

PHILADELPHIA HOUSING AUTHORITY BOARD OF COMMISSIONERS MEETING MINUTES Thursday, November 20, 2014, 3 p.m., at 12 S. 23rd St., Philadelphia, PA 19103

The regular meeting of the Philadelphia Housing Authority ("PHA") Board of Commissioners was brought to order at approximately 3:10 p.m. by the Chair, Lynette Brown-Sow. Vice Chair Wetzel and Commissioners Callahan, Camarda, Coney, Danzy, Markman, Murphy and Wise were in attendance, as well as President & CEO, Kelvin Jeremiah ("CEO Jeremiah") and Board Secretary and General Counsel, Barbara Adams. The Chair began the meeting by requesting a moment of silent reflection and then noted that an executive session had been held just prior to the meeting, at approximately 1:45 p.m., for the purpose of discussing litigation and matters confidential by law.

CEO Jeremiah reviewed the procedure for public comment at the Board meeting and made the following announcements: 1) the public comment period for PHA's MTW Annual Plan for Fiscal Year 2016 and the Strategic Directions Plan is through December 17, 2014, with the public hearing on both matters scheduled for December 1, 2014, at the John F. Street Center; 2) groundbreaking at Gordon Street Apartments in Strawberry Mansion was celebrated on November 18th for 21 affordable units, to be constructed as part of a larger effort to build 100 new housing units in that community; 3) PHA's Supply Chain Management department is holding another "Doing Business with PHA" event on December 3, at Greater Gray's Ferry Estates (GGFE), starting at 5:30 p.m.; and 4) PHA's commitment to expanding supplier diversity is well reflected in this year's reporting numbers, which show participation rates of 42% for Minority-owned Business Enterprises and 33% for Women-owned Business Enterprises, both of which are well above the established goals of 20% and 10%, respectively.

Continuing PHA's new employee recognition program, which began in September of 2014, Joanne Strauss introduced the winner for November Employee of the Month, Arneatha Powell, the Administrative Officer for Capital Projects and Development. She was roundly applauded and presented with a check for \$250.00 and a certificate.

The Chair then inquired whether there were any corrections to the minutes of the Board meeting of October 23, 2014 and to the amendment of the minutes from the September 25, 2014 Board meeting minutes. The amendment to the September minutes added that the Chair had announced at that meeting that an executive session had taken place before it, at approximately 2 p.m., to discuss litigation and matters confidential by law. As there were no corrections, the two sets of minutes were accepted as submitted.

Seven resolutions were presented, all of which were unanimously approved.

Resolution 11739, attached in Appendix 1, was presented by David Walsh, Executive Vice President- Supply Chain Management ("EVP-SCM"), to authorize PHA to contract with Morgan Construction Management, LLC and Murphy's Transporting Services, Inc. to provide moving services for relocations. The total aggregate amount to be expended under the two contracts is not to exceed six hundred twenty-seven thousand three hundred sixty-two dollars (\$627,362.00). Commissioner Coney, as Chair of the Resident Services Committee that reviewed the resolution, moved for its approval. The motion was seconded and Commissioner Coney noted that the Resident Services Committee recommended approval of the resolution. Following the opportunity for public comment, of which there was none, and there being no further discussion, the resolution was unanimously approved.

Resolution 11740, attached in Appendix 1, was presented by David Walsh, EVP-SCM, to authorize PHA to contract with to contract with The Pest Bureau, Inc. and Terminix International, Inc. to provide pest control and infestation services. The total aggregate amount to be expended under the two contracts is not to exceed one million five hundred thousand dollars (\$1,500,000.00). Commissioner Coney, as Chair of the Resident Services Committee that reviewed the resolution, moved for its approval. The motion was seconded and Commissioner Coney noted that the Resident Services Committee recommended approval of the resolution. Following further discussion and the opportunity for public comment, of which there was none, the resolution was unanimously approved.

Resolution 11741, attached in Appendix 1, was presented by David Walsh, EVP-SCM, to authorize PHA to contract with Hay Group, Inc. for required actuarial services for the PHA Pension Board, with a contract amount not to exceed four hundred eighty thousand dollars (\$480,000.00). Commissioner Callahan, as Chair of the Finance Committee that reviewed the resolution, moved for its approval. The motion was seconded and Commissioner Callahan noted that the reviewing Committee recommended approval of the resolution. Following the opportunity for public comment, of which there was none, and there being no further discussion, the resolution was unanimously approved.

Resolution 11742, attached in Appendix 1, was presented by David Walsh, EVP-SCM, to authorize PHA to contract with Sabia Landscaping, Inc. for snow removal services at administrative sites, in a contract amount not to exceed one million forty-nine thousand two hundred seventy-seven dollars (\$1,049,277.00). Commissioner Callahan, as Chair of the Finance Committee that reviewed the resolution, moved for its approval. The motion was seconded and Commissioner Callahan noted that the reviewing Committee recommended approval of the resolution. In response to a question from Commissioner Camarda, Dave Walsh stated that a decision had been made to advertise all future solicitations in four newspapers, which would provide uniformity and greater outreach. Following further discussion and the opportunity for public comment, of which there was none, the resolution was unanimously approved.

Resolution 11743, attached in Appendix 1, was presented by Clare Ann Fitzgerald, Deputy General Counsel - Office of General Counsel, to authorize PHA to contribute an amount not to exceed one hundred twenty-six thousand four hundred sixty-nine dollars and forty-nine cents (\$126,469.49) toward the settlement of premises liability litigation. Commissioner Callahan, as Chair of the Finance Committee that reviewed the resolution, moved for its approval. The motion was seconded and Commissioner Callahan noted that the reviewing Committee recommended approval of the resolution. Following the opportunity for public comment, of which there was none, and there being no further discussion, the resolution was unanimously approved.

Resolution 11744, attached in Appendix 1, was presented by Michael Johns, Senior Executive Vice President –Capital Projects and Development, to authorize PHA to acquire the following surplus School District of Philadelphia properties, as part of replacement housing and redevelopment projects: 1) former Communications Technology High School - 8110 Lyons Ave; 2) former George Pepper Middle School - 2901 S. 8th Street; 3) former John Reynolds School - 2300-52 Jefferson Street; and 4) former Rudolph Walton Elementary School - 2601 N. 28th Street, for the sum of three million dollars (\$3,000,000.00). He distributed aerial photos of the properties to the Commissioners, with yellow lines showing the boundaries of the properties. Vice-Chair Wetzel, as Chair of the Policy and Planning Committee that reviewed the resolution moved for its approval. The motion was seconded and Vice-Chair Wetzel noted that the reviewing Committee recommended approval of the resolution. Following further discussion

and the opportunity for public comment, of which there was none, the resolution was unanimously approved.

Resolution 11745, attached in Appendix 1, was to have Vice-Chair Wetzel appointed as a member of the Audit Committee. The Vice-Chair recused himself from all discussion and vote on this resolution and left the room for the duration of the discussion and vote, returning thereafter. Janea Jordon, Executive Vice President - Office of Audit and Compliance, presented the resolution. Commissioner Markman, as a member of the Audit Committee, moved for approval of the motion. The motion was seconded and Commissioner Markman stated that the Audit Committee recommended approval of the resolution. Following the opportunity for public comment, of which there was none, and there being no further discussion, the resolution was unanimously approved.

The public comment period was then held, beginning at approximately 3:45 p.m., with the one speaker being Fredericka Douglas, who spoke regarding establishing a non-smoking policy.

CEO Jeremiah then introduced Milton Pratt, Jr. the Senior Vice President of Michaels Development Company, who made remarks regarding management of the Courtyard Apartments at Riverview, also known as Southwark Plaza, and the desire to productively work with resident leadership.

Continuing the practice started at the October 2014 meeting, CEO Jeremiah noted that at the monthly Board meetings, PHA will be highlighting a PHA resident who has been able to excel with help from PHA's resident services programs. The person highlighted at this meeting was Halima Wilson, an HCV recipient whose homeownership journey took two years, but who closed last month on her new home. She was presented with a certificate and received a round of applause.

Thereafter, the Chair adjourned the meeting at approximately 3:50 p.m.

Respectfully submitted,

Barbara Adams

Secretary

Philadelphia Housing Authority

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APPENDIX 1

THE PHILADELPHIA HOUSING AUTHORITY MEETING OF THE BOARD OF COMMISSIONERS 12 S. 23rd St.

PHILADELPHIA, PA 19103 THURSDAY, NOVEMBER 20, 2014, at 3 p.m. AGENDA

A.	Call to Order	Lynette M. Brown-Sow, Chair of the Board of Commissioners
		The Philadelphia Housing Authority Board of Commissioners

- B. Remarks Lynette M. Brown-Sow, Chair of the Board of Commissioners Kelvin A. Jeremiah, President & CEO
- C. Approval of Minutes of the Board Meeting held October 23, 2014, as distributed.
- D. New Business
- 1. RESOLUTION AUTHORIZING A CONTRACT WITH MORGAN CONSTRUCTION MANAGEMENT, LLC AND MURPHY'S TRANSPORTATION SERVICES, INC. FOR MOVING SERVICES FOR RELOCATIONS
 (David Walsh)
- 2. RESOLUTION AUTHORIZING A CONTRACT WITH THE PEST BUREAU, INC. AND TERMINIX INTERNATIONAL, INC. FOR PEST CONTROL AND INFESTATION SERVICES
 (David Walsh)
- 3. RESOLUTION AUTHORIZING A CONTRACT WITH HAY GROUP, INC. FOR ACTUARIAL SERVICES FOR THE PENSION BOARD (David Walsh)
- 4. RESOLUTION AUTHORIZING A CONTRACT WITH SABIA LANDSCAPING, INC. FOR SNOW REMOVAL SERVICES AT ADMINISTRATIVE SITES (David Walsh)
- 5. **RESOLUTION AUTHORIZING SETTLEMENT OF LITIGATION** (Clare Ann Fitzgerald)
- 6. RESOLUTION AUTHORIZING THE ACQUISITION OF FOUR PROPERTIES FROM THE SCHOOL DISTRICT OF PHILADELPHIA (Michael Johns)
- 7. RESOLUTION APPOINTING ONE MEMBER TO THE PHILADELPHIA HOUSING AUTHORITY AUDIT COMMITTEE (Janea Jordon)

E. Public Comment Period

RESOLUTION AUTHORIZING A CONTRACT WITH MORGAN CONSTRUCTION MANAGEMENT, LLC AND MURPHY'S TRANSPORTATION SERVICES, INC. FOR MOVING SERVICES FOR RELOCATIONS

WHEREAS, the Philadelphia Housing Authority ("PHA") has identified a need for moving services for relocations and a Request for Proposal ("RFP") 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 RFP was provided to the appropriate companies on PHA's Outreach List and distributed to those who responded to the invitation through the publications; and

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

WHEREAS, based upon the consensus evaluation, it is recommended that contracts be awarded to Morgan Construction Management, LLC and Murphy's Transporting Services, Inc. and

WHEREAS, work is to be assigned amongst the two (2) awardees at the discretion of the Contracting Officer, based on need, performance and other legitimate business factors, and may be altered at any time during the course of this contract; and

WHEREAS, it is further recommended that the contract with Morgan Construction Management, LLC and the separate contract with Murphy's Transportation Services, Inc., each be for a total amount not to exceed six hundred twenty-seven thousand three hundred sixty-two dollars (\$627,362.00), with a two (2) year base period and three (3) one-year option periods, as follows:

- 1) The not-to-exceed amount for the two-year base period is two hundred forty-three thousand five hundred thirty-seven dollars (\$243,537.00);
- 2) The not-to exceed amount for the first one-year option period is one hundred twenty-five thousand four hundred thirty-three dollars (\$125,433.00);
- 3) The not-to-exceed amount for the second one-year option period is one hundred twenty-seven thousand eight hundred seventy-three dollars (\$127,873.00); and
- 4) The not-to-exceed amount for the third one-year option period is one hundred thirty thousand five hundred nineteen dollars (\$130,519.00); and

WHEREAS, the total aggregate amount to be spent under the two contracts, combined, including the exercise of any options, is not to exceed six hundred twenty-seven thousand three hundred sixty-two dollars (\$627,362.00);

BE IT RESOLVED, that the President & CEO or his authorized designee is hereby authorized to conclude and execute contracts with Morgan Construction Management, LLC and Murphy's Transportation Services, Inc., with the total aggregate expenditure under the two contracts not to exceed six hundred twenty-seven thousand three hundred sixty-two dollars (\$627,362.00), 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.

ATTORNEY FOR PHA

Page 6 of 12

RESOLUTION AUTHORIZING A CONTRACT WITH THE PEST BUREAU, INC. AND TERMINIX INTERNATIONAL, INC. FOR PEST CONTROL AND INFESTATION SERVICES

WHEREAS, the Philadelphia Housing Authority ("PHA") has identified a need for pest control and infestation services and a Request for Proposal ("RFP") 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 RFP was provided to the appropriate companies on PHA's Outreach List and distributed to those who responded to the invitation through the publications; and

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

WHEREAS, based upon the consensus evaluation, it is recommended that contracts be awarded to The Pest Bureau, Inc. and Terminix International, Inc. and

WHEREAS, work is to be assigned between the two (2) awardees at the discretion of the Contracting Officer, based on need, performance and other legitimate business factors, and may be altered at any time during the course of this contract; and

WHEREAS, it is further recommended that both awardees receive individual contracts for a two (2) year base period and three (3) one-year option periods, as follows:

- 1) The not-to-exceed amount of six hundred thousand dollars (\$600,000.00) for the two-year base period; and
- 2) The not-to-exceed amount of three hundred thousand dollars (\$300,000.00) for each of the three (3) one-year option periods; and

WHEREAS, the total aggregate amount to be spent under the two contracts, including the exercise of any options, is not to exceed one million five hundred thousand dollars (\$1,500,000.00);

BE IT RESOLVED, that the President & CEO or his authorized designee is hereby authorized to conclude and execute contracts with The Pest Bureau, Inc. and Terminix International, Inc. subject to the availability of funds therefor, with the aggregate expenditure under the two contracts not to exceed one million five hundred thousand dollars (\$1,500,000.00), 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.

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APPROVED BY THE BOARD ON 11/20/19

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Page 7 of 12

RESOLUTION AUTHORIZING A CONTRACT WITH HAY GROUP, INC. FOR ACTUARIAL SERVICES FOR THE PENSION BOARD

WHEREAS, the Philadelphia Housing Authority ("PHA") has identified a need for actuarial services for the PHA Pension Board, a Request for Proposal ("RFP") 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 RFP was distributed to the appropriate vendors on the PHA's Outreach List and distributed to those who responded to the invitation through the publications; and

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

WHEREAS, based upon the consensus evaluation, it is recommended that a contract be awarded to Hay Group, Inc., in an amount not to exceed four hundred eighty thousand dollars (\$480,000.00), with a two (2) year base period and two (2) one-year option periods, as follows:

- 1) The not-to-exceed amount for the two-year base period is two hundred forty thousand dollars (\$240,000.00);
- 2) The not-to-exceed amount for the first one-year option period is one hundred twenty thousand dollars (\$120,000.00); and
- 3) The not-to-exceed amount for the second one-year option period is one hundred twenty thousand dollars (\$120,000.00);

BE IT RESOLVED, that the PHA President & CEO or his authorized designee is hereby authorized to conclude and execute a contract with Hay Group, Inc. in a total contract amount not to exceed four hundred eighty thousand dollars (\$480,000.00), subject to the availability of funds therefor, as set forth above, and to take all necessary actions relating to such contract, including determining whether the options available under the contract shall be exercised.

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APPROVED BY THE BOARD ON 11/20/19

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Page 8 of 12

RESOLUTION AUTHORIZING A CONTRACT WITH SABIA LANDSCAPING, INC. FOR SNOW REMOVAL SERVICES AT ADMINISTRATIVE SITES

WHEREAS, the Philadelphia Housing Authority ("PHA") has identified a need for snow removal services at administrative sites and a Request for Proposal ("RFP") was developed for the selection of a company to address fulfilling this requirement, according to established procedures and all applicable laws regarding public contracts; and

WHEREAS, the RFP was distributed to the appropriate companies on PHA's Outreach List and distributed to those who responded to the invitation through the publications; 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, it is recommended that a contract be awarded to Sabia Landscaping, Inc.; and

WHEREAS, it is further recommended that the contract be for a total amount not to exceed one million forty-nine thousand two hundred seventy-seven dollars (\$1,049,277.00), with a two (2) year base period and three (3) one-year option periods, as follows:

- 1) The not-to-exceed amount for the two-year base period is four hundred three thousand dollars (\$403,000.00);
- 2) The not-to exceed amount for the first one-year option period is two hundred nine thousand ninety dollars (\$209,090.00);
- 3) The not-to-exceed amount for the second one-year option period is two hundred fifteen thousand three hundred sixty-three dollars (\$215,363.00); and
- 4) The not-to-exceed amount for the third one-year option period is two hundred twenty-one thousand eight hundred twenty-four dollars (\$221,824.00);

BE IT RESOLVED, that the President & CEO or his authorized designee is hereby authorized to conclude and execute a contract with Sabia Landscaping, Inc., in a total contract amount not to exceed one million forty-nine thousand two hundred seventy-seven dollars (\$1,049,277.00), subject to the availability of funds therefor, as set forth above, and to take all necessary actions relating to such contract, including determining whether the options available under the contract shall be exercised.

APPROVED BY THE BOARD ON 11/20/19

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Page 9 of 12

RESOLUTION AUTHORIZING SETTLEMENT OF LITIGATION

WHEREAS, a PHA tenant ("Plaintiff") brought a premises liability action against the Philadelphia Housing Authority ("PHA") seeking monetary damages; and

WHEREAS, based on an evaluation of the case made by the Office of General Counsel ("OGC"), in cooperation with outside legal counsel and PHA's general liability insurer, the Housing Authority Risk Retention Group, Inc. ("HARRG"), PHA reached a comprehensive settlement agreement with the Plaintiff, pursuant to which PHA and HARRG will pay Plaintiff a total of \$170,000 (one hundred seventy thousand dollars), of which \$126,469.49 (one hundred twenty-six thousand four hundred sixty-nine dollars and forty-nine cents) will be paid by PHA, in exchange for Plaintiff's release of all claims; and

WHEREAS, this resolution was discussed with the Board of Commissioners in Executive Session, in accordance with the Sunshine Act, 65 Pa. C.S.A. §§ 701 *et seq.*; and

WHEREAS, the settlement was determined by OGC and represented to the Board in Executive Session to be in the best interests of PHA;

BE IT RESOLVED, that authority is granted to PHA's President & CEO or his authorized designee to make payment in an amount not to exceed one hundred twenty-six thousand four hundred sixty-nine dollars and forty-nine cents (\$126,469.49) to settle the claim as referenced above, following receipt of the approval of such payment from the U.S. Department of Housing and Urban Development.

ATTORNEY FOR PHA

Page **10** of **12**

RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY TO ACQUIRE FOUR PROPERTIES FROM THE SCHOOL DISTRICT OF PHILADELPHIA

WHEREAS, the Philadelphia Housing Authority ("PHA") desires to acquire certain surplus School District of Philadelphia properties, as part of replacement housing and redevelopment projects; and

WHEREAS, this purchase would provide a unique and important opportunity for future affordable housing development in the City of Philadelphia; and

WHEREAS, the properties are: 1) former Communications Technology High School - 8110 Lyons Ave; 2) former George Pepper Middle School - 2901 S. 8th Street; 3) former John Reynolds School - 2300-52 Jefferson Street; and 4) former Rudolph Walton Elementary School - 2601 N. 28th Street (collectively, the "Portfolio"); and

WHEREAS, PHA has expressed its interest in purchasing the Portfolio for the sum of three million dollars (\$3,000,000.00) and the School District of Philadelphia ("District"), acting by and through the School Reform Commission has agreed to sell the Portfolio to PHA, as being in the best interest of the District; and

WHEREAS, the Portfolio is being conveyed "As Is, Where Is," and PHA agrees to accept the Portfolio in its current condition, based on its own investigation of the Portfolio without any representations or warranties from the District or any consultant or contractor of the District, express or implied, with respect to the condition of the Portfolio, including but not limited to the environmental condition of the Portfolio; and

WHEREAS, PHA shall have the right, during a due diligence period to review due diligence documents (environmental reports, title reports, plans, surveys, and property condition reports, if any) in District's possession and withdraw from the transaction if unacceptable conditions are discovered; and

WHEREAS, PHA has determined that acquisition of the Portfolio may be in the best interest of PHA residents and PHA;

BE IT RESOLVED, the President & CEO is hereby authorized to conduct due diligence on the Portfolio, and if the results of such due diligence are acceptable, to negotiate and conclude an Agreement of Sale providing for the acquisition of the School District Portfolio (Premises: 1) 8110 Lyons Ave, 2) 2901 S. 8th Street, 3) 2300-52 Jefferson Street, 4) 2601 N. 28th Street) for the sum of three million dollars (\$3,000,000.00), with such terms and conditions as are customary in such transactions and as are deemed by the President & CEO to be in the best interests of the PHA; and

BE IT FURTHER RESOLVED, that the President & CEO is hereby authorized to immediately pay the sum of one hundred fifty thousand dollars (\$150,000.00) into an deposit escrow as earnest money deposit for the purchase of the Portfolio; and

BE IT FURTHER RESOLVED, that the President & CEO, or his authorized designees, are authorized to take any and all actions reasonable and necessary to purchase the properties from the School District of Philadelphia.

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Page **11** of **12**

RESOLUTION APPOINTING ONE MEMBER TO THE PHILADELPHIA HOUSING AUTHORITY AUDIT COMMITTEE

WHEREAS, the Philadelphia Housing Authority ("PHA") created an Audit Committee, by Resolution No. 11571 ("Audit Resolution") on November 30, 2012, the charter of which was amended by Resolution No. 11735 on October 23, 2014; and

WHEREAS, the amended charter states as follows, with regard to membership:

Section II. Membership

The Committee shall consist of seven (7) members; five (5) voting members, and two (2) non-voting members, serving as advisors to the Committee. The Committee's voting members shall elect the Committee's Chair and Vice Chair. The Chair and the Vice Chair shall be selected from members of the PHA's Board of Commissioners who are also members of the Committee. At least four (4) independent members shall be selected from outside of PHA (PHA employees are excluded from being an independent member). PHA's Executive Vice President ("EVP") of the Office of Audit and Compliance and PHA's Senior Executive Vice President of Finance - Chief Financial Officer shall comprise the remaining advisory members of the Committee.

Section III. Independent Members

The Board shall select the Independent Members, who shall serve for a two-year period that may be renewed by the Board from time to time. In the spirit of recent federal legislation (Sarbanes-Oxley Act of 2002) and the accompanying Securities and Exchange Commission's implementing rule that pertains to publicly traded companies, the Board will attempt to select as an Independent Member a person who meets the definition of an "audit committee financial expert" with the following attributes:

- An understanding of financial statements and generally accepted accounting principles.
- An ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves.
- Experience in preparing, auditing, analyzing or evaluating financial statements that present a level of complexity of accounting issues generally comparable to what could be raised by PHA's financial statements or experience actively supervising one or more persons engaged in such activities.
- An understanding of internal controls and procedures for financial reporting.
- An understanding of audit committee functions.
- An understanding of public housing programs, including federal, state and local public housing rules, regulations, budget and finance.

WHEREAS, all positions on the Audit Committee are currently filled, with the exception of one position for a voting member and the Audit Committee has recommended that the Board of Commissioners ("Board") appoint PHA Board Vice-Chair Herbert Wetzel for the remaining vacant position;

BE IT RESOLVED, that the PHA Board of Commissioners does hereby approve and consent to the appointment of Herbert Wetzel, as a member of PHA's Audit Committee, pursuant to the terms and conditions set forth in the Resolution Number 11735, amending the charter of the Audit Committee, as approved by the Board on October 23, 2014.

ATTORNEY FOR PHA

Page 12 of 12