

PHILADELPHIA REDEVELOPMENT AUTHORITY

**1234 MARKET STREET, 16TH FLOOR
PHILADELPHIA, PA 19107**

**BOARD MEETING
WEDNESDAY, DECEMBER 13, 2017**

Open Session – 4:00 P.M.

A G E N D A

APPROVAL OF BOARD MINUTES

- (a) Meeting of November 8, 2017

I. EXECUTIVE DIRECTOR'S REPORT

II. DEVELOPMENT

- (a) Cecil B. Moore Avenue Urban Renewal Area
Mosaic Development Partners, LLC
3101 Cecil B. Moore Avenue
Selection of Redeveloper
- (b) Haddington Unit No. 2-3 Urban Renewal Area
New Market West, LLC and Apartments at
Market West, LLC
5901-13 Market Street, 5915-17 Market Street,
5919 Market Street, 5921 Market Street and
5923-31 Market Street.
Modification to Resolution No. 2017-84
- (c) Mantua Urban Renewal Area
Westview Development Partners, LLC
3300-08 Mantua Avenue, 3310 Mantua Avenue,
3212 Mantua Avenue, 3314 Mantua Avenue,
3316 Mantua Avenue, 701 N. 34th Street,
703 N. 34th Street, 705 N. 34th Street,
707 N. 34th Street and 709-11 N. 34th Street
Second Amendatory Agreement

AGENDA

Board Meeting of December 13, 2017

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- (d) Mantua Urban Renewal Area
Westview Development Partners, LLC
3509 Haverford Avenue
Second Amendatory Agreement
- (e) Grays Ferry Urban Renewal Area
Neighborhood Gardens Trust
2600-2602 Wharton Street
Selection of Redeveloper
- (f) Model Cities Urban Renewal Area
BMK Properties, LLC
815-19 N. 15th Street, 825-31 N. 15th Street,
824-26 Burns Street, 1522-24 Parrish Street and
1536-1538 Parrish Street
Amendatory Agreement
- (g) Model Cities Urban Renewal Area
Friends Rehabilitation Program, Inc.
Strawberry Mansion Homeownership Project
Amendatory Agreement

III. HOUSING FINANCE / NSP

- (a) Residential Unit of Lindley Court Condominium
Lindley Apartments, LP
1300 Lindley Avenue
Consent to Subordination of Authority Mortgage
- (b) Carl Mackley Apartments
CMH Development, L.P.
1401 E. Bristol Street
**Consent to Mortgage Subordination of Authority
Mortgages**
- (c) High Street Manor
Gaudenzia Foundation, Inc.
81 E. High Street
**Consent to Assumption and Modification of
an Authority Loan**

IV. REAL ESTATE

Vacant Property Review Committee
Conveyance of Properties

PHILADELPHIA REDEVELOPMENT AUTHORITY

BOARD MEETING MINUTES

A meeting of the Board of Directors of the Philadelphia Redevelopment Authority was held on Wednesday, November 8, 2017, commencing at 4:02 P.M., in the offices of the Philadelphia Redevelopment Authority, being its regular meeting place, 16th floor, 1234 Market Street, Philadelphia, Pennsylvania, pursuant to proper notices.

ROLL CALL

The following members of the Board of Directors reported present: Anne Fadullon, Chairperson; James Cuorato, Vice Chairperson; Rob Dubow, Treasurer; Duane Bumb, Secretary; and Maria Duque-Buckley, 2nd Vice Chairperson and Assistant Secretary.

The following members of the Authority staff were present: Gregory Heller, Ryan D. Harmon, Esquire, Tracy Pinson-Reviere, Jessie Lawrence, Zena Holland, Mary Fogg, and Elizabeth Bonaccorso.

Also in attendance: Jacqueline Dunn, Finance Department; Jamila Davis, DHDC; Byron Isaac, Citizen; Harry Sigley, CMTS, LLC; Bart McKay; Resident; Sue McPhedran, Mission First; Robert Kwait, Mission First; Brahim Ighladen, Brandywine, LLC; Maurice Ellis, Realtor; and Joshua Harris, Councilman Kenyatta Johnson Office.

ANNOUNCEMENTS

Prior to voting by the Board, Ms. Fadullon provided the public opportunity to comment.



MINUTES

Ms. Fadullon called for a motion to approve the minutes of the Board meeting of October 11, 2017.

Upon motion made and duly seconded, the minutes of October 11, 2017 were approved.



EXECUTIVE DIRECTOR'S REPORT

Mr. Heller acknowledged the Authority staff and thanked them for their dedicated work and commitment to the mission of the agency.

Mr. Heller stated that the groundbreaking for the Roberto Clemente Homes, located at 3921-61 N 5th Street, by Esperanza, took place on October 13, 2017. The groundbreaking for the Gloria Casarez Residence, located at 1315 N 8th Street, by Project HOME, is scheduled for December 6, 2017.

Mr. Heller then recognized David Thomas, who recently left the Authority after nearly 17 years of service to become full time Executive Vice President of Philadelphia Housing Development Corporation. Mr. Heller thanked Mr. Thomas for his significant service to PRA and wished him the best in his new role.



ADMINISTRATIVE

Mr. Harmon presented "Item II – Third Amendatory Agreement with Westrum BT2, L.P." in substance consistent with the attached Fact Sheet hereto.

Board Action

Ms. Fadullon called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2017- 81

RESOLUTION APPROVING THE THIRD AMENDMENT TO THE REDEVELOPMENT AGREEMENT WITH WESTRUM BT2, L.P. FOR THE PROPERTIES LOCATED AT 1408-24 N. 31ST STREET, 1415-37 N. 31ST STREET AND 1421-27 N. 32ND STREET (INCL. 3129-45 W. MASTER STREET), NORTH PHILADELPHIA REDEVELOPMENT AREA, BREWERYTOWN URBAN RENEWAL AREA

WHEREAS, Pursuant to Resolution No. 17,436, adopted February 10, 2004, Westrum BT2. L.P. ("Redeveloper") was approved as Redeveloper of as 1408-24 N. 31st Street, 1415-37 N. 31st Street, 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street) and 1238-42 N. 31st Street, Philadelphia, Pennsylvania; and

WHEREAS, Redeveloper and the Authority executed a Redevelopment Agreement dated May 6, 2005 ("Redevelopment Agreement") for this property; and

WHEREAS, Pursuant to Resolution 2016-117, adopted on October 20, 2016, Redeveloper and the Authority executed a Ratification and First Amendatory Agreement dated October 27, 2016

("First Amendment") for this property remaining subject to the Redevelopment Agreement, namely 1408-24 N. 31st Street, 1415-37 N. 31st Street and 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street), Philadelphia, Pennsylvania, are referred to herein, collectively, as the "Premises;"

WHEREAS, the First Amendment provided that the Redeveloper was required to submit schematic plans for Phase 1 of the project for approval, submit Final Plans no later than forty-five (45) days prior to the commencement of construction of Phase 1 of the project and for each Phase thereafter, commence construction by May 1, 2017, and complete construction by May 1, 2019; and

WHEREAS, Pursuant to Resolution 2017-29, adopted on April 12, 2017, Redeveloper and the Authority executed a Second Amendment to Redevelopment Agreement dated May 8, 2017 ("Second Amendment") for the Premises;

WHEREAS, the Second Amendment amended the Redevelopment Agreement, as previously amended by the First Amendment, by (i) removing the prevailing wage obligation, and (ii) providing that thirteen (13) studio or one-bedroom rental units will be created and designated as "workforce housing", with rent restricted for ten (10) years to an amount equal to 30% of HUD's Philadelphia County income limits for people making 100% Area Median Income ("AMI");

WHEREAS, Redeveloper has requested the Authority to again amend the Redevelopment Agreement, as previously amended by the First Amendment and Second Amendment, by authorizing Redeveloper to record a Declaration of Condominium (herein, the "Declaration") against part of the Premises, namely 1408-24 N. 31st Street and 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street);

WHEREAS, the Authority has carefully considered this request and the factors giving rise thereto.

NOW THEREFORE BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that the Authority is authorized to enter into a Third Amendment to Redevelopment Agreement for 1408-24 N. 31st Street, 1415-37 N. 31st Street and 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street), Philadelphia, Pennsylvania (the "Premises") with Westrum BT2, L.P., to provide that Redeveloper is authorized to record a Declaration of Condominium (herein, the "Declaration") against 1408-24 N. 31st Street and 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street), provided (i) Redeveloper acknowledges and agrees that no portion of 1408-24 N. 31st Street and 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street) can be transferred or conveyed prior to the issuance of a Certificate of Completion (as defined in the Redevelopment Agreement) or without the prior written consent of the Authority, and (ii) Redeveloper must agree that nothing in the Declaration shall affect or otherwise prevent the Authority from exercising its rights under the Redevelopment Agreement, including, but not limited to, the right of reversion under Article V of the Original Redevelopment Agreement, as amended.

FURTHER RESOLVING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Executive Director and General Counsel.

FURTHER RESOLVING, that the Executive Director, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Ms. Fadullon, Mr. Cuorato, Mr. Bumb, Ms. Duque-Buckley and Mr. Dubow.



DEVELOPMENT

Ms. Pinson-Reviere presented "Item III (a) – Selection of Redeveloper, Brandywine Associates, LLC" in substance consistent with the attached Fact Sheet hereto.

Board Action

Ms. Fadullon called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2017- 82

RESOLUTION SELECTING BRANDYWINE ASSOCIATES, LLC AS REDEVELOPER OF 3721-29 BRANDYWINE STREET LOCATED IN THE WEST PHILADELPHIA REDEVELOPMENT AREA, MANTUA URBAN RENEWAL AREA

BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that Brandywine Associates, LLC is hereby selected as Redeveloper of 3721-29 Brandywine Street, located within the West Philadelphia Redevelopment Area, Mantua Urban Renewal Area, and approval is hereby given to the Redevelopment Contract and the proposed method of disposition as most appropriate and prudent under the law and circumstances; approving a disposition price of One Hundred Ninety Five Thousand Dollars (\$195,000.00); determining that the Redeveloper possesses the qualifications and financial resources necessary to acquire and develop the property in accordance with the Redeveloper's approved plans; further authorizing the execution, delivery and recording of the Redevelopment Contract and a Deed for the property and the preparation of all other documentation necessary or desirable in order to carry out the foregoing, and to obtain the appropriate councilmanic action.

FURTHER RESOLVING, that the Executive Director, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Ms. Fadullon, Mr. Cuorato, Mr. Bumb, Ms. Duque-Buckley and Mr. Dubow.



Mr. Lawrence presented "Item III (b) – Certificate of Completion for 1213-1217 Parrish Street" in substance consistent with the attached Fact Sheet hereto.

Additional Comments and Discussion

Mr. McKay addressed the Board stating that he is the owner of the property located at 1213-1217 Parrish Street. Mr. McKay stated that he is in the process of selling the property but that the sale was delayed as the Certificate of Completion had not yet been issued. Mr. McKay thanked the Board for their assistance with expediting this process.

Board Action

Ms. Fadullon called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2017-83

NORTH PHILADELPHIA REDEVELOPMENT AREA, MODEL CITIES URBAN RENEWAL AREA, RESOLUTION APPROVING THE ISSUANCE OF A CERTIFICATE OF COMPLETION FOR 1213-1217 N. PARRISH STREET

WHEREAS, the Philadelphia Redevelopment Authority entered into a Redevelopment Agreement with Poplar Enterprise Development Corporation dated February 14, 1997, for the development of 1213-1217 Parrish Street (the "Property");

WHEREAS, the Property has been developed in accordance with the Model Cities Urban Renewal Area;

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that the Executive Director is hereby authorized to issue a Certificate of Completion certifying the completion of development at 1213-1217 Parrish Street.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Executive Director and General Counsel.

FURTHER AUTHORIZING, that the Executive Director, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Ms. Fadullon, Mr. Cuorato, Mr. Bumb, Ms. Duque-Buckley and Mr. Dubow.



Mr. Harmon presented "Item III (c) – Amendment to Resolution No. 2017-36 Adopted by the Board on May 10, 2017; New Market West, LLC" in substance consistent with the attached Fact Sheet hereto.

Additional Comments and Discussion

Ms. McPhedran from Mission First thanked the Board for their consideration today.

Board Action

Ms. Fadullon called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

**RESOLUTION NO. 2017-84
(Amending Resolution No. 2017-36, adopted on May 10, 2017)**

RESOLUTION SELECTING NEW MARKET WEST LLC AS REDEVELOPER OF 5901-13 MARKET STREET, 5915-17 MARKET STREET, 5919 MARKET STREET, 5921 MARKET STREET AND 5923-31 MARKET STREET IN THE WEST PHILADELPHIA REDEVELOPMENT AREA, HADDINGTON UNIT NO. 2-3 URBAN RENEWAL AREA, AND AUTHORIZING CERTAIN OTHER ASSIGNMENTS OF AND MODIFICATIONS TO THE REDEVELOPMENT CONTRACT

WHEREAS, Pursuant to Resolution No. 2017-36, adopted May 10, 2017, New Market West LLC ("NMW LLC") was selected as developer to construct two (2) phases (the "Phases") of mixed use project on the properties located at 5901-13 Market Street, 5915-17 Market Street, 5919 Market Street, 5921 Market Street and 5923-31 Market Street (collectively, the "Premises"), within the Haddington Unit No. 2-3 Urban Renewal Area (the "Project"); and

WHEREAS, NMW LLC and the Authority have not yet executed a Redevelopment Agreement for, or transferred title to, the Premises; and

WHEREAS, to maintain the qualifications and financial resources to develop the Project, NMW LLC seeks authorization to record a Declaration of Condominium ("Declaration"), consisting of two condominium units – a "Commercial Unit" and a "Residential Unit" - upon acquisition of the Premises; and

WHEREAS, NMW LLC has also requested authorization to (i) transfer by deed the Residential Unit to Apartments at New Market West LLC ("ANMW LLC"), (ii) assign its development obligations with respect to the Residential Unit to ANMW LLC, provided that City Council approval is obtained authorizing such transfer and assignment, and (iii) pre-authorize the

assignment by a limited partner or investment member of certain interests in NMW LLC and/or ANMW LLC and/or authorize new limited partners or investment members to join NMW LLC and/or ANMW LLC provided in no event will any such assignees or new limited partners or investment members have any responsibility for the conduct of the business or management of the affairs of NMW LLC and/or ANMW LLC; and

WHEREAS, in order to carry out the terms of said authorizations, NMW LLC has further requested the Authority to approve a corresponding extension of commencement and completion dates; and

WHEREAS, the Board is willing to (i) provide corresponding extension of time and authorize NMW LLC to (ii) pursue the recordation of said Declaration, (iii) transfer by deed the Residential Unit to ANMW LLC, (iv) assign its development obligations with respect to the Residential Unit to ANMW LLC, and (iv) pre-authorize the assignments of various membership/partnership/investment interests or admit new limited partners or investment members as aforesaid; and

WHEREAS, the Authority has carefully considered this request and the factors giving rise thereto.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that:

1. The Authority is authorized to revise the Redevelopment Agreement to provide as follows:

a. Following the transfer of the Premises from the Authority to NMW LLC, NMW LLC shall be authorized to record a condominium declaration (the "Declaration") against the Premises which creates with respect to the Premises a condominium, to be known as "New Market West Condominium" (the "Condominium"). The Condominium shall consist of two (2) units – a commercial unit consisting of approximately ninety-one thousand four hundred square feet (91,400 sq. ft.) of transit-oriented commercial development, which will include an early childhood education center, health clinic, corporate and service office space for non-profit corporations, commercial retail and a plaza/promenade area to be developed as Phase I (the "Commercial Unit") and a residential unit consisting of approximately fifty-three thousand square feet (53,000 sq. ft.) of affordable housing and first floor meeting space, which will include forty-one (41) units of housing for low-income individuals to be developed as Phase II (herein, the "Residential Unit");

b. After the filing of the Declaration against the Premises, NMW LLC shall be permitted to convey the Residential Unit to Apartments at New Market West LLC, a Pennsylvania limited liability company ("ANMW LLC"), and to assign the Redevelopment Agreement, and all rights and obligations thereunder, to ANMW LLC with respect to Phase II, subject to the execution of an assignment and assumption agreement satisfactory to the Authority and signed by the Authority, NMW LLC and ANMW LLC, and provided that City Council approval is obtained authorizing such transfer and assignment;

c. The time to complete Phase I of the Project shall be extended to thirty (30) months, with Phase II to commence within twelve (12) months thereafter and completion of Phase II within twenty-four (24) months after commencement;

d. Permit, upon prior written notice to the Authority, (i) a limited partner or investment member of NMW LLC and/or ANMW LLC to transfer all or part of its interest to a new limited partner or investment member who will become an equity investor provided they will not have any responsibility for the conduct of the business or management of the affairs of NMW LLC and/or ANMW LLC; and/or (ii) one or more new limited partners or investor members to join NMW LLC and/or ANMW LLC to become an equity investor provided they will not have any responsibility for the conduct of the business or management of the affairs of NMW LLC and/or ANMW LLC.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Executive Director and General Counsel.

FURTHER RESOLVING, that the Executive Director, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Ms. Fadullon, Mr. Cuorato, Mr. Bumb, Ms. Duque-Buckley and Mr. Dubow.



HOUSING FINANCE / NSP

Ms. Holland presented "Item IV – Non-Recourse Construction/Permanent Loan Agreement with NewCourtland Apartments at Henry Avenue LP" in substance consistent with the attached Fact Sheet hereto.

Additional Comments and Discussion

Ms. Fadullon stated for the record that Ms. Duque-Buckley is abstaining because of a potential conflict of interest.

Board Action

Ms. Fadullon called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2017-85

RESOLUTION AUTHORIZING THE AUTHORITY TO ENTER INTO A NON-RECOURSE CONSTRUCTION/PERMANENT LOAN AGREEMENT WITH NEWCOURTLAND APARTMENTS AT HENRY AVENUE LP IN AN AMOUNT UP TO \$1,500,000

BE IT RESOLVED, by the Philadelphia Redevelopment Authority ("Authority"), that the Authority is authorized to enter into a non-recourse Construction/Permanent Loan Agreement with NewCourtland Apartments at Henry Avenue LP ("Borrower"), under the following terms and conditions:

1. The Authority is providing a construction/permanent loan in the amount up to One Million Five Hundred Thousand Dollars (\$1,500,000) (the "Authority Loan"). The proceeds of the Authority Loan will be used to assist in the rehabilitation of forty-nine (49) affordable senior rental units located on Condo Unit 3 of NewCourtland at Henry Avenue, a Condominium, located at 3232 Henry Avenue (the "Property"). Upon completion, the units will be targeted to persons with income at or below 60% of Area Median Income.
2. The term of the Authority Loan will be for thirty-two (32) years at 0% interest from the date of the Authority Loan closing. During the Authority Loan term, no principal or interest will be required to be paid. The entire Authority Loan balance will be due and payable upon the 32nd anniversary of the Authority Loan closing.
3. The Authority Loan will be secured by a second lien position behind the construction loan financing provided by Citizens Bank, National Association. Upon construction completion and repayment of the construction loan, the Authority Loan will be secured by a first lien position.
4. Closing on the Authority Loan will be contingent upon the following:
 - i. Environmental Clearance from the Philadelphia City Planning Commission.
 - ii. All necessary Authority approvals from various departments.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Executive Director and General Counsel.

FURTHER AUTHORIZING, that the Executive Director, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Ms. Fadullon, Mr. Cuorato, Mr. Bumb and Mr. Dubow.

One (1) Abstention: Ms. Duque-Buckley



REAL ESTATE

Mr. Harmon presented "Item V – Conveyance of Properties" in substance consistent with the attached Fact Sheet hereto.

Board Action

Ms. Fadullon called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2017-86

VACANT PROPERTY REVIEW COMMITTEE PROGRAM - RESOLUTION AUTHORIZING ACCEPTANCE OF TITLE FROM THE CITY OF PHILADELPHIA TO VARIOUS PROPERTIES AND DISPOSITION OF SUCH PROPERTIES

WHEREAS, certain properties have been acquired by the City and determined to be surplus to the needs of the City;

WHEREAS, the Vacant Property Review Committee has recommended to the Commissioner of Public Property that the surplus property listed below be made available for disposition in accordance with the provisions of Section 16-400 of the Philadelphia Code;

WHEREAS, certain of the properties identified below will be conveyed for nominal consideration and others, all as identified below, will be conveyed at fair market value as determined by the City of Philadelphia’s Office of Housing and Community Development.

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Redevelopment Authority, that authorization is hereby given to the Authority to accept title from the City of Philadelphia for properties listed below and for the preparation, execution, acknowledgment and delivery of a deed to the Grantee(s) herein listed conveying the respective properties for a consideration of \$1.00:

Address

3017 N. 5th Street
3959 N. 9th Street

1327 S. 54th Street

Grantee(s)

Elizabeth Cabrero
Hunting Park Community
Revitalization Corporation
c/o Charles Lanier
Marie Miles Otch

522 Mercy Street
 1820 N. Natrona Street
 1707 N. Orianna Street

Philadelphia Redevelopment
 Authority
 Gwendolyn Blake-Ware
 Sarah Gearhart

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Redevelopment Authority, that authorization is hereby given to the Authority to accept title from the City of Philadelphia for properties listed below and for the preparation, execution, acknowledgment and delivery of a deed to the Grantee(s) herein listed conveying the respective properties for the following consideration:

<u>Address</u>	<u>Grantee(s)</u>	<u>Price</u>
1118 N. 4 th Street	Neighborhood Garden Trust c/o Gregory Duffy	\$215,900.00 (OPA Value)
1017 N. Leithgow St	" "	

FURTHER RESOLVING that for each of the foregoing conveyances, the Philadelphia Redevelopment Authority will provide a self-amortizing loan in the amount of the purchase price for a term of 10 years at 0% interest that will be secured by a mortgage on the property. The amount of the obligation will decrease by 10% each year for the 10 year period that the buyer remains in compliance with the Authority's Land Disposition Policy.

FURTHER RESOLVING, that authorization is hereby given to the Authority to accept title from the City of Philadelphia for properties listed below and for the preparation, execution, acknowledgment and delivery of a deed to the Grantee(s) herein listed conveying the respective properties for the following consideration:

<u>Address</u>	<u>Grantee(s)</u>	<u>Appraised/LAMA Value</u>
2634 Collins Street	2024 E. Hazzard LLC c/o Carlos A.Giraldo	\$27,500.00 (Competitive Bid)
1929 E. Cumberland Street	Blue Truck Enterprises, LLC c/o Henry Bailey	\$96,000.00 (Appraisal)
5124 Merion Street	First Born Church of God in Christ c/o Pastor Kenneth T. Walker	\$12,700.00 (OPA Value)
3636 Wharton Street	Ahmed Marie Swidan	\$30,000.00 (Appraisal)

FURTHER AUTHORIZING the Executive Director with the advice of General Counsel to allow modifications and corrections to this Resolution necessary or desirable to carry out its purposes and intents.

BE IT FURTHER RESOLVED that authorization is hereby given to the preparation execution, acknowledgment and delivery of any other documentation deemed necessary or desirable in order to carry out the foregoing under terms and conditions acceptable to Authority counsel.

Voting for the foregoing resolution: Ms. Fadullon, Mr. Cuorato, Mr. Bumb, Ms. Duque-Buckley and Mr. Dubow.



ADD ON ITEMS

Ms. Pinson-Reviere presented Item VI – Amendatory Agreement for 1346 S. 4th Street" in substance consistent with the attached Fact Sheet hereto.

Board Action

Ms. Fadullon called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved as follows:

RESOLUTION NO. 2017-87

JEFFERSON SQUARE REDEVELOPMENT AREA, JEFFERSON SQUARE URBAN RENEWAL AREA – RESOLUTION AUTHORIZING AN AMENDMENT TO THE REDEVELOPMENT AGREEMENT WITH TIMOTHY LEDERER

WHEREAS, pursuant to Resolution No. 2015-04, adopted on January 14, 2015, the Board authorized the Redevelopment Agreement between the Philadelphia Redevelopment Authority and Timothy Lederer, as redeveloper of 1346 S. 4th Street located in the Jefferson Square Redevelopment Area, Jefferson Square Urban Renewal Area; and

WHEREAS, Mr. Lederer has completed construction of 1346 S. 4th Street, but Mr. Lederer revised the plans previously approved by the Authority without the Authority's consent; and

WHEREAS, the Philadelphia Redevelopment Authority has carefully considered Mr. Lederer's request of an amendment to the Redevelopment Agreement and the factors giving rise thereto.

NOW THEREFORE, BE IT RESOLVED, by the Philadelphia Redevelopment Authority, that the Philadelphia Redevelopment Authority is authorized to enter into an Amendment to the Redevelopment Agreement for 1346 S. 4th Street to approve the revised plans submitted to the Authority.

FURTHER AUTHORIZING, the preparation, execution, and delivery of all documentation necessary to carry out the foregoing in form and substance acceptable to the Executive Director and General Counsel.

FURTHER RESOLVING, that the Executive Director, with the advice of General Counsel, may allow modifications to the Resolution necessary or desirable to carry out its purposes and intents.

Voting for the foregoing resolution: Ms. Fadullon, Mr. Cuorato, Mr. Bumb, Ms. Duque-Buckley and Mr. Dubow.



OLD BUSINESS

Ms. Fadullon inquired if there was any old business for the Board. No old business was presented to the Board.



NEW BUSINESS

Ms. Fadullon inquired if there was any new business for the Board. No new business was presented to the Board.



ADJOURNMENT

There being no further business to come before the Board, Ms. Fadullon declared the meeting adjourned at 4:22 P.M.

SECRETARY TO THE BOARD



BOARD FACTSHEET

Meeting of November 8, 2017

Amendatory Agreement

1408-24 N. 31st Street, 1415-37 N. 31st Street and 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street), Philadelphia, Pennsylvania

NAME OF DEVELOPER/APPLICANT: Westrum BT2, L.P. ("Redeveloper")

Nature of Transaction: At the request of the Redeveloper, the Board is asked to authorize a third amendment ("Third Amendment") to that certain Redevelopment Agreement dated May 6, 2005 (the "Original Redevelopment Agreement"), as previously amended by (i) that certain Ratification and First Amendment to the Redevelopment Agreement dated October 27, 2016 ("First Amendment"), and (ii) that certain Second Amendment to Redevelopment Agreement dated May 8, 2017 ("Second Amendment"). The Original Redevelopment Agreement, as amended by the First Amendment and Second Amendment, shall be referred to herein as the "Redevelopment Agreement." The Third Amendment will permit Redeveloper to record a Declaration of Condominium (herein, the "Declaration") against certain properties covered under the Redevelopment Agreement and located at 1408-24 N. 31st Street and 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street) (collectively, the "Properties"). The remaining property covered under the Redevelopment Agreement, 1415-37 N. 31st Street, will not be subject to the Declaration as construction is nearly complete on that parcel.

The condominium formed pursuant to the Declaration will be known as "The Hub Condominium" and the resulting condominium association will be known as "The Hub Condominium Association." As proposed, there will be two (2) total condominium units and an area of convertible real estate and common elements. The intention is to make the proposed buildings separate units (not to have separate units within each building). Redeveloper's purpose for recording the Declaration and forming the condominium is to enable it to provide separate security (i.e. each unit) for the financing of the construction.

As a condition of the recording of the Declaration against the Properties, the Authority shall require that Redeveloper acknowledge and agree that no portion of the Properties can be transferred or conveyed prior to the issuance of a Certificate of Completion (as defined in the Redevelopment Agreement) or without the prior written consent of the Authority. Additionally, Redeveloper must agree that nothing in the Declaration shall affect or otherwise prevent the Authority from exercising its rights under the Redevelopment Agreement, including, but not limited to, the right of revestment under Article V of the Original Redevelopment Agreement, as amended.

Legal Entity/Other Partners (if applicable): Westrum Urban, LLC

Mailing Address: 1300 Virginia Drive, Suite 215, Ft. Washington, PA 19034

PROPERTY INFORMATION: Parcel No. 6 (1408-24 N. 31st Street), Parcel No. 7 (1415-13 N. 31st Street), and Parcel No. 8 (1421-27 N. 32nd Street (including 3129-45 W. Master Street)), Philadelphia, Pennsylvania

Description: 174,000 sq. ft., vacant lots & building **Zoning:** RMX2 **Use:** Mixed Use Residential

ADMINISTRATIVE FEE: \$7,440.00

BACKGROUND

By Resolution No. 17,436 adopted on February 10, 2004, the Board authorized the selection of Westrum BT 2, L.P. as redeveloper of the properties located at 1408-24 N. 31st Street, 1415-37 N. 31st Street, 1421-27 N. 32nd Street (incl. 3129-45 W. Master Street) and 1238-42 N. 31st Street, Philadelphia, Pennsylvania. Settlement occurred under (and as defined by) the Original Redevelopment Agreement and title to the aforementioned properties was conveyed to Redeveloper by Indenture dated July 29, 2005 (the "Vesting Deed"). Because of market constraints at the time, the Redeveloper could not secure and financing to commence construction. In 2012, the Authority entered into a Cancellation Agreement with respect to the property located at 1238-42 N. 31st Street, Philadelphia, Pennsylvania (the "1238-42 property") and permitted the Redeveloper to include the 1238-42 property in another project.

In 2016, the redeveloper secured necessary approvals and funding for a revised four-phased project on the properties remaining subject to the Redevelopment Agreement, namely the Parcels. By way of Resolution 2016-117, adopted on October 20, 2016, the Board authorized permission for the Authority to enter into the First Amendment to approve revised schematic plans for Phase 1 of the project, a requirement for the redeveloper to submit Final plans for this phase and each phase thereafter, a project commencement deadline of May 1, 2017, and a project completion deadline of May 1, 2019. The project will consist of four (4) buildings, ranging between four (4) and five (5) stories, with a total of Two Hundred Fifty-One (251) rental units and 5,900 square feet of ground floor commercial space. Total development costs are estimated at Forty-Nine Million Dollars (\$49,000,000).

COMMENTS OR OTHER CONDITIONS:

Developer is compliant with the City of Philadelphia Revenue Department and has no outstanding tax obligations, conflicts of interest, or unresolved violation of City L&I codes. Per Chapter 17-1600 of the Philadelphia Code, the Economic Opportunity Plan ranges have been set at MBE – 18%, WBE – 7%.

Proposed Resolution and supporting information are attached (site map, sources & uses and photographs).

Prepared by: Jessie Lawrence, Project Manager
Reviewed by: Ryan Harmon

**BOARD FACTSHEET**

Meeting of October 8, 2017
 Selection of Redeveloper
 3721-29 Brandywine Street

NAME OF DEVELOPER/APPLICANT: Brandywine Associates, LLC

Nature of Transaction: Selection of Developer to construct three (3) three-story structures of residential rental units consisting of one (1) four-bedroom unit and two (2) two-bedroom units with roof deck and rear yard located within the West Philadelphia Redevelopment Area, Mantua Urban Renewal Area.

Legal Entity/Other Partners (if applicable): Brandywine Associates, LLC

- Brahim Ighladen – Managing Member – 100%

Mailing Address: 3615 Brandywine Street, Philadelphia, PA 19104

PROPERTY INFORMATION: 3721-29 Brandywine Street

Description: 3,157 sq. ft., vacant lot **Zoning:** RSA-5 **Use:** Residential

Disposition Value: \$195,000.00

At the direction of the Councilperson, the sale of the property is being handled as a direct sale to the Developer; therefore, the disposition price was established through an independent appraisal. PRA provided the Developer with a Reservation Letter prior to the 2017 Land Disposition Policy going into effect, therefore making this transaction eligible for a direct sale under the 2017 policy.

FINANCING:

The developer is purchasing the property listed above; documentation of available funds in an amount no less than the total project cost has been provided, see attached outline of sources and uses.

COMMENTS OR OTHER CONDITIONS:

Acquisition and commencement of construction of the proposed project is estimated to start in the March, 2018, with completion within eighteen (18) months thereafter.

The Developer is compliant with the City of Philadelphia Revenue Department and has no outstanding tax obligations, conflicts of interest, or unresolved violation of City L&I codes.

Per Chapter 17-1600 of the Philadelphia Code, the Economic Opportunity Plan ranges have been approved by the City at MBE – 18% and WBE – 7%. This Developer is new to the PRA, and therefore, no past performance has been recorded.

The Philadelphia City Planning Commission approved the preliminary plans for this project on August 4, 2017.

Proposed Resolution and supporting project information are attached (sources & uses, site map and photographs).

Prepared by: Tracy Pinson-Reviere, Project Manager II

Reviewed by: Gregory Heller

**BOARD FACTSHEET**

Meeting of November 8, 2017

Certificate of Completion

1213-1217 Parrish Street

NAME OF DEVELOPER/APPLICANT: Poplar Enterprise Development Corporation ("Redeveloper")

NATURE OF REQUEST: The Board is asked to authorize a Resolution authorizing the issuance of a Certificate of Completion for 1213-1217 Parrish Street (the "Property"), a vacant lot, located in the West Poplar neighborhood. The Authority conveyed the Property to the Redeveloper on June 12, 1997.

BACKGROUND: On February 14, 1997, the Authority entered into a Redevelopment Agreement (the "Agreement") with the Redeveloper for the development of the Property into a new construction single-family unit. The development of this unit was part of the Poplar Nehemiah Homeownership Project (the "Project"), a large scattered site project spread amongst two (2) phases and a total of 176 new construction homeownership units in the neighborhood. Pursuant to Resolution No. 15,125, adopted on May 21, 1996, the Board approved the Redeveloper to complete approximately sixty four (64) of these units in the second phase of the Project. Upon certifying completion of development on the Property, known as Parcel No. 4 in the Agreement, the Authority confirmed the Property was subdivided to match lot sizes uniform throughout the proposed development and a homeownership unit was built on the Property and sold as 1215-17 Parrish Street. Consequently, the subdivision produced a remainder lot at 1213 Parrish Street. This remainder lot was only ten (10) feet wide along the street and undevelopable due this minimal frontage. Because the remainder lot surrounded the home at 1211 Parrish Street and had been used as the home's yard, it was sold by the Redeveloper to the adjacent homeowner, Bartholomew McKay of 1211 Parrish Street, on April 24, 2002.

Mr. McKay has since then consolidated his home and remainder lot as 1211-13 Parrish Street. He now wants to sell 1211-13 Parrish Street and has forwarded supporting documentation to illustrate the completion of work at this Property. Based on his submission, the Authority believes that the Project has been completed in substantial conformity with the Agreement and there is no known default that would preclude the Authority from complying with its contractual obligation to issue a Certificate of Completion.

Proposed Resolution and supporting information are attached (site map, and photographs).

Prepared by: Jessie Lawrence, Project Manager

Reviewed by: Ryan Harmon, Gregory Heller

**BOARD FACTSHEET**

Meeting of November 8, 2017

Selection of Redeveloper and other Modifications (Amendment to Resolution No. 2017-36, adopted on May 10, 2017)

5901-13 Market Street, 5915-17 Market Street, 5919 Market Street, 5921 Market Street and 5923-31 Market Street

NAME OF DEVELOPER/APPLICANT: New Market West LLC and Apartments at New Market West LLC

Nature of Transaction: By Resolution No. 2017-36, adopted on May 10, 2017, the Board selected New Market West LLC ("NMW LLC") as developer to construct two (2) phases (the "Phases") of mixed use project on properties located at 5901-13 Market Street, 5915-17 Market Street, 5919 Market Street, 5921 Market Street and 5923-31 Market Street (collectively, the "Premises"), within the Haddington Unit No. 2-3 Urban Renewal Area (the "Project").

NMW LLC has now requested approval to, among other things, (i) modify the Phases and what will be constructed with respect to such Phases on the Premises, (ii) record a condominium declaration upon acquisition of the Premises, (iii) reassign ownership and development rights with respect to Phase II, (iv) transfer the Phase II unit and assignment of certain redevelopment rights, (v) extend the completion date for the Project, and (vi) pre-authorize assignments of certain interests in the redeveloper entities.

Today the Board is asked to authorize a resolution that facilitates the following:

1. Following the transfer of the Premises from the Authority to NMW LLC, authorization for NMW LLC to record a condominium declaration (the "Declaration") against the Premises which creates with respect to the Premises a condominium, to be known as "New Market West Condominium" (the "Condominium"). The Condominium shall consist of two (2) units – a commercial unit consisting of approximately ninety-one thousand four hundred square feet (91,400 sq. ft.) of transit-oriented commercial development, which will include an early childhood education center, health clinic, corporate and service office space for non-profit corporations, commercial retail and a plaza/promenade area to be developed as Phase I (the "Commercial Unit") and a residential unit consisting of approximately fifty-three thousand square feet (53,000 sq. ft.) of affordable housing and first floor meeting space, which will include forty-one (41) units of housing for low-income individuals to be developed as Phase II (herein, the "Residential Unit").
2. After the filing of the Declaration against the Premises, permit NMW LLC to convey the Residential Unit to Apartments at New Market West LLC, a Pennsylvania limited liability company ("ANMW LLC"), and to assign the Redevelopment Agreement, and all rights and obligations thereunder, to ANMW LLC with respect to Phase II, subject to the execution of an assignment and assumption agreement satisfactory to the Authority and signed by the Authority, NMW LLC and ANMW LLC, provided that City Council approval is obtained authorizing such transfer and assignment.

3. Extension of the time to complete Phase I of the Project to thirty (30) months, with Phase II to commence within twelve (12) months thereafter and completion of Phase II within twenty-four (24) months after commencement.
4. Permit, upon prior written notice to the Authority, (i) a limited partner or investment member of NMW LLC and/or ANMW LLC to transfer all or part of its interest to a new limited partner or investment member who will become an equity investor provided they will not have any responsibility for the conduct of the business or management of the affairs of NMW LLC and/or ANMW LLC; and/or (ii) one or more new limited partners or investor members to join NMW LLC and/or ANMW LLC to become an equity investor provided they will not have any responsibility for the conduct of the business or management of the affairs of NMW LLC and/or ANMW LLC.

Legal Entity/Other Partners (if applicable): - New Market West LLC

- J. Alfredo de la Pena, President
- Jeff Wilush, Vice President
- Cecilia Loose, Treasurer
- Robert Kwait, Secretary

- Apartments at New Market West LLC
- Apartments at New Market West
Manager LLC

Mailing Address: 2042-48 Arch Street, 2nd Floor
Philadelphia, PA 19103

PREMISES INFORMATION: 5901-13 Market Street
5915-17 Market Street
5919 Market Street
5921 Market Street
5923-31 Market Street

The total square footage of above parcels is 67,468.4 square feet.

Zoning: CMX-2

Use: Mixed Use

Disposition Value: \$448,688.50

At the direction of the Council person, the sale of the Premises is being handled as a direct sale to NMW LLC; therefore, the disposition price was established through an independent appraisal. Consideration was given for certain environmental remediation costs and public benefits received by the Project.

FINANCING:

NMW LLC is purchasing the Premises listed above; documentation of available funds in an amount no less than the total cost for Phase I of the Project has been provided. Phase II financing commitment is to be determined (see attached outline of sources and uses).

COMMENTS OR OTHER CONDITIONS:

Acquisition and commencement of construction of Phase I of the Project is estimated to start in December, 2017, with construction completion of Phase I within thirty (30) months thereafter.

The construction of Phase II by ANMW LLC shall be completed to the satisfaction of the Authority within twenty-four (24) months from the issuance of the notice to proceed for Phase II of the Project. In no event shall more than twelve (12) months elapse following the issuance of a Certificate of Completion for Phase I of the Project before a notice to proceed shall have been issued for Phase II of the Project.

NMW LLC and ANMW LLC are compliant with the City of Philadelphia Revenue Department and have no outstanding tax obligations, conflicts of interest, or unresolved violation of City L&I codes.

Per Chapter 17-1600 of the Philadelphia Code, the Economic Opportunity Plan ranges have been submitted to the City as MBE – 18% and WBE – 12%.

Proposed Resolution and supporting project information are attached (sources & uses, site map and photographs, EOP).

Prepared by: Ryan Harmon
Reviewed by: Gregory Heller

**BOARD FACTSHEET**

Meeting of November 8, 2017

Non-Recourse Construction/Permanent Loan Agreement

Located on Condo Unit 3 of the NewCourtland at Henry Avenue, a Condominium, at 3232 Henry Avenue

NAME OF DEVELOPER: NewCourtland Elder Services

Nature of Transaction: Authorization for the Authority to enter into a non-recourse construction/permanent loan agreement with NewCourtland Apartments at Henry Avenue LP in the amount of One Million Five Hundred Thousand Dollars (\$1,500,000) (the "Authority Loan"). The proceeds of the Authority Loan will be used to assist in the rehabilitation of 49 affordable senior housing units.

Legal Entity: NewCourtland Apartments at Henry Avenue LP ("Borrower")**PROPERTY INFORMATION:** NewCourtland Apartments at Henry Avenue Phase IA

Address: Condo Unit 3 of NewCourtland at Henry Avenue, a Condominium located at 3232 Henry Avenue ("Property")

Total Development Cost: \$18,597,453

Total Construction Cost: \$14,882,888

PRA Financing: \$1,500,000

FINANCING:

The Authority Loan will be structured with a term of thirty-two (32) years at 0% interest from the date of the Authority Loan closing. During the Authority Loan term, no principal or interest will be required to be paid. The entire balance of the Authority Loan will be due and payable upon the 32nd anniversary of the Authority Loan closing. The Authority Loan will be secured by a second lien position behind the construction loan financing provided by Citizens Bank, National Association. Upon payment of the construction loan, the Authority Loan will be in a first lien position.

COMMENTS OR OTHER CONDITIONS:

The City has approved the Economic Opportunity Plan. The Authority Housing Construction Department has approved the plans, specification, and construction costs for the project. The Authority Loan closing will be contingent upon approval by the City Planning Commission of environmental clearance.

Proposed Resolution is attached

Prepared by: Zena Holland, Housing Development Officer
 Reviewed by: David S. Thomas, Deputy Executive Director



BOARD FACTSHEET

Meeting of November 08, 2017

City of Philadelphia Vacant Property Review Committee

Nature of Transaction: PRA will facilitate the conveyance of title from the City to identified Grantees listed below.

- All Grantees have been selected by VPRC. The VPRC serves as an advisory committee and recommends to the City Commissioner of Public Property what City surplus properties should be made available for disposition in accordance with Chapter 16-400 of the City Code.
- The conveyance of these properties to the Grantees for reuse will relieve the City of the care; maintenance and management of the properties and help arrest blight in the neighborhoods and restore the properties to productive use.
- Properties and Grantees listed below were approved by the VPRC for disposition and a Resolution authorizing the disposition by the PRA was approved by City Council.

PROPERTY INFORMATION:

- 1) **Nominal Disposition:** The following six (6) properties will be conveyed at nominal under the Gift Property Program.

<u>Address</u>	<u>Grantee</u>
3017 N. 5 th Street 3959 N. 9 th Street	Elizabeth Cabrero Hunting Park Community Revitalization Corporation c/o Charles Lanier
1327 S. 54 th Street 522 Mercy Street	Marie Miles Otch Philadelphia Redevelopment Authority
1820 N. Natrona Street 1707 N. Orianna Street	Gwendolyn Blake-Ware Sarah Gearhart

- 2) **Self-amortizing Mortgage Disposition:** The following one (1) property will be conveyed at fair market value as determined by LAMA, with a self-amortizing mortgage for the purchase price.

<u>Address</u>	<u>Grantee</u>	<u>Price</u>
1118 N. 4 th Street	Neighborhood Garden Trust c/o Gregory Duffy	\$215,900.00 (OPA Value)
1017 N. Leithgow St	“ “	

3) Fair Market Disposition: The following four (4) properties will be conveyed at fair market value as established by appraisals obtained by the Office of Housing and Community Development of the City of Philadelphia or by the LAMA pricing model:

<u>Address</u>	<u>Grantee</u>	<u>Appraisal/OPA Value</u>
2634 Collins Street	2024 E. Hazzard LLC c/o Carlos A.Giraldo	\$27,500.00 (Competitive Bid)
1929 E. Cumberland Street	Truck Enterprises, LLC c/o Henry Bailey	\$96,000.00 (Appraisal)
5124 Merion Street	First Born Church of God in Christ c/o Pastor Kenneth T. Walker	\$12,700.00 (OPA Value)
3636 Wharton Street	Ahmed Marie Swidan	\$30,000.00 (Appraisal)

**BOARD FACTSHEET**

Meeting of November 8, 2017

Amendatory Agreement

1346 S. 4th Street**NAME OF DEVELOPER/APPLICANT:** Timothy Lederer**Mailing Address:** 1220 Rossett Court, Ambler, PA 19002

Nature of Transaction: By Resolution No. 2015-04, adopted on January 14, 2015, the Board authorized the redevelopment agreement between the Philadelphia Redevelopment Authority ("PRA"), and Timothy Lederer, as redeveloper of 1346 S. 4th Street (the "Property") located in the Jefferson Square Urban Renewal Area.

Mr. Lederer has completed construction on the Property, submitted the Certificate of Occupancy and has requested a Certificate of Completion for the project. Upon review of the request by PRA Staff, it was ascertained that the preliminary plans were revised without the PRA's knowledge or consent to include a change in the location of the entrance, change from rear yard to roof top deck, an increase in the size of the bays and addition of a curb cut and off street parking (approved by Zoning).

Today, the Board is requested to consider a resolution that would approve the revised plans that have been submitted to the PRA. Because the project was completed without PRA staff monitoring, PRA staff have approved the revised plans, and determined that the improvements are consistent with those permitted under the Jefferson Square Urban Renewal Area plan.

If approved, in accordance with PRA policy, there will be an amendment fee in the amount of One Thousand One Hundred Dollars (\$1,100.00).

Today the Board is asked to authorize a resolution that facilitates the approval of the revised plans.

PROPERTY INFORMATION: 1346 S. 4th Street)**Description:** 1,145 sq. ft., vacant lot **Zoning:** RSA-5 **Use:** Residential**Disposition Value:** \$110,000.00**COMMENTS OR OTHER CONDITIONS:**

The Developer is compliant with the City of Philadelphia Revenue Department and has no outstanding tax obligations, conflicts of interest, or unresolved violation of City L&I codes. Per Chapter 17-1600 of the Philadelphia Code, an Economic Opportunity Plan was not required for this project as the construction budget was under \$250,000.00.

Proposed Resolution and supporting project information are attached (site map and photographs).

Prepared by: Tracy Pinson-Reviere, Project Manager II

Reviewed by: Gregory Heller