing and technology concerns, within state designated Enterprise Zone (map attached).

Pittsburgh Entrepreneur Fund

Loans up to \$200,000 (not to exceed 60% of total project costs) for machinery and equipment and working capital. Available to emerging technology and knowledge based businesses city wide.

Copies of each referenced program guidelines were attached.

Mr. Rubinstein asked the Members if they wanted to review or adopt the guidelines today.

The Members stated they wanted to adopt the guidelines.

Upon motion made by Ms. Hall-Russell, seconded by Mr. Gainey and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 324 (2015)

RESOLVED: That the Business Loan Program Guidelines, as presented to the Members, are hereby adopted.

RESOLUTION NO. 325 (2015)

RESOLVED: That the Pittsburgh Business Growth Fund Guidelines, as presented to the Members, are hereby adopted.

RESOLUTION NO. 326 (2015)

RESOLVED: That the Urban Development Fund Guidelines, as presented to the Members, are hereby adopted.

RESOLUTION NO. 327 (2015)

RESOLVED: That the Pittsburgh Entrepreneur Fund Guidelines, as presented to the Members, are hereby adopted.

17. Federal Transit Administration Transit-Oriented Development Pilot Planning Program Discretionary Grant – Revolving Fund

- a. Authorization to establish a Federal Transit Administration Revolving Fund using URA General Fund dollars in the amount of \$600,000.00.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated that on September 9, 2015, the Urban Redevelopment Authority of Authority was awarded a FY2013/FY2014 Transit-Oriented Development Pilot Planning Program Discretionary Grant for \$1,200,000.00 from the Federal Transit Administration (FTA) for Uptown Bus Rapid Transit (BRT) project. FTA requirements include the need to expend funds within a reasonable amount of time. Due to the nature of some of our FTA-funded transactions, we run the risk of holding onto payment requests longer than is acceptable to the FTA.

Therefore, authorization is requested, upon receipt of a signed FTA contract, to establish a FTA TOD Pilot Planning Program Revolving Fund using URA General Fund dollars in the amount of \$600,000 to operate similarly to the URA's CDBG Revolving Fund. The purpose of the FTA TOD Pilot Planning Program Revolving Fund will be to advance funds for FTA-funded transactions and to reimburse the Revolving Fund when FTA TOD Pilot Planning Program funds are drawn down, eliminating the possibility of future FTA monitoring findings.

There was no discussion among the Members.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 328 (2015)

RESOLVED: That the establishment of a Federal Transit Administration Transit-Oriented Development Pilot Planning Program Revolving Fund using URA General Fund dollars in the amount of \$600,000 is hereby approved.

18. Station Square – Industrial Sites Reuse (ISR) Program Application

- a. Authorization to submit an application and enter into a contract with the Pennsylvania Department of Community & Economic Development (DCED) for an Industrial Sites Reuse (ISR) program grant or loan for the Station Square East project in the amount of \$140,000.
- b. Authorization to enter into a Funding Agreement with the Trammell Crow Company or a related entity.
- c. Authorization to enter into an Administrative Fee Agreement with the Trammell Crow Company or a related entity.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated that the Department of Community and Economic Development (DCED) administers the Industrial Sites Reuse (ISR) Program which provides grants and low-interest loans for environmental assessments and remediation for industrial sites throughout the Commonwealth of Pennsylvania. Authorization is now being requested for the submission of an environment assessment funding application for the Station Square East project.

Station Square East

Funds will help fund in part the cost of the environmental assessment necessary to continue with the development of Station Square East. This investment will leverage more than \$250 million in mixed-use, transit-oriented development on the underutilized 14-acre site in the South Shore neighborhood of the City of Pittsburgh.

Principal

James F. Murray-Coleman, LEED® AP
Senior Vice President
Trammell Crow Company
600 Grant Street
US Steel Tower Suite 4800
Pittsburgh, PA 15219
j.murraycoleman@trammellcrow.com

There was no discussion among the Members.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 329 (2015)

RESOLVED: That the Chairman, Vice Chairman, Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to file an Application with the Pennsylvania Department of Community and Economic Development for an Industrial Sites Reuse grant or loan in an amount not to exceed \$140,000 to be used for part of the cost of the environmental assessment necessary to continue with the development of Station Square East, and to execute any other assurances or requirements necessary in connection with said Application, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto; and it is

RESOLVED FURTHER: That the Chairman, Vice Chairman, Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute a contract with the Pennsylvania Department of Community and Economic Development for an Industrial Sites Reuse grant or loan in an amount not to exceed \$140,000 to be used for part of the cost of the environmental assessment necessary to continue with the development of Station Square East, and to execute any other assurances or requirements necessary in connection with said Contract, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

RESOLUTION NO. 330 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into a funding agreement between the Authority and Trammell Crow Company, or related entity, for Industrial Sites Reuse funds in an amount not to exceed \$140,000 to be used for part of the cost of the environmental assessment necessary to continue with the development of Station Square East, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

RESOLUTION NO. 331 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into an Administrative Fee Agreement between the Authority and Trammell Crow Company, or related entity, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

19. Parking Tax Diversion

- a. Three Crossings Parking Tax Diversion Plan:
 1. Authorization to advance a Parking Tax Diversion Plan with the City of Pittsburgh and enter into a Cooperation Agreement with the City of Pittsburgh for a Parking Tax Diversion Plan.
 2. Authorization to enter into a Funding Agreement and Administrative Fee Agreement with Oxford Development Company ("Developer"), or an affiliate, and related documents for the Parking Tax Diversion Plan.
 3. Authorization to enter into Trustee Agreements, and related Agreements, with a Trustee.
- b. Parking Tax Diversion Fee Schedule:
 1. Authorization to adopt URA Administrative Fee Schedule for Parking Tax Diversion Plans, to be effective November 12, 2015.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated that the Authority is seeking authorization to advance a Three Crossings Parking Tax Diversion Plan with the City of Pittsburgh. The Plan is to divert 70% of incremental parking taxes from the City of Pittsburgh, generated by a new intermodal parking garage for the Three Crossings' Hub Project (the "Hub") for a period of 15 years on development parcels Block 25-J, Lots 129, 138 & 142 and Block 25-K, Lot 4. It is projected that the diverted parking taxes could generate up to \$1,000,000, which will be used to fund public space improvements.

Three Crossings Project Overview: The HUB is part of the \$160 million Three Crossings Development, which will transform 16 acres of brownfield and former industrial properties located between 25th and 27th Streets and between Smallman Street and the Allegheny River into a new mixed use development. The development includes 300 apartment units, 375,000 gross square feet of urban flex office space, and 16,000 square feet of retail. The Hub will include 586

public and private parking spaces, and will accommodate bicycles, kayaks, EV car charging stations, and Zip Car. It is estimated that there will be 155 public parking spaces available during the day and 450 public spaces available on evenings and weekends. The HUB is anticipated to be under construction by the fourth quarter of 2015 and will be completed by the third quarter of 2016.

Use of Parking Tax Diversion Funds: Funds will be used to support public space improvements for the Three Crossings Project including: utility relocation, upgraded street lighting, new sidewalks, street trees, landscaping and a new public plaza, as well as alternative transportation amenities including bike racks, EV charging stations, and kayak stations. Total construction costs for public space improvements are over \$3 million.

The Authority is also seeking authorization from the URA Board to enter into: (1) a Cooperation Agreement with the City, (2) a Funding Agreement with the Developer, (3) related contracts with a Trustee to administer the parking tax fund, and (4) related agreements.

The Developer's M/WBE plan will be presented to the Equal Opportunity Review Commission in early 2016.

Principal:

Steven J. Guy, President / Chief Executive Officer

Oxford Development Company

One Oxford Centre, Suite 4500

301 Grant Street

Pittsburgh, PA 15219

sguy@oxforddevelopment.com

Formal adoption of URA Administrative Fee Schedule for Parking Tax Diversions Plans by the URA Board of Directors is requested. This is to formalize the fee structure currently used in order to cover administrative and legal costs associated with the advancement of Developer-spurred Parking Tax Diversion Plans. Once adopted, the Fee Schedule will be posted on www.URA.org and will be provided to Developers upon inquiry.

URA ADMINISTRATIVE FEE SCHEDULE

For Parking Tax Diversion Plans

The Urban Redevelopment Authority of Pittsburgh (URA) Board of Directors in November 2015, adopted a fee schedule applicable in any case where the URA advances a Parking Tax Diversion Plan on behalf of a Development Entity. The fees are intended to help cover certain administrative and legal costs incurred by URA for proposed Parking Tax Diversion Loans.

Parking Tax Diversions are an economic development tool provided for by the City of Pittsburgh and would be used to support public infrastructure improvements¹. Any Parking Tax Diversion Plan needs to have support of the Councilperson and Mayoral Administration before it is advanced by the URA.

In order to recover some of these associated costs, the URA will apply the following standard administrative fee schedule:

Description	Fee
Administrative Fee	\$7,500 <i>Due immediately after URA Board approval</i>
Legal Fee	\$15,000, or actual outside legal fees if URA determines that outside counsel is needed (estimated between \$25K - \$35K). <i>Half due at City Council approval; half due at Closing</i>
Closing Fees *	\$10,000 <i>Due at Closing</i>

Notes:

* Annual URA and Trustee fees will apply for the term of the borrowing.

Effective: 11/12/15

¹ For purposes of this document, "public infrastructure" will be generally defined as those publicly owned and dedicated structures and facilities on which the continuance and growth of a community depend, including, but not strictly limited to, streets, roadways, road surfaces, bridges, tunnels, easements, right-of-ways, public sanitary and storm water sewers, curbs, sidewalks, public water/power/cable conduits and public drainage structures. Privately owned infrastructure that serves the public interest will also be considered.

Scott Pollock and Megan Stearman from the Oxford Development Company were present.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 332 (2015)

RESOLVED: That the Executive Director, Acting Executive Director, or Director of Finance, on behalf of the Authority, is hereby authorized to advance a Three Crossings Parking Tax Diversion Plan and request the City to enter into a cooperation agreement (the "Cooperation Agreement"), in which (a) the City would agree to pledge and assign to the Authority 70% of the parking taxes generated by a new intermodal parking garage for a period of fifteen years, and (b) the Authority would agree to make such funds available to developer, Oxford Development Company, or an affiliate, for the construction of public space improvements at the Three Crossings Development, and the Executive Director, Acting Executive Director, or Director of Finance, on behalf of the Authority, is hereby authorized to execute the Cooperation Agreement for such purposes in form and substance satisfactory to Authority counsel, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

RESOLUTION NO. 333 (2015)

RESOLVED: That the Executive Director, Acting Executive Director, or Director of Finance, on behalf of the Authority, is hereby authorized to enter into a Funding Agreement and an Administrative Fee Agreement with developer, Oxford Development Company, or an affiliate, and execute such other documents as may be necessary and proper to effect the Three Crossings Parking Tax Diversion Plan, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

RESOLUTION NO. 334 (2015)

RESOLVED: That the Administrative Fee Schedule for the Three Crossings Parking Tax Diversion Plan, as presented to the Board on November 12, 2015, is hereby adopted.

20. Transportation Alternatives Program Project Application:

- a. Ratification of the filing of an application for, and authorization to enter into, a reimbursement agreement with PennDOT and/or Southwestern Pennsylvania Commission (SPC) for the Homewood Pedestrian/Transit Connectivity Transportation Alternatives Program for up to \$1,123,197.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated that the Southwestern Pennsylvania Commission administers the Transportation Alternatives Program (TAP). TAP provides funding for programs and projects defined as transportation alternatives, including on and off-road pedestrian and bicycle facilities,

infrastructure projects for improving non-driver access to public transportation and other similar projects.

Funds will support construction of pedestrian, bicycle, and street calming improvements in the area of Homewood bounded by Homewood, Braddock and Hamilton Avenues and the East Busway. Funds will also support improved lighting, the extension of Panke Avenue, new bus shelters at Homewood Avenue and Finance Street and Homewood and Hamilton Avenues, as well as improvements to the Homewood and Braddock Avenue underpasses.

This project is anchored by several assets -- a neighborhood school, business district, and accessibility to the Martin Luther King Jr. East Busway at Homewood Station. It will make a priority redevelopment area more accessible by alternative modes of transportation, potentially creating mode shift and improving the likelihood of attracting private investment. It builds on the City's first Faison SRTS application (at North Braddock and Hamilton) by expanding safe walking and transit facilities around the school, and calming traffic on several major streets. It will also leverage a planned \$1.5M (to be approved in FY 2017 budget) rehabilitation of the Port Authority's Homewood Avenue Bridge with improvements to the underpass. Street and pedestrian improvements on Tioga Street and Panke Avenue will complement the 45-unit scattered site affordable housing development, Susquehanna Homes, currently in pre-development and expected to be complete the fall of 2017. Finally, it implements many of the infrastructure improvements identified in the Homewood TOD Study.

The URA has applied for \$1,123,197 in TAP funds for construction. The required committed funds for preconstruction services in an amount up to \$122,320, will be funded by Homewood City Bond/Paygo and/or other sources.

There was no discussion among the members.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 335 (2015)

RESOLVED: That the Authority's filing of an application with the Southwestern Pennsylvania Commission for reimbursement of up to \$1,123,197 from Transportation Alternatives Program funds for expenses of construction of pedestrian, bicycle, street calming and related public space improvements in the Homewood neighborhood, and the Authority's execution of any other assurances or requirements necessary in connection with said application are hereby ratified, and the actions of the Secretary or Assistant Secretary in attesting same and affixing the seal of the Authority thereto are hereby ratified; and it is

RESOLVED FURTHER: That the Chairman, Vice Chairman, Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute a reimbursement agreement with PennDOT and/or Southwestern Pennsylvania Commission for

up to \$1,123,197 from Transportation Alternatives Program funds for reimbursement of expenses of construction of pedestrian, bicycle, street calming and related public space improvements in the Homewood neighborhood, and to execute any other assurances or requirements necessary in connection with said agreement, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

21. South Side Works TIF District Dissolution

- a. Authorization to dissolve the South Side Works Tax Increment Financing (TIF) District and release surplus tax increment pro rata to the taxing bodies, after related fees and contractual obligations are paid.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated that the South Side Works Tax Increment Financing District was established in 1999 to provide financing towards public improvements at the former LTV Steel site. These improvements consisted of extending the street grid from East Carson Street and related public improvements, the riverfront park and five centrally located parking garages to enable the implementation of the community formulated master plan which is now near completion.

The TIF District was designated to exist through February 2019. However, due to the overall success of the project, as of now all of the financing needed to complete the public infrastructure has now been realized and is allowing for the early termination of the District.

A summary of the accomplishments at South Side Works includes the following:

	<u>At Inception</u>	<u>Today</u>
Acres Developed	0	71.5 (includes garages)
Buildings Erected	0	37
Square Feet Developed	0	2,872,000
Under construction		364,000
Undeveloped		530,000
Jobs on Site	0	4,869
<i>Residential Units</i>	0	353
<i>Residential Units</i>	0	437
<i>(Under Construction)</i>		
Total Residential Units, as of 2016	0	790

	<u>Inception</u>	<u>Today</u>
Assessed Value	\$607,600	\$339,218,114
Annual Real Estate Taxes		
To City	\$0	\$1,083,874
To School District	\$0	\$1,342,219
To County	\$0	\$ 641,500

TIF-related Improvements	\$0	<u>\$4,601,390</u>
Total	\$0	\$7,668,983

Annual Parking Taxes

To City	\$0	\$380,000
TIF-related Improvements	\$0	<u>\$570,000</u>
Total	\$0	\$950,000

Based on this success, action is requested by the URA Board to initiate the process of dissolving the South Side Works TIF District.

This action, if subsequently approved by the City, will allow the three taxing bodies to receive the additional early benefit of nearly \$19 million by the dissolution of the TIF District now, rather than in 2019.

Following is a summary of the tax revenue the three taxing bodies will receive as a result of this amendment:

	Annually Starting in 2016	Total, 2016-19
City Real Estate	\$1,625,811	\$5,419,371
City Parking	\$570,000	\$1,805,000
School District	\$2,013,329	\$6,711,096
County	<u>\$962,250</u>	<u>\$2,886,750</u>
Total	\$5,171,390	\$16,822,217

TIF account surplus to be determined at termination, but expected to exceed \$2 million.

Mr. Rubinstein stated that 5 or 6 parcels are left to be developed.

Mr. Lavelle asked about the Cap and Mr. Rubinstein assured Mr. Lavelle that we are not in jeopardy of running up against a 10% State Cap.

Chairman Acklin asked how current the assessed value of the property was. Mr. Rubinstein assured Mr. Acklin that the current value would be determined.

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

RESOLUTION NO. 336 (2015)

WHEREAS, Pennsylvania's Tax Increment Financing Act, 53 P.S. § 6930.1 *et seq.* (the "Act"), provides local taxing bodies the legal authority to cooperate in providing financing for the development of blighted areas within their respective jurisdictions in order to increase the tax base and improve the general economy;

WHEREAS, the South Side Works Tax Increment Financing Plan (as amended, the "*South Side Works TIF Plan*") was prepared by the Urban Redevelopment Authority of Pittsburgh (the "*Authority*") and was approved by the School District of Pittsburgh (the "*School District*") by resolution of December 16, 1998 and by the County of Allegheny (the "*County*") by resolution of December 30, 1998;

WHEREAS, by resolution of February 16, 1999, the City of Pittsburgh (the "*City*" and, together with the County and the School District, the "*Taxing Bodies*") approved and adopted the South Side Works TIF Plan and created the South Side Works Tax Increment Financing District (the "*South Side Works TIF District*");

WHEREAS, the South Side Works TIF Plan provided for certain pledged tax revenues (the "*Pledged Revenues*") to fund a portion of the costs of certain public improvements on the former LTV Steel site, including extending the street grid from East Carson Street, the riverfront park, and five parking garages for the South Side Works project (the "*Project*");

WHEREAS, the South Side Works TIF District has produced the maximum amount of Pledged Revenues allowed under the South Side Works TIF Plan and the notes that were secured by the Pledged Revenues have been paid in full; and

WHEREAS, the Authority recommends that the City take action to dissolve the South Side Works TIF District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE AUTHORITY AS FOLLOWS:

Section 1. The Authority recommends that the South Side Works TIF District be dissolved by the City, and directs that upon such dissolution any tax revenues received from the pledged parcels be distributed to the taxing bodies in accordance with the South Side Works TIF Plan, after paying any fees, expenses, and contractual obligations due and owing with respect to the South Side Works TIF District.

Section 2. The appropriate officials of the Authority are hereby directed to take such additional actions in furtherance of the dissolution of the South Side Works TIF District, including, without limitation, the termination of any agreements entered into in furtherance of the transactions contemplated by the South Side Works TIF Plan, the payment of any fees, expenses, and contractual obligations due and owing with respect to the South Side Works TIF District, and to take any other actions necessary and proper to accomplish the foregoing,

including such actions as may be in cooperation with the City, the County, and the School District.

Section 3. Any Resolution or Ordinance or part thereof conflicting with the provisions of this Resolution is hereby repealed so far as the same affects this Resolution.

22. Washington's Landing

- a. Authorization to enter into an agreement with Allegheny City Electric for repairs to the street lighting system on Washington's Landing for an amount not to exceed \$15,000.00.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Kaminski stated that the authorization is requested to enter into an Agreement with Allegheny City Electric to repair the street lighting system on Waterfront Drive on Washington's Landing. Allegheny City Electric holds the City of Pittsburgh's "B" Contract" for street lighting. The URA met with the City of Pittsburgh and Allegheny City Electric at the site and would like to contract with Allegheny City Electric for this repair work.

The existing street lighting system was constructed by the URA under a number of contracts in the mid 1980's through the late 1990's. The URA has been working with the City of Pittsburgh for years, to accept the dedication of the public improvements constructed on Washington's Landing by the URA. A component of the public improvements is the street lighting system. Prior to the City accepting the public improvements, (roads, sidewalks, curbs, street lighting, etc.) the URA must make repairs to the lighting system consisting of removing an old light pole foundation and replacing it with a new one and installing new conduit and wire to the new foundation from an existing Duquesne Light junction box. This will provide a new source of power to the street lighting system, which is presently not working. Once this repair has been made the City of Pittsburgh Department of Public Works will formally accept the public improvements so that the public improvements on Washington's Landing can be dedicated to the City.

Allegheny City Electric is located at 3080 Babcock Boulevard, Pittsburgh, PA 15237 and Mr. Michael J. Septak is President.

Funding for this agreement will be from the Washington's Landing account.

There was no discussion among Members.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 337 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into an agreement between the Authority and Allegheny City Electric for repairs to the street lighting system on Washington's Landing for

an amount not to exceed \$15,000.00, payable from the Washington's Landing account, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

23. Beechview

- a. Amendatory Agreement with AWK Consulting Engineers, Inc. for additional engineering work for 1600-02 Broadway Avenue for an increase of an amount not to exceed \$12,000.00.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Kaminski stated that authorization is requested to amend the agreement between AWK and the URA for engineering services. The original scope of work for this agreement included site layout of a parking lot and a future outdoor dining area. The storm drainage for the outdoor dining area and the parking lot are to collect into a storage tank on site, to be released into a sewer. The existing sewer in Broadway Avenue however, is not accessible from the parking lot due to a difference in grade and there is no sewer in Hampshire Avenue, an adjacent street. The storm sewer for the parking lot will need to connect into Methyl Street, a street that is located parallel to and down gradient from, Broadway Avenue, through a new storm sewer in Hampshire Avenue. This new sewer will need to be designed by AWK and approved by PWSA. The services under this amended Agreement will include the design of the sewer and hours for additional meetings and approvals through PWSA.

The amended Agreement amount, if authorized, would be for an amount not to exceed \$42,000.00.

AWK Consulting Engineers, Inc. is located at 1225 Rodi Road, Turtle Creek, PA 15145. Errol S. Abdulla, P. E. is the President.

Funding for this Agreement is through CITF and City Bond funds and/or other funding sources.

There was no discussion among the Members.

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

RESOLUTION NO. 338 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to amend the agreement between the Authority and AWK Consulting Engineers, Inc. dated December 16, 2014, for additional engineering work for 1600-02 Broadway Avenue for an increased amount not to exceed \$12,000.00, for a total contract amount of \$42,000.00, payable through CITF and City Bond funds and/or other funding sources, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

24.

Lead Based Paint – Inspection and Analytical Services

- a. Authorization to solicit proposals for performing risk assessments and clearance testing to implement the HUD regulations for lead based paint hazard reductions.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Kaminski stated that authorization is requested to solicit proposals from environmental engineering consultants to perform risk assessments and clearance testing for lead based paint hazards city-wide. The last RFP for performing risk assessments and clearance testing was issued in January, 2011.

HUD regulations, effective September 10, 2001, require the URA to implement risk assessment and clearance testing for each housing unit where CDBG or HOME funds are used. The affected programs include the Pittsburgh Home Rehabilitation Program (PHRP), Rental Housing Development and Improvement Program (RHDIP) and the Pittsburgh Housing Construction Fund (PHCF).

There was no discussion among the Members.

Upon motion made by Ms. Hall-Russell, seconded by Mr. Gainey and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 339 (2015)

RESOLVED: That the solicitation of proposals from environmental engineering consultants to perform risk assessments and clearance testing to implement HUD regulations for lead based paint hazard reductions is hereby approved.

25. Mortgage Revenue Bond Program

- a. Authorization is requested to sell to J. P. Morgan Chase up to 40 delinquent loans with outstanding balances totaling in excess of \$1.2 million.
- b. Authorization is requested to transfer the servicing of approximately 170 primarily FHA loans from J. P. Morgan Chase Bank to Dollar Bank.

Mr. Rubinstein requested Members to approve the above items.

Mr. Short stated after review of the delinquency reports from J. P. Morgan Chase Bank over year 2015, it has become more apparent that Chase has had servicing issues with the collection of FHA backed loans in the MRBP portfolio.

Currently, J. P. Morgan Chase services over 200 loans for the URA Mortgage Revenue Bond Program (MRBP) Indenture. After review of the portfolio, it was found practical to negotiate the sale of up to 40 loans, all over 60 days delinquent with principal balances in excess of \$1.2 M.

This transaction will benefit the Indenture by reducing delinquency, prepaying debt and reducing URA administration costs.

A transfer proposal has been negotiated where Chase agrees to the purchase of the loans in this delinquent status. Additionally, the transfer of another 170 loans from J. P. Morgan Chase to Dollar Bank is proposed. Dollar Bank is a local institution currently serving as MRBP loan service provider with an exceptional track record with URA loans.

The service fee at 3/8% of 1% the outstanding balance is dictated by the MRBP Indenture so fees will not increase as a result of the transfer transactions. The expected repayment of the delinquent loans will be utilized to prepay bond debt and make Pittsburgh Home Ownership Program (PHOP) loans while minimizing administrative costs. The transfer transactions will be electronic for efficiency with a planned date for early 2016.

Added benefits of the transactions include reducing the delinquent loans for our Electronic Municipal Markets Access (EMMA) reporting. The planned use of the repayments portion can be utilized both to increase our asset to debt ratio, strengthening our rating with Moody's (currently Aa1), and/or make additional loan money available to City of Pittsburgh home purchase borrowers.

Dollar Bank is an existing and active service provider for MRBP loans and has the required experience and knowledge of FHA loans, a solid track record of collections, and ongoing understanding in City of Pittsburgh lender to borrower relationships.

There was no discussion among the Members.

Upon motion made by Ms. Hall-Russell, seconded by Mr. Gainey and unanimously carried, the following resolutions were adopted:

RESOLUTION NO. 340 (2015)

RESOLVED: That the sale to J. P. Morgan Chase of up to 40 delinquent loans with outstanding balances totaling in excess of \$1.2 million is hereby approved, and the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute any and all documents to carry out this transaction, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

RESOLUTION NO. 341 (2015)

RESOLVED: That the transfer of the servicing of approximately 170 primarily FHA loans from J. P. Morgan Chase Bank to Dollar Bank is hereby approved, and the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to execute any and all documents to carry out this transaction, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

26. Tax Diversion Trustee

- a. Authorization to enter into a contract with Zions Bank for trustee services for a term of up to three years for \$27,000 per year.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated the URA issued a Request for Proposals (RFP) on Tuesday September 15, 2015 for firms to serve as the Trustee for its current and future activities involving collection of dedicated tax revenue and servicing of debt. These Trustee services include Tax Increment Financing (TIF), Transit Revitalization Investment District (TRID), Parking Tax Diversion Trustee Paying Agent and Tax Custodian/Disbursement Agent and other future tax diversion administration. The RFP was posted on the URA website and sent to a group of qualified banks and accounting firms. The URA received four proposals on October 13, 2015.

The URA's TIF Committee engaged in a trustee selection process in order to recommend the best proposal to the Board of the URA. URA's TIF Committee evaluated the proposals, created a shortlist and, after interviews with two firms, selected Zions Bank to serve as Trustee for the URA. Zions Bank is a national banking association licensed to provide the full breadth of trust and custody services in all 50 States. Founded in 1873, Zions Bank provides corporate trust services in 10 regional locations across the United States and established an office to provide corporate trust services in Pittsburgh last year after hiring experienced, locally based managers.

The contract will be for a term of up to three (3) years, with an option for a three year extension, at a base fee of \$27,000 per year, payable from various tax diversion Project Funds, and will be for all existing TIFs and TRIDs and future parking tax diversions at a rate of \$1,000 per project

CONTACT INFO:

Eric Mitzel

Vice President and Manager

Zions Bank, Corporate Trust

401 Liberty Avenue, Suite 1729

Pittsburgh, PA 15222

eric.mitzel@zionsbank.com

Eric Mitzel, Vice President and Manager of Zions Bank was present. Mr. Mitzel thanked the Board for the opportunity.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 342 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into a contract between the Authority and Zions Bank to act as master Tax Increment Financing, Transit Revitalization Investment District and Parking Tax Diversion Trustee Paying Agent and Tax Custodian/Disbursement Agent for the Authority for a term of up to three (3) years, with an option for a three year extension, at a base fee of \$27,000 per year, payable from various tax diversion Project Funds, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

27. p4 Implementation – p4 Policy Manager

- a. Authorization to file a grant application and execute related agreement with The Heinz Endowments in the amount of \$50,000 in order to fully or partially fund a new p4 Policy Manager position.
- b. Authorization to create a new p4 Policy Manager position within the Executive Department at the URA.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated the Urban Redevelopment Authority of Pittsburgh (URA) is requesting authorization to apply for a grant application and execute related grant agreements in order to fund a p4 Policy Manager position at the URA. The purpose of the grant, and the p4 position, is ~~to support the creation of sustainability metrics to guide public subsidy of development at the URA.~~

The p4 Policy Manager will lead the creation of sustainability metrics based on the P4 framework to guide public subsidy of development. The p4 Policy Manager will manage communication and workflow with the p4 Leadership Council, technical experts, City of Pittsburgh departments and all City authorities, and other stakeholders to guide the creation of a p4 Development Index which will be employed by the URA to target public investments to those projects that best embody the p4 values and principles. The p4 Policy Manager will work closely on the creation of metrics along with staff and consultants who may be hired from time to time.

Through its public subsidy of development project, the URA can exercise critical leverage to influence architectural quality, sustainability, and equity to raise the bar for development throughout the City of Pittsburgh. The city is experiencing a historic development boom and this p4 Policy Manager position will bring needed capacity to the organization by:

- Working closely with URA staff to document all subsidy and incentive programs provided by the organization;
- Benchmarking best practices for scoring development proposals based on a comprehensive set of criteria;
- Developing and implementing a work plan to facilitate the creation of a p4 Development Index by May 2016;

- Managing communication and relationships with the p4 Leadership Task Force, consultants, and URA staff working on the p4 Development Index;
- Convening, educating, and building relationships with stakeholders including community organizations, developers, institutions, foundations, elected officials, City of Pittsburgh, Allegheny County, and Commonwealth of Pennsylvania departments and authorities, and others around development and implementation of the p4 Development Index;
- Assisting with the strategic planning for and implementation of a citywide p4 strategy.

The p4 Policy Manager will be part of the Executive Department and will report to the URA Acting Executive Director or URA Executive Director. It is envisioned that the Foundation community, including The Heinz Endowments, would continue to fund this position for as long as it is needed.

Principal:
 Grant Oliphant
 The Heinz Endowments
 625 Liberty Avenue
 Pittsburgh, PA 15222

Board Member Hall-Russell asked who would be hired as the p4 Policy Manager.

Chairman Acklin stated the p4 Policy Manger would be a staff member within the URA. Mr. Acklin also stated that by creating this position we are ensuring alignment in our investment strategies and using the guiding principles presented from the conference held last year.

Leigh Haberson from the Heinz Endowments was present. Ms. Haberson thanked the Board for working with their organization.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, and the following resolutions were adopted:

RESOLUTION NO. 343 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to file an application with The Heinz Endowments for a grant in an amount up to \$50,000 to fully or partially fund a new p4 Policy Manager position, and to execute any other assurances or requirements necessary in connection with said application, and that the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto; and it is

RESOLVED FURTHER: That the Authority is hereby authorized to receive a grant from The Heinz Endowments in an amount up to \$50,000 to fully or partially fund a new p4 Policy Manager position, and the Chairman, Vice Chairman, Executive Director, Acting Executive Director is hereby authorized to execute a grant agreement with The Heinz Endowments and to execute and any other assurances or requirements necessary in connection with said agreement, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

RESOLUTION NO. 344 (2015)

RESOLVED: That the creation of a new p4 Policy Manager position within the Executive Department at the Authority is hereby approved.

28. Marketing

- a. Authorization to enter into a Contract with Wall-to-Wall Studios, Inc. in an amount not to exceed \$50,000 for design and concept development related to a new URA website.

Mr. Rubinstein requested the Members approve the above items.

Mr. Rubinstein stated that authorization is requested to enter into a Contract with Wall-to-Wall Studios, Inc. for design and concept development for a new website for the URA and associated design elements.

The URA's website is outdated and in dire need of an upgrade. There is no search engine and it is not user friendly. This redesign and upgrade is necessary in order to better serve potential and existing customers interested in URA programs and services. The upgraded site will allow the URA to provide valuable resources to the community.

Funding for the website was allocated in the approved 2015 Budget.

The collaboration between the URA and Wall-to-Wall Studios, Inc. has resulted in numerous honors, including two GOLD Excellence in Economic Development Awards for the URA Integrated Investor Prospectus and Campaign, and the LaunchPGH.com website from the International Economic Development Council.

The funding sources will be 2015 Administrative Revolving Fund, Commercial Loan Repayment Account, Industrial Land Reserve Fund and/or Mortgage Revenue Bond Program.

Principal: Larkin Werner
Partner and Creative Director

Primary Project Contact: Pete Popivchak
Partner and Vice President of Sales/Marketing
Wall-to-Wall Studios, Inc.
1010 Western Ave, 3rd floor, Suite 302,
Pittsburgh, PA 15233

Pete Popivchak, Partner and Creative Director of Wall-to-Wall Studios, Inc. was present. Mr. Popivchak thanked the board for the opportunity to work on development and design of the URA website.

Upon motion made by Mr. Gainey, seconded by Ms. Hall-Russell and unanimously carried, the following resolution was adopted:

RESOLUTION NO. 345 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into a contract between the Authority and Wall-to-Wall Studios, Inc. for design and concept development related to a new URA website in an amount not to exceed \$50,000.00, payable from the 2015 Administrative Revolving Fund, the Commercial Loan Repayment Account, the Industrial Land Reserve Fund and/or the Mortgage Revenue Bond Program, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

29. Marketing

- a. Authorization to enter into a contract with A to Z Communications, Inc. in an amount not to exceed \$25,000 for marketing services and materials for the City of Pittsburgh bicentennial celebration.

Mr. Rubinstein requested the Members to approve the above items.

Mr. Rubinstein stated that authorization is requested to enter into a Contract with A to Z Communications for marketing services and materials related to the City of Pittsburgh's year-long bicentennial celebration.

In 2016, the City of Pittsburgh will celebrate its Bicentennial. A to Z Communications will assist in the promotion of the numerous events the City and its partners have planned for its neighborhoods.

Marketing materials may include a logo, sponsorship packages, co-branding elements and website design.

The funding source will be City PayGo.

Principal: Alan Boarts
President and Chief Creative Director

Primary Project Contact: Holly Bulvony
Senior Vice President of Communications
A to Z Communications
960 Penn Avenue, Ninth Floor
Pittsburgh, PA 15222

There was no discussion among the Members.

Upon motion made by Mr. Gainey, seconded Ms. Hall-Russell unanimously carried, the following resolution was adopted:

RESOLUTION NO. 346 (2015)

RESOLVED: That the Executive Director, Acting Executive Director or Director of Finance, on behalf of the Authority, is hereby authorized to enter into a contract with A to Z Communications, Inc. for marketing services and materials related to the City of Pittsburgh's year-long Bicentennial celebration, for an amount not to exceed \$25,000.00, payable from City Pay-Go funds, and the Secretary or Assistant Secretary is authorized to attest same and affix the seal of the Authority thereto.

AGENDA "B"

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

1. Pittsburgh Home Rehabilitation Program (PHRP)

RESOLUTION NO. 347 (2015)

RESOLVED: That permission is hereby granted to Lorraine I. Welch, a City of Pittsburgh employee in the Department of Public Safety, to participate in the Pittsburgh Home Rehabilitation Program, for a property located at 5025 Interboro Avenue, Pittsburgh, PA 15207, subject to the approval of the U.S. Department of Housing and Urban Development.

2. Lawrenceville CDBG Project Funds

RESOLUTION NO. 348 (2015)

RESOLVED: That the transfer of up to \$100,000 in Lawrenceville CDBG Project funds to the Larimer Project budget, is hereby approved.

3. 2015 City Paygo Major Development Funds

RESOLUTION NO. 349 (2015)

RESOLVED: That the use up of to \$400,000 of 2015 City Paygo Major Development funds as a partial source for the \$886,183 Rental Housing Development and Improvement Program (RHDIP) loan to the BREW House Limited Partnership, pursuant to Resolution 126 (2015), is hereby approved.

RESOLUTION NO. 350. (2015)

RESOLVED: That the use of up to \$200,000 of 2015 City Paygo Major Development funds as a source for the \$200,000 Rental Housing Development and Improvement Program loan to Hillcrest Limited Partnership for the Hillcrest Senior Apartments development is hereby approved.

4. Legal Services Agreement

RESOLUTION NO. 351 (2015)

RESOLVED: That Resolution No. 180 (2015) is amended to change the contract for employment related legal services from Eckert Seamans Cherin & Mellott, LLC to Saul Ewing LLP.

5. Grant to the Daisy Wilson Artist Community, Inc.

RESOLUTION NO. 352 (2015)

RESOLVED: That Resolution No. 218 (2015) is amended to add the following disclosures: Kevin Acklin, Chairman of the URA Board of Directors and Chief of Staff and Chief Development Officer for Mayor William Peduto, is a former member of the grant recipient's Board of Directors; Eric White, Business Development Executive at the Authority is a member of the grant recipient's Board of Directors. Rob Pfaffman is a principal at Pfaffman + Associates, the architectural firm retained by the grant recipient for construction administration of the project, and is also a member of the grant recipient's Board of Directors.

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


Assistant Secretary

