

**THE PHILADELPHIA HOUSING AUTHORITY  
MEETING OF THE BOARD OF COMMISSIONERS  
2013 RIDGE AVE.  
PHILADELPHIA, PA 19121<sup>1</sup>  
THURSDAY, JANUARY 20, 2022  
AGENDA**

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- A. Call to Order** – Lynette Brown-Sow, Chair
- B. Remarks** – Kelvin A. Jeremiah, President & CEO
- C. Approval of the Minutes** of the Board Meeting held December 16, 2021, as distributed
- D. New Business**
  - 1. RESOLUTION AUTHORIZING ACQUISITION OF THE PARTNERSHIP INTEREST OF THE LIMITED PARTNER INVESTOR IN LUCIEN E. BLACKWELL HOMES III, LP**  
Laurence M. Redican
  - 2. RESOLUTION AUTHORIZING ACQUISITION OF THE PARTNERSHIP INTEREST OF THE LIMITED PARTNER INVESTOR IN MILL CREEK PHASE I, LP**  
Laurence M. Redican
  - 3. RESOLUTION AUTHORIZING ACQUISITION OF THE PARTNERSHIP INTEREST OF THE LIMITED PARTNER INVESTOR IN CAMBRIDGE III, LP**  
Laurence M. Redican
  - 4. RESOLUTION TO NEGOTIATE AND EXECUTE A PRE-DEVELOPMENT AGREEMENT WITH THE JOINT VENTURE BETWEEN L+M DEVELOPMENT PARTNERS LLC & MSQUARED IN CONNECTION WITH THE REDEVELOPMENT OF WESTPARK APARTMENTS**  
Nicholas Dema
  - 5. RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY TO TAKE ALL NECESSARY ACTIONS AND RELATED ACTIVITIES IN CONNECTION WITH THE SHARSWOOD/BLUMBERG PHASE IV DEVELOPMENT**  
Nicholas Dema
  - 6. RESOLUTION AUTHORIZING CONTRACTS FOR STORMWATER MAINTENANCE SERVICES FOR VARIOUS SITES WITH RAIN TAIN LLC, TURF CONSTRUCTION, AND STORMWATER SOLUTIONS LLC**  
Dave Walsh
- E. Public Comment Period**

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<sup>1</sup> This meeting is being conducted virtually, pursuant to the procedures on PHA’s website at [www.pha.phila.gov](http://www.pha.phila.gov) due to safety and health concerns for our residents, staff, the Board, and the public raised by the COVID-19 pandemic.

## RESOLUTION NO. 1

### RESOLUTION AUTHORIZING ACQUISITION OF THE PARTNERSHIP INTEREST OF THE LIMITED PARTNER INVESTOR IN LUCIEN E. BLACKWELL HOMES III, LP

**WHEREAS**, Lucien E. Blackwell Homes Phase III (“LEB Homes”) is a fifty (50) unit development located on various parcels of land on North 44<sup>th</sup> Street, North 45<sup>th</sup> Street, North 48<sup>th</sup> Street, Parrish Street and Lex Street in West Philadelphia, Pennsylvania; and

**WHEREAS**, the LEB Homes development was partially financed by equity generated from the sale of low-income housing tax credits (“LIHTC”) to PNC Multifamily Capital Institutional Fund XXXI Limited Partnership and Columbia Housing SLP Corporation (collectively, the “LEB Homes Tax Credit Investor”), which contributed equity to Lucien E. Blackwell Homes III, LP (the “LEB Homes Partnership”), in exchange for a 99.99% limited partnership interest in the LEB Homes Partnership for a minimum term of fifteen (15) years (the “LEB Homes Compliance Period”), pursuant to a transaction that closed on April 26, 2006; and

**WHEREAS**, Lucien E. Blackwell Homes Phase III HDC, a wholly-owned affiliate of the Philadelphia Housing Authority (“PHA”), is currently the general partner of the LEB Homes Partnership and owns a .01% interest therein; and

**WHEREAS**, the LEB Homes Tax Credit Investor agreed, pursuant to a Purchase Option and Right of First Refusal Agreement entered into with PHA, to sell its 99.99% limited partner interest (the “LEB Homes Partnership Interest”) in the LEB Homes Partnership to PHA or its designee, at the end of the LEB Homes Compliance Period, which period ended on December 31, 2021; and

**WHEREAS**, pursuant to the terms negotiated with the LEB Homes Tax Credit Investor, the LEB Homes Partnership Interest shall be purchased by PHA or its affiliate for approximately eight thousand eight hundred ninety-five dollars (\$8,895.00) (the “LEB Homes Acquisition Price”) plus any transfer taxes and transaction and legal costs in connection with the transfer of the partnership interest (the “Transaction Costs”); and

**WHEREAS**, PHA wishes to acquire the 99.99% LEB Homes Partnership Interest in the LEB Homes Partnership;

**BE IT RESOLVED**, that the Board of Commissioners hereby authorizes the PHA President & CEO and/or his authorized designee to negotiate and finalize any and all documents necessary for PHA or its wholly-owned affiliate(s) to acquire the LEB Homes Partnership Interest in the LEB Homes Partnership (the “Documents”) and to pay the respective Acquisition Prices and Transaction Costs, as set forth above, obtain any necessary third-party approvals, create any required PHA affiliated entities to acquire said Partnership Interest, and to take such other steps as necessary to effectuate this resolution, including to execute, deliver and perform the obligations under such Documents, once finalized.

## RESOLUTION NO. 2

### RESOLUTION AUTHORIZING ACQUISITION OF THE PARTNERSHIP INTEREST OF THE LIMITED PARTNER INVESTOR IN MILL CREEK PHASE I, LP

**WHEREAS**, Mill Creek Phase I is an eighty (80) unit development located at 730-58 North 45<sup>th</sup> Street, 700-26 North 46<sup>th</sup> Street, 701-25 North 46<sup>th</sup> Street and 736-58 North 46<sup>th</sup> Street, Philadelphia, Pennsylvania; and

**WHEREAS**, Mill Creek Phase I was partially financed by equity generated from the sale of LIHTCs to PNC Bank, National Association and Columbia Housing SLP Corporation (collectively, the "Mill Creek Tax Credit Investor"), which contributed equity to Mill Creek Phase I, LP (the "Mill Creek Partnership"), in exchange for a 99.99% limited partnership interest in the Mill Creek Partnership for a minimum term of fifteen (15) years (the "Mill Creek Compliance Period"), pursuant to a transaction that closed on February 24, 2004; and

**WHEREAS**, Mill Creek Phase I HDC, a wholly-owned affiliate of the Philadelphia Housing Authority ("PHA"), is currently the general partner of the Mill Creek Partnership and owns a .01% interest therein; and

**WHEREAS**, the Mill Creek Tax Credit Investor agreed, pursuant to a Purchase Option and Right of First Refusal Agreement entered into with PHA, to sell its 99.99% limited partner interest (the "Mill Creek Partnership Interest") in the Mill Creek Partnership to PHA or its designee, at the end of the Mill Creek Compliance Period, which period ended on December 31, 2019; and

**WHEREAS**, pursuant to the terms negotiated with the Mill Creek Tax Credit Investor, the Mill Creek Partnership Interest shall be purchased by PHA or its affiliate for approximately eleven thousand eight hundred nine dollars (\$11,809.00) (the "Mill Creek Acquisition Price") plus any Transaction Costs associated with the transfer of the Mill Creek Partnership Interest; and

**WHEREAS**, PHA wishes to acquire the 99.99% Mill Creek Partnership Interest in the Mill Creek Partnership;

**BE IT RESOLVED**, that the Board of Commissioners hereby authorizes the PHA President & CEO and/or his authorized designee to negotiate and finalize any and all documents necessary for PHA or its wholly-owned affiliate(s) to acquire the Mill Creek Partnership Interest in the Mill Creek Partnership (the "Documents") and to pay the respective Acquisition Prices and Transaction Costs, as set forth above, obtain any necessary third-party approvals, create any required PHA affiliated entities to acquire said Partnership Interest, and to take such other steps as necessary to effectuate this resolution, including to execute, deliver and perform the obligations under such Documents once finalized.

### RESOLUTION NO. 3

#### RESOLUTION AUTHORIZING ACQUISITION OF THE PARTNERSHIP INTEREST OF THE LIMITED PARTNER INVESTOR IN CAMBRIDGE III, LP

**WHEREAS**, the Cambridge Phase III development (“Cambridge Phase III”) is a forty (40) unit development located at 900-50 N. 11<sup>th</sup> Street, Philadelphia, Pennsylvania; and

**WHEREAS**, Cambridge Phase III was partially financed by equity generated from the sale of LIHTCs to TCIG Guaranteed Tax Credit Fund VI, LLC and a Special Limited Partner (collectively, the “Cambridge Phase III Tax Credit Investor”), which contributed equity to Cambridge III, LP (the “Cambridge Partnership”), in exchange for a 99.99% limited partnership interest in the Cambridge Partnership for a minimum term of fifteen (15) years (the “Cambridge Tax Credit Compliance Period”), pursuant to a transaction which closed on August 27, 2004; and

**WHEREAS**, Cambridge III HDC, a wholly-owned affiliate of the Philadelphia Housing Authority (“PHA”), is currently the general partner of the Cambridge Partnership and owns a .01% interest therein; and

**WHEREAS**, the Cambridge Tax Credit Investor agreed, pursuant to a Right of First Refusal and Purchase Option Agreement entered into with PHA, to sell its 99.99% limited partner interest (the “Cambridge Partnership Interest”) in the Cambridge Partnership to PHA or its designee, at the end of the Cambridge Tax Credit Compliance Period, which period ended on December 31, 2019; and

**WHEREAS**, pursuant to the terms negotiated with the Cambridge Phase III Tax Credit Investor, the Cambridge Partnership Interest shall be purchased by PHA or its affiliate for approximately twenty thousand one hundred dollars (\$20,100.00) (the “Cambridge Acquisition Price”) plus any Transaction Costs associated with the transfer of the Cambridge Partnership Interest; and

**WHEREAS**, PHA wishes to acquire the 99.99% Cambridge Partnership Interest in the Cambridge Partnership;

**BE IT RESOLVED**, that the Board of Commissioners hereby authorizes the PHA President & CEO and/or his authorized designee to negotiate and finalize any and all documents necessary for PHA or its wholly-owned affiliate(s) to acquire the Cambridge Partnership Interest in the Cambridge Partnership (the “Documents”) and to pay the respective Acquisition Prices and Transaction Costs as set forth above, obtain any necessary third-party approvals, create any required PHA affiliated entities to acquire said Partnership Interest, and to take such other steps as necessary to effectuate this resolution, including to execute, deliver and perform the obligations under such Documents once finalized.

## **RESOLUTION NO. 4**

### **RESOLUTION TO NEGOTIATE AND EXECUTE A PRE-DEVELOPMENT AGREEMENT WITH THE JOINT VENTURE BETWEEN L+M DEVELOPMENT PARTNERS LLC & MSQUARED IN CONNECTION WITH THE REDEVELOPMENT OF WESTPARK APARTMENTS**

**WHEREAS**, the Philadelphia Housing Authority (“PHA”) desires to complete a master redevelopment of West Park Apartments (“Campus”); and

**WHEREAS**, PHA issued a solicitation to either select a development partner for the redevelopment of the Campus or to sell two (2) Campus towers; and

**WHEREAS**, the solicitation was led by PHA’s broker agent, CBRE, to ensure that the solicitation received local and national exposure; and

**WHEREAS**, PHA received multiple proposals, which were reviewed and evaluated by an evaluation committee and the supporting documents were reviewed by the Contracting Officer; and

**WHEREAS**, based upon the consensus evaluation and approval for presentation to the Board after additional review processes, including Board committee and resident leadership review, it is recommended that PHA select the joint venture of L+M Development Partners LLC & MSquared (“Developer”) for a Pre-Development Agreement (“Agreement”); and

**WHEREAS**, the Developer has proposed to redevelop the Campus with approximately six hundred fifty (650) rental units, which will consist of three hundred twenty-seven (327) replacement units, as well as additional affordable and market rate units and commercial space; and

**WHEREAS**, PHA seeks to enter into the Agreement with the Developer to negotiate a final master plan for the Campus; and

**WHEREAS**, all pre-development expenses associated with the Agreement will be paid by the Developer; and

**WHEREAS**, if PHA and the Developer agree upon a final redevelopment plan for the Campus, the final development agreement will be subject to approval by the PHA Board of Commissioners and the U.S. Department of Housing and Urban Development;

**BE IT RESOLVED**, the Board of Commissioners hereby authorizes PHA’s President & CEO and/or his authorized designee(s) to negotiate and execute a Pre-Development Agreement with the joint venture of L+M Development Partners LLC & MSquared and to take all steps necessary to complete a master plan for the optimum redevelopment of the Campus.

## RESOLUTION NO. 5

### RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY TO TAKE ALL NECESSARY ACTIONS AND RELATED ACTIVITIES IN CONNECTION WITH THE SHARSWOOD/BLUMBERG PHASE IV DEVELOPMENT

**WHEREAS**, in 2014, the U.S. Department of Housing and Urban Development (“HUD”) awarded PHA a Choice Neighborhood Planning Grant for the development of a transformation plan (“Plan”) for the Blumberg/Sharswood neighborhood and in 2020 awarded PHA a thirty million dollar (\$30,000,000.00) Choice Neighborhood Implementation Grant for the Plan initiatives; and

**WHEREAS**, the Plan involves the development of approximately one thousand two hundred (1,200) housing units, including five hundred ten (510) replacement units from the demolition of the Blumberg campus, to be developed by PHA and its development partners; and

**WHEREAS**, PHA, through its affiliate, will be the developer for the Phase IV development, which will include the new construction of fifty-eight (58) affordable rental units, as replacement units related to the demolition of the Blumberg campus (“Replacement Units”), along with a two-story community center that will be located in the 2300 and 2400 blocks of Master Street and the 2400 block of Ingersoll Street (“Development”); and

**WHEREAS**, the fifty-eight (58) Replacement Units will be under a 20-year Project Based Voucher Housing Assistance Payment contract through HUD’s Rental Assistance Demonstration Program; and

**WHEREAS**, PHA was awarded a 2021 9% Low Income Housing Tax Credits (“LIHTC”) allocation from the Pennsylvania Housing Finance Agency to assist in the financing of the Development; and

**WHEREAS**, in furtherance of the Development, PHA and/or its affiliates will be required to enter into a development services agreement with its affiliate; create a limited partnership (“Partnership”) that will be the owner of the Development, along with a housing development corporation to serve as the general partner of the Partnership; enter into a long term ground lease with the Partnership; secure construction and permanent financing from Wells Fargo Bank; provide a PHA loan in an amount not to exceed fifteen million one hundred thousand dollars (\$15,100,000.00); raise equity through the sale of the LIHTC’s; provide customary financing and operating guaranties; and obtain all necessary HUD and other funding approvals in connection with the demolition, construction, RAD conversion and operation of the Development;

**BE IT RESOLVED**, that the PHA Board of Commissioners hereby authorizes the President & CEO, or his designee(s), to negotiate, execute and enter into all related contracts and documents necessary or appropriate to develop, finance, construct, and operate the Development, as set forth above, and to provide a capital expenditure, in a not-to-exceed amount of fifteen million one hundred thousand dollars (\$15,100,000.00), as further set forth above, subject to the availability of funds therefor.

## RESOLUTION NO. 6

### RESOLUTION AUTHORIZING CONTRACTS FOR STORMWATER MAINTENANCE SERVICES FOR VARIOUS SITES WITH RAIN TAIN LLC, TURF CONSTRUCTION, AND STORMWATER SOLUTIONS LLC

**WHEREAS**, the Philadelphia Housing Authority (“PHA”) has identified a need for stormwater maintenance services and a Request for Proposal was developed for the selection of companies to address fulfilling this requirement, according to established procedures and all applicable laws regarding public contracts; and

**WHEREAS**, the Request for Proposal was posted on PHA's website, advertised via local publications and chambers of commerce, mailed to qualified entities on PHA's Outreach List, and distributed to those who responded to the invitation; and

**WHEREAS**, the proposals were reviewed and evaluated by an evaluation committee and the supporting documents were reviewed by the Contracting Officer; and

**WHEREAS**, based upon the consensus evaluation and approval for presentation to the Board after additional review processes, including Board committee and resident leadership review, it is recommended that contracts be awarded to Raintain LLC, Turf Construction, and Stormwater Solutions LLC ; and

**WHEREAS**, work is to be assigned to each of the three (3) awardees at the discretion of the Contracting Officer based on need, performance and other legitimate business factors, and may be altered in accordance with the contract terms at any time during the course of the contract at the discretion of the Contracting Officer; and

**WHEREAS**, it is recommended that the aggregate amount to be expended under the three (3) contracts, combined, shall not exceed seven million fifteen thousand two hundred fifty dollars (\$7,015,250.00) with a two (2) year base period and three (3) one-year option periods, as follows:

- 1) The aggregate not-to-exceed amount for the two-year year base period is two million eight hundred six thousand one hundred dollars (\$2,806,100.00); and
- 2) The aggregate not-to exceed amount for each of the three (3) one-year option periods is one million four hundred three thousand fifty dollars (\$1,403,050.00);

**BE IT RESOLVED**, that the Board of Commissioners hereby authorizes the President & CEO and/or his authorized designee(s) to conclude and execute contracts with Raintain LLC, Turf Construction, and Stormwater Solutions LLC for a total aggregate amount not to exceed seven million fifteen thousand two hundred fifty dollars (\$7,015,250.00) subject to the availability of funds therefor, as set forth above, and to take all necessary actions relating to such contracts, including determining whether the options available under the contracts shall be exercised.