

~~February 14, 2011~~ *January 28, 2011*

JANUARY 2011

The Board Meeting of the Philadelphia Housing Authority Board of Commissioners for ~~December 2010~~ was held on Friday, January 28, 2011, 3:00 pm, at the Philadelphia Housing Authority, Multipurpose Room, 12 S. 23rd Street, Philadelphia, Pennsylvania.

A quorum being present, Commissioner John F. Street, Chairman, called the meeting to order. Upon roll call, those present were as follows:

Present: Commissioner John F. Street, Chairman
Commissioner/Councilwoman Jannie L. Blackwell
Commissioner Nellie W. Reynolds, Vice Chairman
Commissioner Debra L. Brady
Commissioner Patrick J. Eiding

Also Present: Shelley R. James, Esq., Assistant Executive Director

Commissioner John F. Street, Chairman, called the meeting to order. With that he asked for remarks from the Interim Executive Director Mr. Michael Kelly. Mr. Kelly gave remarks regarding how business will be conducted to make sure that PHA is more transparent and accountable for its actions and with that, asked the Board approval to reform the General Counsel's Office and to create the Office of Audit of Compliance, with those actions PHA will have the ability to follow up from last meetings zero tolerance for workplace conduct. The next order of business was the approval of January 13, 2011 minutes. Commissioner Reynolds moved for the adoption of the minutes, for which Commissioner/Councilwoman Blackwell seconded. The minutes were unanimously adopted. With that, Commissioner John F. Street, Chairman, presided over the remaining agenda.

I hereby certify that this was
APPROVED BY THE BOARD ON 2/14/11
By: Shelley James
ATTORNEY FOR PHA

Commissioner Reynolds moved for the adoption of the following Resolution, which motion was duly seconded by Commissioner/Councilwoman Blackwell;

RESOLUTION NO. 11424

RESOLUTION APPROVING MINUTES OF THE RESCHEDULED DECEMBER BOARD OF COMMISSIONERS MEETING HELD ON JANUARY 13, 2011

BE IT RESOLVED, that the minutes of the Board Meeting of the Philadelphia Housing Authority Meeting held on January 13, 2011 copies of which have already been provided to the members, be the same are hereby ratified, confirmed and approved.

A vote being taken thereon, the "Ayes" and the "Nays" were as follows:

Ayes: Commissioner John F. Street, Chairman
 Commissioner/Councilwoman Jannie L. Blackwell
 Commissioner Nellie W. Reynolds, Vice Chairman
 Commissioner Debra L. Brady
 Commissioner Patrick J. Eiding

Nays: None

Commissioner John F. Street, Chairman thereupon declared the Resolution unanimously adopted.

Commissioner/Councilwoman Blackwell moved for the adoption of the following Resolution, which motion was duly seconded by Commissioner Reynolds;

RESOLUTION NO. 11425

RESOLUTION AUTHORIZING THE EXTENSION OF THE TERM OF THE PHILADELPHIA HOUSING AUTHORITY LINE OF CREDIT WITH WELLS FARGO BANK, N.A. FOR A NINETY (90) DAY PERIOD, AND THEREAFTER FOR A TERM OF ONE YEAR OR FOR SUCH PERIOD AGREED TO BY THE PARTIES

WHEREAS, Wachovia Bank, National Association (currently Wells Fargo Bank, N.A., Successor In Interest to Wachovia Bank, National Association (“Lender”), previously entered into a Loan Agreement dated December 29, 2004 with Philadelphia Housing Authority Development Corporation (“PHADC”) and the Philadelphia Housing Authority (“PHA”) as amended by a First Amendment to the Loan Agreement and a Second Amendment to the Loan Agreement (as amended, the “Loan Agreement”) pursuant to which PHADC and PHA, jointly and severally, obtained a revolving line of credit in an amount up to \$5,500,000 (the “Loan Facility”) and

WHEREAS, the PHA and the PHADC have used, and continue to use the advances under the Loan Facility (the “Advances”) to construct homeownership units which are developed by PHADC and owned by the PHA; and

WHEREAS, the current Loan Facility is unsecured facility and has a maturity date of December 31, 2010; and

WHEREAS, the PHA and PHADC desire to authorize the extension of the maturity date of the Loan Facility for a ninety (90) day period, and thereafter for a term of one (1) year or for such period agreed to by the parties, and further wish to authorize future extensions of the term of the Loan Facility on substantially similar terms as set forth in the Third Amendment, as agreed to by the parties (the “Renewal Term”); and

NOW, THEREFORE BE IT RESOLVED, that the PHA Board of Commissioner authorizes the Interim Executive Director of the PHA, or his authorized designee (the “Authorized Officer”), to negotiate, execute, attest, conclude and deliver all documents that are necessary or desirable to extend the maturity date of the Loan Facility for a ninety (90) day period, and thereafter for any Renewal Term; and

BE IT FURTHER RESOLVED, the form, terms and provisions of the Third Amendment (attached hereto) to the Loan Agreement to be executed between the Lender and PHADC and PHA, as Borrowers, are hereby authorized, approved and ratified, except for any such changes approved by the Authorized Officer; and

BE IT FURTHER RESOLVED, that all actions taken heretofore by an Authorized Officer with respect to the matters set forth in this resolution are hereby approved and ratified.

A vote being taken thereon, the “Ayes” and the “Nays” were as follows:

Ayes: Commissioner John F. Street, Chairman
 Commissioner/Councilwoman Jannie L. Blackwell
 Commissioner Nellie W. Reynolds, Vice Chairman
 Commissioner Debra L. Brady
 Commissioner Patrick J. Eiding

Nays: None

Commissioner John F. Street, Chairman thereupon declared the Resolution unanimously adopted.

Commissioner Eiding moved for the adoption of the following Resolution, which motion was duly seconded by Commissioner/Councilwoman Blackwell;

RESOLUTION NO. 11426

RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY INTERIM EXECUTIVE DIRECTOR, OR HIS AUTHORIZED DESIGNEE TO CONCLUDE AND TO EXECUTE CONTRACTS FOR THE PROVISION OF HUMAN RESOURCES AND/OR CONSULTANT SERVICES WITH CORPORATE COUNSELING ASSOCIATES, INC. FOR TRAINING SERVICES TO PHA PERSONNEL, TO ECKERT SEAMANS FOR CONSULTATIVE SERVICES AND TO T.L. CONSULTING SERVICES, LLC FOR NEW HIRE HUMAN RESOURCE TRAINING (SOLICITATION NO. P-004028)

WHEREAS, The Philadelphia Housing Authority (PHA) has identified a need for human resources training and consulting services; and

WHEREAS, Solicitation No. P-004028 was developed according to established procedures and all applicable laws regarding public contracts and was advertised in the Philadelphia Inquirer and several community newspapers; and

WHEREAS, the Request for Proposal was mailed to the appropriate companies on PHA Bidders' List, and distributed to those who responded to the invitation through the publications; and

WHEREAS, eighteen (18) offerors responded to the solicitation by submitting a proposal as follows:

Corporate Counseling Associates, Inc.

Eckert Seamans

T.L. Consulting Services, LLC

Anchor Planning Group, Inc./Postnet

Contract Trainers, Inc.

The Weinstein Firm

QSI Consulting

Ballard Spahr LLP

Schnader Harrison Segal & Lewis LLP

Margolis Edelstein

TrustWorks, Inc

Dilworth Paxson LLP

New Haven Consulting Group, Inc. (Team JKA)

EDSI, Inc.

Archer & Greiner

Information Pathwaves, Inc.

SmartWork, Inc.

Emerald Training Consultants

WHEREAS, the proposals were reviewed and evaluated by the evaluation committee appointed for such purpose (the "Evaluation Committee") and the supporting documents were reviewed by the Contracting Officer; and

WHEREAS, based upon evaluation, it was recommended that contracts be awarded to Corporate Counseling Associates, Inc. for training services to PHA personnel, to Eckert Seamans for consultative services and to T.L. Consulting Services, LLC for new hire HR training.

WHEREAS, it is further recommended that the contract, if awarded, shall be for a two (2) year base period with three (3) one-year option periods for the following contractors:

(1) to T.L. Consulting Services, LLC in the amount not to exceed **ONE HUNDRED FORTY-TWO THOUSAND DOLLARS (\$142,000.00)** for Base Years 1 & 2; **EIGHTY-SIX THOUSAND DOLLARS (\$86,000.00)** for Option Year 1; **EIGHTY-SIX THOUSAND DOLLARS (\$86,000.00)** for Option Year 2; **ONE HUNDRED FORTY-TWO THOUSAND DOLLARS (\$142,000.00)** for Option Year 3; for a total contract amount not to exceed **FOUR HUNDRED FIFTY-SIX THOUSAND DOLLARS (\$456,000.00)** for new hire HR training; and

(2) to Corporate Counseling Associates, Inc. in the amount not to exceed **TWO HUNDRED SIXTY THOUSAND DOLLARS (\$260,000.00)** for Base Years 1 & 2; **ONE HUNDRED FORTY-EIGHT THOUSAND DOLLARS (\$148,000.00)** for Option Year 1; **ONE HUNDRED FORTY-EIGHT THOUSAND DOLLARS (\$148,000.00)** for Option Year 2; **ONE HUNDRED FORTY-EIGHT THOUSAND DOLLARS (\$148,000.00)** for Option Year 3; for a total contract amount not to exceed **SEVEN HUNDRED FOUR THOUSAND DOLLARS (\$704,000.00)** for training services to PHA personnel; and

(3) to Eckert Seamans, LLP in the maximum amount not to exceed **FIFTY-NINE THOUSAND DOLLARS (\$59,000.00)** for Base Years 1 & 2; **FORTY-ONE THOUSAND ONE HUNDRED TWENTY DOLLARS (\$41,120.00)** for Option Year 1; **FORTY-TWO THOUSAND SIXTEEN DOLLARS (\$42,016.00)** for Option Year 2; **SIXTY-TWO THOUSAND DOLLARS (\$62,000.00)** for Option Year 3; for a total contract amount not to exceed **TWO HUNDRED FOUR THOUSAND ONE HUNDRED THIRTY-SIX DOLLARS (\$204,136.00)** consultative services; and

BE IT RESOLVED, by and for The Philadelphia Housing Authority, that the Interim Executive Director, or his designee, is hereby authorized to adjust the above rates to reflect additional tasks related to consultative services; and

BE IT FURTHER RESOLVED, that (1) the recommended contractors comply with all terms required by the solicitation; (2) the contracts are subject to approval by PHA's funding source before any contracts shall exist; (3) no contracts shall exist until signed by the Interim Executive Director, or his designee; and (4) if PHA and the offerors have not mutually agreed on the terms of a contract within forty-five (45) days following the next regularly scheduled Board meeting, then this resolution shall be void and the authority of the Interim Executive Director shall cease.

A vote being taken thereon, the "Ayes" and the "Nays" were as follows:

Ayes: Commissioner John F. Street, Chairman
 Commissioner/Councilwoman Jannie L. Blackwell
 Commissioner Nellie W. Reynolds, Vice Chairman
 Commissioner Debra L. Brady
 Commissioner Patrick J. Eiding

Nays: None

Commissioner John F. Street, Chairman thereupon declared the Resolution unanimously adopted.

Commissioner Reynolds moved for the adoption of the following Resolution, which motion was duly seconded by Commissioner/Councilwoman Blackwell;

RESOLUTION NO. 11427

RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY INTERIM EXECUTIVE DIRECTOR TO RE-ESTABLISH THE OFFICE OF GENERAL COUNSEL; TO CLARIFY AND RESTATE THE DUTIES AND REPORTING STRUCTURE OF THE GENERAL COUNSEL; AND TO AMEND ANY RESOLUTIONS OR PROVISIONS OF THE AUTHORITY'S BY-LAWS THAT ARE INCONSISTENT WITH THE PROVISIONS SET FORTH IN THIS RESOLUTION

WHEREAS, The Philadelphia Housing Authority (the "Authority") desires to re-establish the Office of General Counsel and the position of General Counsel; and

WHEREAS, the Authority, including the Board of Commissioners thereof, wishes to provide greater accountability and a higher level of transparency with respect to the legal affairs of the Authority and the activities of the Office of General Counsel; and

WHEREAS, the General Counsel of the Authority shall be selected by the Executive Director in consultation with the Authority's Board of Commissioners; and

WHEREAS, in connection with the re-establishment of the Office of General Counsel and the position of General Counsel, the duties and responsibilities of such position shall be clarified and restated; and

WHEREAS, the General Counsel shall be responsible for the oversight of the Legal Department, which the Authority intends to restructure to more fully address the legal needs of the Authority; and

WHEREAS, the reporting structure of the General Counsel shall be modified to clarify that the General Counsel shall operate under the general administrative supervision of the Executive Director, and have reporting accountabilities to both the Board of Commissioners and the Executive Director as set forth herein; and

WHEREAS, this resolution is being adopted to permit the Authority to take the action necessary and desirable to re-establish the position of General Counsel and to set forth the matters herein with respect to the duties, responsibilities and reporting structure of the General Counsel,

NOW THEREFORE BE IT RESOLVED, that the Board of Commissioner of the Authority hereby re-establishes the Office of General Counsel and further adopts the following resolutions with respect to this matter;

BE IT FURTHER RESOLVED, that the Authority shall appoint and retain a General Counsel who shall be responsible for all legal matters of the Authority and shall manage and have charge of the Legal Department and the staff thereof;

BE IT FURTHER RESOLVED, that the General Counsel shall be selected by the Executive Director in consultation with the Authority's Board of Commissioners and shall operate under the general administrative direction of the Executive Director of the Authority;

BE IT FURTHER RESOLVED, that the General Counsel shall also have reporting accountabilities to the Board of Commissioners of the Authority no less frequently than on a quarterly basis. Such report shall be in form and substance acceptable to the Board of Commissioners, and shall at a minimum cover all legal matters of a material nature and as requested by the Board of Commissioners;

BE IT FURTHER RESOLVED, that the General Counsel shall have such qualifications and competencies and shall have such further duties and responsibilities as shall be set forth in a General Counsel Position Description that shall include the requirements set forth herein and shall otherwise be consistent with the provisions hereof and shall be reviewed and approved by the Director of Human Resources and the Executive Director of the Authority; and

BE IT FURTHER RESOLVED, that all actions taken heretofore with respect to the matters set forth herein by the Executive Director or his authorized designee are hereby ratified and confirmed.

A vote being taken thereon, the "Ayes" and the "Nays" were as follows:

Ayes: Commissioner John F. Street, Chairman
 Commissioner/Councilwoman Jannie L. Blackwell
 Commissioner Nellie W. Reynolds, Vice Chairman
 Commissioner Debra L. Brady
 Commissioner Patrick J. Eiding

Nays: None

Commissioner John F. Street, Chairman thereupon declared the Resolution unanimously adopted.

Commissioner/Councilwoman Blackwell moved for the adoption of the following Resolution, which motion was duly seconded by Commissioner Reynolds;

RESOLUTION NO. 11428

RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY INTERIM EXECUTIVE DIRECTOR TO REORGANIZE AND RENAME THE OFFICE OF INSPECTOR GENERAL AS THE OFFICE OF AUDIT AND COMPLIANCE; TO ESTABLISH THE FUNCTIONS OF THE OFFICE OF AUDIT AND COMPLIANCE AND THE REPORTING STRUCTURE OF THE DIRECTOR OF THE OFFICE OF AUDIT AND COMPLIANCE; AND TO AMEND ANY RESOLUTIONS WHICH ARE INCONSISTENT WITH THE PROVISIONS HEREOF

WHEREAS, Recommendation No. 0078, dated December 3, 1992, authorized the establishment of the Office of Inspector General of the Philadelphia Housing Authority (“Authority”); and

WHEREAS, Resolution No. 9061, dated January 25, 1994 authorized the Executive Director to reorganize the Office of the Inspector General; and

WHEREAS, Resolution No. 9258, dated October 20, 1994 adopted the reorganization of the Office of Inspector General and rescinded Recommendation No. 0078 in its entirety;

BE IT RESOLVED, by and for the Philadelphia Housing Authority that:

1. Resolution No. 9258, dated October 20, 1994, is hereby rescinded in its entirety.
2. The Office of Inspector General shall be renamed the Office of Audit and Compliance (“OAC”).
3. The OAC shall monitor, evaluate and provide oversight to ensure regulatory and operating compliance of the Philadelphia Housing Authority.
4. The mission of the OAC shall be to ensure the integrity and efficiency of the operation of the Philadelphia Housing Authority.
5. A Director of Audit and Compliance (“Director”) shall be appointed by the Executive Director in consultation with the Board of Commissioners to head the OAC.
6. The Director shall operate under the general administrative supervision of the Executive Director, and will have reporting accountabilities to both the Interim Executive Director and the Board of Commissioners.
 - a. With respect to all investigations concerning the Executive Director, the Director shall report any findings or allegations regarding the Executive Director to the Authority’s General Counsel. The Authority’s General Counsel shall report any substantiated findings or allegations to the Board of Commissioners.
 - b. With respect to all investigations concerning the Board of Commissioners, any member of the Board of Commissioners or an assistant to or non-Executive employee with a direct reporting relationship to any member of the Board of Commissioners, the Director shall report any findings or allegations regarding the Board of Commissioners, any member of the Board of Commissioners or an assistant to or non-Executive employee with a direct reporting relationship to any member of the Board of Commissioners to the Authority’s General Counsel.

7. The Director may be removed from office by the Executive Director in consultation with the Board of Commissioners.

A vote being taken thereon, the "Ayes" and the "Nays" were as follows:

Ayes: Commissioner John F. Street, Chairman
 Commissioner/Councilwoman Jannie L. Blackwell
 Commissioner Nellie W. Reynolds, Vice Chairman
 Commissioner Debra L. Brady
 Commissioner Patrick J. Eiding

Nays: None

Commissioner John F. Street, Chairman thereupon declared the Resolution unanimously adopted.

Commissioner Eiding moved for the adoption of the following Resolution, which motion was duly seconded by Commissioner/Councilwoman Blackwell;

RESOLUTION NO. 11429

RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY INTERIM EXECUTIVE DIRECTOR TO ESTABLISH AND IMPLEMENT COMPREHENSIVE ETHICS POLICIES AND PROCEDURES WHICH REQUIRE THE HIGHEST STANDARD OF ETHICAL CONDUCT BY PHA SENIOR MANAGEMENT AND EMPLOYEES, APPOINT AN ETHICS OFFICER, AND PROVIDE TRAINING TO PHA STAFF ON SUCH POLICIES AND PROCEDURES

WHEREAS, the Philadelphia Housing Authority (“PHA”) is committed to ensuring the effective and efficient use of public funds solely for their lawful and intended purposes consistent with its mission to serve the housing needs of low-income residents of Philadelphia; and,

WHEREAS, PHA is committed to ensuring that at all agency activities and employee actions are conducted in the public interest, in an open and transparent manner, and in conformance with all applicable federal, state and local ethics laws and regulations; and,

WHEREAS, all PHA employees, including the Interim Executive Director and senior management staff, have the responsibility of ensuring the public has complete confidence in the integrity and activities of the Philadelphia Housing Authority; and,

BE IT, THEREFORE, RESOLVED that the Board of Commissioners hereby:

1. Authorizes the Interim Executive Director to establish and implement comprehensive ethics policies and procedures applicable to every PHA employee that conform to all applicable federal, state and local statutes and regulations including the Annual Contributions Contracts (“the Ethics Policies”); and,
2. Establishes penalties and disciplinary actions for violation of the Ethics Policies up to and including termination; and,
3. Establishes the position of the Ethics Officer who will be responsible for implementation and enforcement of the Ethics Policies; and,
4. Requires that training on PHA’s Ethics Policies be provided to all employees and that PHA contractors and the general public be informed of all relevant provisions.

A vote being taken thereon, the “Ayes” and the “Nays” were as follows:

Ayes: Commissioner John F. Street, Chairman
 Commissioner/Councilwoman Jannie L. Blackwell
 Commissioner Nellie W. Reynolds, Vice Chairman
 Commissioner Debra L. Brady
 Commissioner Patrick J. Eiding

Nays: None

Commissioner John F. Street, Chairman thereupon declared the Resolution unanimously adopted.

The resolutions were adopted. With that, Commissioner John F. Street, Chairman opened the meeting for public comments. With no public comments being heard, Commissioner John F. Street, Chairman adjourned the meeting. (Copies of the actual transcript will be provided upon written request).