

PHILADELPHIA HOUSING AUTHORITY BOARD OF COMMISSIONERS MEETING MINUTES

Thursday, January 20, 2022, 3 p.m.

The regularly scheduled meeting of the Philadelphia Housing Authority ("PHA") Board of Commissioners was conducted via a virtual platform, due to COVID-19 public health concerns and in accordance with PHA's By-Laws that provide for remote participation, while respecting the goals and requirements of the Sunshine Act. The protocols for public participation, including opportunities to submit written or verbal comments and questions, were posted on the PHA website as of April 8, 2020, with directions for real-time public audio access for this meeting provided thereafter, as well.

The Chair, Lynette Brown-Sow, brought the meeting to order at approximately 3:05 p.m., with a request for a moment of silence, not only in consideration of the work to be done at the meeting, but also in memory of those who were lost in the Fairmount fire and how that tragic event underscores the need for more affordable housing options, in Philadelphia and across the country.

As the President & CEO, Kelvin Jeremiah, was delayed in joining the meeting, the Chair noted that his remarks will be at the end of the meeting.

The Chair did a roll call of the Commissioners. With the exception of Commissioner Mayo, all Commissioners participated: Chair Brown-Sow, Vice-Chair Wetzel, and Commissioners Callahan (who joined the meeting after approval of the 3rd resolution), Camarda, Coney, Purnell, Shahid, Wetzel, and Wise. The CEO (who joined at the end of the meeting) and the General Counsel and Board Secretary, Laurence M. Redican also participated.

The Chair asked whether there were any changes to the minutes, which were of the Board meeting of December 16, 2021, as submitted. Hearing none, the minutes were approved.

Six (6) resolutions were presented, reviewed, and unanimously approved.

Resolutions No. 12189, No. 12190 and 12191, all of which are attached in Appendix 1, were presented by Laurence M. Redican, Senior Executive Vice President - Legal Affairs and General Counsel, to authorize PHA to negotiate and finalize any and all documents necessary for PHA or its wholly owned affiliate to acquire the 99.99% limited partnership interest in: 1) Lucien E. Blackwell Homes III, LP, 2) Mill Creek Phase I, LP, and 3) Cambridge III, LP, from the respective tax credit partners owning those interests. The other .01% interest in each of the tax credit partnerships is owned by a wholly-owned affiliate of PHA. For each partnership acquisition, the transaction and legal costs in connection with the transfer of the partnership interests would be paid by PHA, as well as the following approximate amounts for each one: 1) Lucien E. Blackwell Homes III, LP, approximately eight thousand eight hundred ninety-five dollars (\$8,895.00); 2) Mill Creek Phase I, LP, approximately eleven thousand eight hundred nine dollars (\$11,809.00); and 3) Cambridge III, LP, approximately twenty thousand one hundred dollars (\$20,100.00). The three resolutions were reviewed by the

Policy & Planning Committee before being presented at the Board meeting and Board Vice-Chair Wetzel, as Chair of that committee, moved for approval of the three resolutions, together. Following a second, discussion, and the opportunity for public comment (this opportunity was offered for all the resolutions and there was no public comment for any of them this month), the motion was unanimously approved, by roll call.

Resolution No. 12192, attached in Appendix 1, was presented by Nicholas Dema, Executive Vice President - Planning & Development ("EVP-Development"), to authorize PHA to enter into a Predevelopment Agreement with L+M Development Partners LLC & MSquared ("Developer") for development of a final master plan for the campus. All pre-development expenses associated with the Predevelopment Agreement will be paid by the Developer and any final development agreement will be subject to approval by the PHA Board of Commissioners and HUD. The resolution was reviewed by the Policy & Planning Committee and its Chair, Board Vice-Chair Wetzel, moved for its adoption. After the motion was seconded and after discussion, including a detailed explanation regarding the selection process and endorsement of the resolution from Westpark Resident Council President Andrea Foster, the motion was unanimously approved, by roll call.

Resolution No. 12193, attached in Appendix 1, was presented by Nicholas Dema, EVP-Development, to authorize a number of actions related to PHA Phase IV, the first PHA rental development under the Choice Neighborhoods Planning and Implementation grants. This phase will consist of the new construction of fifty-eight (58) affordable rental units in the Sharswood neighborhood ("Development") as well as a two-story community center. This resolution authorizes the creation of the development entities; negotiation and execution of a ground lease and all related contracts and documents necessary or appropriate to develop, finance, construct, and operate the Development; obtaining all necessary HUD approvals, as detailed in the resolution; and providing PHA financing in an amount of up to fifteen million one hundred thousand dollars (\$15,100,000.00). This resolution was also reviewed by the Policy & Planning Committee, and its Chair, Board Vice-Chair Wetzel, moved for its adoption. After the motion was seconded and following subsequent discussion, the motion was unanimously approved, by roll call.

Resolution No. 12194, attached in Appendix 1, was presented by Dave Walsh, Executive Vice President – Supply Chain Management, to authorize PHA to contract with Raintain LLC, Turf Construction, and Stormwater Solutions LLC for stormwater maintenance services, to include preventive maintenance of the drainage systems, in an amount not to exceed seven million fifteen thousand two hundred fifty dollars (\$7,015,250.00). The resolution was reviewed by the Finance Committee and Commissioner Callahan, as its Chair, moved for its adoption. After a second, and there being no discussion, the motion was unanimously approved, by roll call.

For the **Public Comment period**, two voicemails had been received from Ms. Hayes of Raymond Rosen, which recordings were played and then responded to by Senior Executive Vice President – Operations Dinesh Indala. The issues regarding maintenance and rent have been addressed with her and will have further follow-up, as appropriate.

The **Employee of the Month** Award was then presented by Dinesh Indala to four members of the Human Resources Department recruitment team, for their exemplary efforts in assisting Operations, as well as other departments, in finding new employees after losses of staff for a number of reasons during the time of the pandemic. The awardees were Kristen Brinkman, Linda Hunter, Bob Kosinuk, and Robert Runowski.

The **CEO** then made his remarks, noting that he was late to the meeting due to hosting the Governor and others regarding an additional fifteen million dollars (\$15,000,000.00) being designated for efforts across the Commonwealth to combat gun violence. He also stated that he has a meeting planned with the Governor to review effective ways to address the crisis of affordable housing in Philadelphia.

The CEO also introduced the new head of the Human Resources Department, Kimberly Woods, who was warmly welcomed.

In closing, he spoke of the tragic fire at Fairmount, which has highlighted Philadelphia's crisis of affordable housing and the need for more resources in addressing that problem and others. He also stated that PHA has sent a letter to residents as a reminder that everyone has a role to play in fire safety and fire prevention, including not disabling or removing PHA-installed smoke and carbon monoxide detectors, and PHA is working with resident leaders to help mobilize residents as we work together to identify ways to promote best practices and fire safety.

Before closing, Commissioner Shahid thanked Temple University for allowing its facilities to be used for the funeral for the Fairmount fire victims; the Chair noted that there had been many sources of support for the family; and the CEO expressed his appreciation for those who have supported the greater PHA family in this very difficult time.

There being no further business, and following a motion to adjourn from Commissioner Callahan, the meeting ended at approximately 3:45 p.m.

Respectfully submitted,

Laurence M. Redican

General Counsel

Philadelphia Housing Authority

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THE PHILADELPHIA HOUSING AUTHORITY MEETING OF THE BOARD OF COMMISSIONERS 2013 RIDGE AVE. PHILADELPHIA, PA 19121¹ THURSDAY, JANUARY 20, 2022 AGENDA

- 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 RAINTAIN LLC, TURF CONSTRUCTION, AND STORMWATER SOLUTIONS LLC

Dave Walsh

E. Public Comment Period

¹ This meeting is being conducted virtually, pursuant to the procedures on PHA's website at 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 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 44th Street, North 45th Street, North 48th 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 whollyowned 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.

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I hereby certify that this was
APPROVED BY THE BOARDON 1212022

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 45th Street, 700-26 North 46th Street, 701-25 North 46th Street and 736-58 North 46th 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 whollyowned 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.

APPROVED BY THE BOARD ON 19033
ATTORNEY FOR PHA

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. 11th 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.

ARPROVED BY THE BOARD ON 121 2022

ACTIONNEY FOR PHA

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.

APPROVED BY THE BOARD ON 121 2020
APPROVED BY THE BOARD ON 121 2020
ATTORNEY FOR PHA

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.

ATTORNEY FOR PHA

RESOLUTION AUTHORIZING CONTRACTS FOR STORMWATER MAINTENANCE SERVICES FOR VARIOUS SITES WITH RAINTAIN 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.

ARPROVED BY THE BOARD ON 1212022

ATTORNEY FOR PHA