

Board of Directors Meeting

April 9, 2015

3:30 p.m.

Agenda

- 1 Roll Call
- 2 Public Comment
- 3 Approval of Minutes
- 4 Updates
 - a. Michael Koonce
 - b. John Carpenter
- 5 Information Items
 - a. Upcoming procurement of property maintenance and tree services
- 6 Selection of Bradley and Bradley Associates as Insurance Broker
- 7 Selection of Drexel University's Lindsay Institute as intern service provider
- 8 Adjournment

MEMORANDUM

Date: April 9, 2014
To: Board of Directors
From: John Carpenter
Re: Selection of Insurance Broker

We are asking the Board to approve the selection of Bradley & Bradley Associates, Inc. (the “Bradley Firm”) as the insurance broker for the Land Bank.

In February 2015, the Land Bank issued a Request for Proposals (“RFP”) for insurance broker services to place and manage the insurance policies for the Land Bank. The RFP was posted on the Land Bank, OHCD and PHDC websites and was published in the Philadelphia Daily News. We informed the City’s Risk Management Division of the RFP and asked that they forward the RFP to any party that may be interested. We also informed the insurance broker of PRA of this opportunity as well as several other parties.

We received only one response to this RFP – from the Bradley Firm. Staff has reviewed the response and finds it acceptable.

The Bradley Firm is a Philadelphia-based firm that has been in business for over 14 years, while each of its employees has been in the insurance business for many years prior to formation of this company. It is a certified minority business enterprise; it is the insurance broker for PHDC; and it procured the Directors and Officers insurance policy for the Land Bank. In our dealings with the firm, we have them to be responsive and knowledgeable.

The Bradley Firm has proposed a fixed fee of \$37,000 for the first year of its services. The Land Bank will have an option to renew that contract for two additional one-year terms. If renewed, the firm’s fee for the first renewal term will be \$40,000 and \$44,000 for the second renewal term.

RESOLUTION NO.

RESOLUTION SELECTING BRADLEY & BRADLEY ASSOCIATES, INC. AS THE INSURANCE BROKER FOR THE LAND BANK

WHEREAS, the Philadelphia Land Bank intends to engage an insurance broker to assist Land Bank Board and staff with placing and managing the insurance policies for the Land Bank;

WHEREAS, the Land Bank issued a competitive Request For Proposals (RFP) from qualified insurance brokers to perform these services;

WHEREAS, Land Bank staff has reviewed and evaluated the response submitted by Bradley & Bradley Associates, Inc. and has determined that Bradley & Bradley Associates, Inc. meets all selection criteria and has the experience and qualifications to perform the services stated in the RFP; and

WHEREAS, Land Bank staff has recommended that Bradley & Bradley Associates, Inc. be awarded this contract.

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Land Bank that:

1. The Land Bank may enter into a professional services contract with Bradley & Bradley Associates, Inc. to provide insurance brokerage services to the Land Bank, for an initial term of one year with the Land Bank's option to renew the contract for two additional one-year periods.
2. That the initial term of the contract shall be for maximum compensation, including out-of-pocket expenses, of Thirty Seven Thousand Dollars (\$37,000).
3. That the first option term of the contract, if exercised, shall be for maximum compensation, including out-of-pocket expenses, of Forty Thousand Dollars (\$40,000) and the second option term of the contract, if exercised, shall be for maximum compensation, including out-of-pocket expenses, of Forty Four Thousand Dollars (\$44,000).

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

MEMORANDUM

Date: April 9, 2015
To: Board of Directors
From: John Carpenter
Re: Selection of Drexel University's Lindsay Institute of Urban Innovation for deed research project

Background: In 2013, the City of Philadelphia asked PRA to support a review of the deeds of the properties in the combined inventories of PRA, PHDC, and the City's Department of Public Property. This work was designed to facilitate the conveyance of property with clear and marketable title. The PRA selected University of Pennsylvania, Fels Institute to do this work, under an initial contract and a series of extensions that ended in March 2015. Approximately eight current and former students, guided by principal staff from Penn's Fels Institute, were engaged under this contract.

In August of 2014 the Land Bank formally assumed responsibility for this work and the research team moved into PHDC's offices. This work has evolved into a very complex project and we now expect this project to be finished at the end of this calendar year.

On March 17th we issued a request for proposals to continue this work. Drexel University, through their Lindsay Institute for Urban Innovation, proposed to continue this work under their guidance until the end of this year, replacing the University of Pennsylvania. They were the only respondent to the request for proposals.

We are asking the board to approve the attached resolution that authorizes us to enter into a contract with the Lindsay Institute with compensation up to \$110,000 for the remainder of the year. The resolution's authorization takes effect in two stages: \$40,000 authorized through the end of the current fiscal year ending June 30, 2015, and an option for an additional \$70,000 through December 31, 2015. We expect to exercise this option when the Land Bank's 2016 budget is approved by the PRA and Land Bank boards in June.

RESOLUTION NO. 2015 -

**RESOLUTION AUTHORIZING A PROFESSIONAL SERVICES CONTRACT WITH
DREXEL UNIVERSITY
IN THEIR LINDSAY INSTITUTE FOR URBAN INNOVATION**

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Philadelphia Land Bank that authorization is hereby given for the Land Bank to enter into a professional services contract with Drexel University in their Lindsay Institute for Urban Innovation ("Contract") to provide graduate level students to assist in the review, analysis and preparation of land records for properties owned by Philadelphia Redevelopment Authority, the City of Philadelphia and Philadelphia Housing Development Corporation in preparation for transfer of properties to the Philadelphia Land Bank.

FURTHER RESOLVING:

1. The Contract shall provide for an initial maximum compensation, including out-of-pocket expenses, in an amount not to exceed Forty Thousand Dollars (\$40,000) with a termination date of June 30, 2015.
2. The Land Bank shall have the option to extend the Contract in its sole discretion for an amount not to exceed, including out-of-pocket expenses, for an additional Seventy Thousand Dollars (\$70,000) with a termination date of December 31, 2015.
3. The Executive Director is authorized to prepare, execute and deliver the Contract necessary to effectuate the purposes of this Resolution which shall contain such terms and conditions as the Executive Director and General Counsel shall deem necessary or appropriate to protect the interests of the Land Bank.

PHILADELPHIA LAND BANK

BOARD MEETING MINUTES

A meeting of the Board of Directors of the Philadelphia Land Bank was held on Thursday, March 12, 2015 commencing at 3:35 p.m. in the offices of the Philadelphia Housing Development Corporation, being its regular meeting place, 17th Floor, 1234 Market Street, Philadelphia, Pennsylvania, pursuant to proper notices.

CALL TO ORDER

Ms. Rashid called the meeting to order at 3:35 p.m.

ROLL CALL

The following members of the Board of Directors reported present: Majeedah Rashid, Chair; Paul L. Badger, Jr., Vice Chair (arriving at 3:42 pm); Jennifer Kates, Secretary; Deborah McColloch, Treasurer; Anjali Chainani; Christian Dunbar; Nora Lichtash; Angel Rodriguez; Jennifer Rodriguez; Courtney Voss; and Herbert Wetzel.

The following members of PHDC and OHCD staff were present: Michael Koonce, John Carpenter, Nicholas Scafidi, Esquire, Christi Jackson, Victoria Welch and Paul Chrystie.

Public Attendees: The list of public attendees is attached to these minutes.

A quorum of directors was present and the meeting, having been duly convened, was ready to proceed with business.



Agenda Item 2 **Public Comment**

Ms. Rashid asked if any member of the public wished to comment upon any item on the Board's agenda.

Ms. Amy Laura Cahn stated that there were many citizens interested in obtaining sites for urban agricultural uses and that the Board should consider the staffing needs to process the backlogged requests for license and lease agreements. She noted that Council members supported the transfer of land for these garden, agricultural and open space uses.



Agenda Item 3
Approval of Board Minutes

Ms. Rashid called for a motion to approve the minutes of the Board meeting of February 12, 2015.

Upon motion made and duly seconded, the minutes of February 12, 2015 were approved as presented.



Agenda Item 4
Updates

Ms. Rashid asked Mr. Koonce to present his update on Land Bank activities. A copy of that report is attached to these minutes.

Ms. Rashid then asked Mr. Carpenter to present his update on Land Bank activities. A copy of Mr. Carpenter's report is attached to these minutes.

Ms. Kates asked when the Board will be presented with the FY 16 operating budget and Mr. Carpenter stated that, likely, in June to allow the PRA and City Council time to approve their budgets. However, the Finance Committee is presently working on aspects of the Land Bank FY 16 budget.



Agenda Item 5
Information Items

Ms. Rashid asked Mr. Carpenter to present this agenda item.

Mr. Carpenter reported on the following topics:

Land Bank staff has generally been following the City's procurement policies as described in the Philadelphia Code and we expect to continue this practice and provide the Board with notice if any procurement diverges from those policies.

There are several upcoming procurements being considered, including:

- Web development services to engage a contractor to assist in development of new, more modern tools to display our inventory and allow people to apply for specific property. These tools will replace the map, list, search, and expression of interest tools that you find on the Philly land works website today.
- Strategic planning services: A committee of the Board is working with us to develop the scope of services and timelines for that RFP.
- Title research project: The University of Pennsylvania has decided it no longer wants to continue supporting contracted services like the project we have been working on with the Fels Institute. Since this work is not yet complete, we expect to issue a new request for proposals to continue this work through the remainder of this calendar year.
- Audit services: This RFP will be modeled on PHDC's, but is somewhat more limited as the Land Bank is not subject to the same reporting requirements as PHDC.

We would like to begin a discussion with the Board regarding our acquisition policy and related delegations of authority to the Executive Director. We are working at a staff level to develop tools to help us evaluate acquisition prospects as we learn about them. We expect to evaluate both the individual property as well as the surrounding block and neighborhood market conditions.

Finally, the December 31 financial report was presented to the Board and major variances were reviewed.

The Board discussed the fact that the budget contemplated a larger expenditure on staff than in fact occurred. It was explained that, while the Land Bank did not incur those expenses and the FY 15 budget will be so adjusted, all of these funds were spent by OHCD and the PRA since their staffs continued on their respective payrolls.



Agenda Item 6
Revised Budget for Fiscal Year 2015

Following the discussion of the December 31 financial report and Mr. Carpenter's further explanation of the revised budget, Mr. Rashid asked for a motion to consider the FY 15 Revised Budget for approval.

Board Action

Upon motion made and duly seconded, the resolution was approved by unanimous vote of the Board as follows:

RESOLUTION NO. 2015 - 8

**RESOLUTION APPROVING PHILADELPHIA LAND BANK
REVISED OPERATING BUDGET FOR FISCAL YEAR 2015**

WHEREAS, on July 31, 2014 the Board of Directors approved the Land Bank Operating Budget for Fiscal Year 2015 (“Operating Budget”);

WHEREAS, after reviewing Land Bank operations and expenditures through December 2014, the Board desires to revise the Operating Budget to better reflect past and prospective expenditures; and

WHEREAS, a majority of the entire Board of Directors of the Philadelphia Land Bank has voted in favor of adopting the Revised Fiscal Year 2015 Operating Budget.

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Land Bank that:

1. The Revised Operating Budget for Fiscal Year 2015, as presented to this Board and attached hereto, is hereby approved.
2. The Board will continue to receive quarterly financial reporting comparing actual expenditures to Fiscal Year 2015 budgeted expenses.



**Agenda Item 7
Public Comment Policy**

Ms. Rashid noted that the proposed Public Comment Policy had been discussed at the January and February Board meetings and has been made available to the public.

Board Action

Ms. Rashid called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved by unanimous vote of the Board as follows:

RESOLUTION NO. 2015 - 9

**RESOLUTION ADOPTING A PUBLIC COMMENT POLICY FOR
PHILADELPHIA LAND BANK**

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Land Bank that the Public Comment Policy attached hereto as an Exhibit to this Resolution is hereby adopted.

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Agenda Item 8
Fels Contract Extension

Mr. Carpenter requested the Board to approve an extension of the contract with Fels Institute for the reasons stated in his memo to the Board.

In response to the Board's questions, staff explained that Fels wished to withdraw from the contract because it will no longer provide these types of consulting services. Staff still is optimistic that the deed reconciliation project will be completed by the end of June.

Board Action

Ms. Rashid called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved by unanimous vote of the Board as follows:

RESOLUTION NO. 2015 - 10

RESOLUTION AUTHORIZING EXTENSION OF TRAINING AND CONSULTING SERVICES AGREEMENT WITH THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, ACTING THROUGH ITS FELS INSTITUTE OF GOVERNMENT

WHEREAS, by Resolution 2014 - 5, adopted on August 14, 2014, the Land Bank accepted the assignment of a Training and Consulting Services Agreement with The Trustees of the University of Pennsylvania, acting through its Fels Institute of Government ("Fels"), to provide graduate level students to assist in the review, analysis and preparation of land records for properties owned by Philadelphia Redevelopment Authority, the City of Philadelphia and Philadelphia Housing Development Corporation in preparation for transfer of properties to the Philadelphia Land Bank (the "Fels Contract");

WHEREAS, the Fels Contract, as amended by a First Amendment, a Second Amendment and a Third Amendment, provides for Maximum Compensation of \$198,000 and a Contract Period to end on December 31, 2014;

WHEREAS, the work being performed under the Fels Contract must continue and the time for completion of that work must be extended to allow Fels to complete its Scope of Services; and

WHEREAS, the Land Bank and Fels wish to enter into a Fourth Amendment to the Fels Contract to provide for additional compensation and to extend the Contract Period.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Philadelphia Land Bank that:

1. The Executive Director may enter into a Fourth Amendment to the Fels Contract to (a) increase compensation by an additional \$39,600 for a total maximum compensation not to exceed \$237,600; and (b) extend the Contract Period to March 31, 2015, all other terms and conditions of the Fels Contract as hereby amended to remain in full force and effect.
2. The Executive Director is hereby authorized to prepare, execute and deliver a Fourth Amendment to the Fels Contract with terms and conditions necessary to effectuate the purposes of this Resolution in form and substance acceptable to Land Bank General Counsel.



Agenda Item 9
Delegation of Contracting Authority to Executive Director

Ms. Rashid asked Mr. Carpenter to present this item. Mr. Carpenter summarized the proposed delegation of contracting authority and the reasons why this would benefit the Land Bank. Ms. Rashid noted that this topic had been discussed at the February Board meeting and there was general consensus that the delegation was necessary.

The Board asked Mr. Koonce to provide informal notice to members when he intended to enter into contracts at the higher end of his contracting authority, in addition to his monthly report as required by the proposed resolution.

Ms. Voss noted that the Board retained its ability to reconsider, amend or rescind this, and any other, resolution at a later time.

Board Action

Ms. Rashid called for a motion on the resolution. Upon motion made and duly seconded, the resolution was approved by unanimous vote of the Board as follows:

RESOLUTION NO. 2015 - 11

RESOLUTION GRANTING THE EXECUTIVE DIRECTOR AUTHORIZATION TO ENTER INTO CERTAIN CONTRACTS IN AMOUNTS NOT TO EXCEED \$50,000

WHEREAS, the Land Bank Board finds that the operations of the Land Bank would benefit by allowing the Executive Director to award contracts and approve purchases within certain dollar limits and consistent with the Land Bank Operating Budgets.

NOW THEREFORE, BE IT RESOLVED by the Philadelphia Land Bank that:

1. The Executive Director may on behalf of the Land Bank enter into contracts for supplies, materials and services in amounts not to exceed \$50,000, inclusive of all amendments and extensions, which are consistent with the corresponding line item in the then current Land Bank Operating Budget.

2. The Executive Director shall report at the next scheduled meeting of the Board all contracts executed since his/her last report, including the vendor, the contract amount and the type of service purchased for each such contract and such other information as the Board may need or request to allow the Board to properly supervise and control this delegation of authority.

3. The Executive Director is hereby granted authorization to execute and deliver all such contracts and documents necessary or convenient to carry out the foregoing authorization.



NEW BUSINESS

Ms. Rashid recognized Mr. Ali for public comment. Mr. Ali voiced his concern with transparency of Land Bank decisions and that the delegation of contracting authority to the Executive Director may circumvent the Board's obligation to conduct its business in an open and transparent manner. Mr. Ali also questioned the manner in which Board minutes were taken and recorded.

ADJOURNMENT

There being no further business to come before the Board, Ms. Rashid declared the meeting adjourned at 4:17 p.m.

SECRETARY TO THE BOARD



1234 Market St., 17th Floor, Philadelphia PA 19107
philadelphialandbank.org

MEMORANDUM

March 12, 2015

To: Board of Directors

From: Michael Koonce

Re: Update

Land Bank Ordinance: Last Thursday, Councilwoman Sanchez introduced an ordinance (Bill No. 150161) to supplement last year's Land Bank ordinance. The purpose of this supplement is to clarify the process and terms that the City will use to transfer its properties to the Land Bank. This ordinance is not intended to change any of the fundamental understandings or agreements that are part of the original ordinance. There will be a hearing on this ordinance on March 23 at 10 a.m.

MEMORANDUM

March 12, 2015

To: Board of Directors

From: John Carpenter

Re: Update

PHDC Management Agreement: We have been working with PHDC's legal counsel to refine the management agreement that includes staffing and administrative support for the Land Bank. We expect to share the proposed version of this agreement to board members for discussion next week, and hope to present the final agreement for board approval in April.

Deed Review and Title Transfer: The Deed Review Team has begun to prepare draft deeds for review by agency attorneys. It is our understanding that PRA and the City are each in the final stages of hiring attorneys that will support this work. We will be training staff to use information in the LAMA system for this effort.

Budget: We are in the process of developing our budget for the fiscal year ending June 30, 2016. The Mayor has proposed to include \$500,000 in the general fund budget for ongoing support of this work.

Website: We are continuing to refine the content and functionality of a draft website to support the Land Bank's work. We will share a beta site URL with board members by the end of this week. We would also like to share the beta URL with select stakeholders over the next few weeks, and solicit their comments and suggestions for improvement.

Strategic Plan: We are working with City Planning Commission staff and the board Strategic Plan Committee to develop a scope of services for an update to our strategic plan, and to create the first performance report for the Land Bank.

**PHILADELPHIA LAND BANK
FISCAL 2015 OPERATING BUDGET (Mid-year adjusted)
JULY 1, 2014 TO JUNE 30, 2015**

	Original	Adjusted	Variance
SALARIES	917,000	741,200	(175,800)
<i>Share of PHDC Admin Salaries</i>	250,000	165,050	(84,950)
<u>Fringe Benefits</u>			
FICA	70,200	56,700	(13,500)
Pensions	313,700	174,400	(139,300)
Health Benefits			
Major Medical	293,500	153,700	(139,800)
Prescription Plan	75,000	60,000	(15,000)
Dental	15,100	8,000	(7,100)
Vision	900	500	(400)
Life Insurance	12,000	12,000	0
Group Legal	1,800	720	(1,080)
Worker's Compensation	7,500	7,500	0
Unemployment Comp	12,400	16,000	3,600
Total Fringes	802,100	489,520	(312,580)
<u>Purchase of Services</u>			
Telephone	8,100	4,900	(3,200)
Training, Travel & Conferences	25,000	25,000	0
Parking & Mileage	17,600	17,600	0
Postage	5,100	5,100	0
Advertisement & Promotions	50,000	30,000	(20,000)
Professional Services (1)	656,500	642,000	(14,500)
Repair & Maintenance	317,500	317,500	0
Rent of Office Space	114,500	62,250	(52,250)
Insurance	591,400	311,400	(280,000)
Total Purchase of Services	1,785,700	1,415,750	(369,950)
<u>Materials & Supplies</u>			
Books, Publications, Dues	10,100	10,100	0
Office Material & Supplies	5,000	5,000	0
Printing	40,200	20,200	(20,000)
Total Materials & Supplies	55,300	35,300	(20,000)
<u>Equipment</u>			
Tools and Equipment (2)	225,300	235,300	10,000
Auto	22,400	22,400	0
Total Equipment	247,700	257,700	10,000
Real Estate Acquisition	50,000	50,000	0
Total Costs All Categories	4,107,800	3,154,520	(953,280)
Redevelopment Authority Funding	3,607,800	2,879,520	(728,280)
City General Funds	500,000	275,000	(225,000)
Total Sources	4,107,800	3,154,520	(953,280)
Notes:			
<u>Professional Services</u>			
Legal Fees (labor)	31,250	31,250	0
Strategic Planning (2015 & 2016)	175,000	300,000	125,000
Law Dept	150,000		(150,000)
Record Dept O/T	75,000		(75,000)
Communications		25,000	25,000
Audit and Accounting Consulting	65,500	50,000	(15,500)
Deed Filing Fees	35,000	35,000	0
PRA/Fels Interns and related costs	100,000	175,000	75,000
Other	24,750	25,750	1,000
Total	656,500	642,000	(14,500)
			0
<u>Tools & Equipment</u>			
Website and Software Development	100,000	100,000	0
Software Licensing	25,000	25,000	0
Application Development	75,000	75,000	0
Computer Hardware	20,000	30,000	10,000
Other	5,000	5,300	300
Total	225,000	235,300	10,300

