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08/15/25

Accrual Basis

Bethlehem CRIZ Authority

Balance Sheet

As of July 31, 2025

	Jul 31, 25
ASSETS	
Current Assets	
Checking/Savings	
101 - Fidelity Primary Chkg	1,195,882.73
102 - Fidelity Clearing	84,106.90
Total Checking/Savings	1,279,989.63
Total Current Assets	1,279,989.63
TOTAL ASSETS	1,279,989.63
LIABILITIES & EQUITY	
Equity	
Opening Balance Equity	187,488.17
Unrestricted Net Assets	715,036.63
Net Income	377,464.83
Total Equity	1,279,989.63
TOTAL LIABILITIES & EQUITY	1,279,989.63

10:55 AM

08/15/25

Accrual Basis

Bethlehem CRIZ Authority

Profit & Loss

January through July 2025

	Jan - Jul 25
Ordinary Income/Expense	
Income	
601 - Fee Income	
601.3 - Service/Maint fees	15,606.00
Total 601 - Fee Income	15,606.00
602-Interest income	16,596.41
Grant Awards	
ISRP - SGO Project	360,281.00
Total Grant Awards	360,281.00
Total Income	392,483.41
Expense	
900 - Professional Svcs	
900.1 - City Admin Expenses	7,348.21
900.2 - Legal expenses	116.37
900.3 - Audit/Acctg services	7,350.00
900.9 - Other prof svcs	204.00
Total 900 - Professional Svcs	15,018.58
Total Expense	15,018.58
Net Ordinary Income	377,464.83
Net Income	377,464.83

RESOLUTION 2025-05

**RESOLUTION OF THE BETHLEHEM REVITALIZATION
AND IMPROVEMENT AUTHORITY**

August 21, 2025

AUTHORIZING A FUNDING AGREEMENT AND LIMITED GUARANTY OF THE AUTHORITY TO BE PAID SOLELY FROM A PORTION OF A CERTAIN TAX INCREMENT FOR ELIGIBLE TAXES UNDER THE CRIZ ACT; AUTHORIZING APPROPRIATE OFFICERS OF THE AUTHORITY TO EXECUTE LOAN DOCUMENTS AND GRANT AWARD DOCUMENTS AND CERTIFICATES AND TO TAKE OTHER APPROPRIATE ACTION; AFFIRMING PRIOR ACTIONS OF THE OFFICERS OF THE AUTHORITY; AND SETTING FORTH THE EFFECTIVE DATE OF THE RESOLUTION.

WHEREAS, the Authority is a body corporate and politic of the Commonwealth of Pennsylvania organized and existing under the Pennsylvania Municipalities Authorities Act, 53 Pa. C.S. Ch. 56, as amended (the "Act"), by the City of Bethlehem, Northampton County, Pennsylvania (the "City"); and

WHEREAS, the Authority received approval from the Pennsylvania Department of Community and Economic Development to establish a City Revitalization and Improvement Zone (the "CRIZ") within the City in accordance with the City Revitalization and Improvement Zone Program established under Act 52 of 2013, being the Act of July 9, 2013, P.L. 270, as amended (The "CRIZ Act"); and

WHEREAS, Bethworks Greenway B LP, (the "Company") requested the assistance of the Authority in connection with a project (the "Project") consisting of the interior fit-out of a street-level retail space in the Six10 Flats Building located at 602-614 E. Third Street, Bethlehem, PA 18015, known as tax parcel number P6SE1B-7-2A-0204 (the "Project Location"); and

WHEREAS, the Authority by Resolution 2024-2 dated July 18, 2024 approved the previously submitted CRIZ application and CRIZ financing for the Project; and

WHEREAS, the Company has since entered into lease agreements with two additional tenants for the Project at the Project Location and has submitted an addendum to the previously approved CRIZ application requesting the addition of the new tenants and to increase the total amount of CRIZ financing from \$400,000.00 to \$2,300,000.00; and

WHEREAS, the Project Location is located within the CRIZ: and

WHEREAS, based upon representations of the Company, the Authority has determined that the Project as amended will serve the public purposes of the CRIZ Act.

NOW, THEREFORE, BE IT RESOLVED that the addendum to the Project application is hereby approved to include the new tenants and additional retail space at the Project Location.

FURTHER RESOLVED that the Company and all contractors and/or subcontractors that will be engaged to construct or renovate the Project, including infrastructure or site preparation, are each hereby approved as a "qualified business" for the purposes of the CRIZ Act; and

FURTHER RESOLVED that the Authority shall execute a limited obligation Guaranty of Funding with Six10 Flats Lender LLC (the "Lender") related to the Company's Two Million Three Hundred Thousand Dollar (\$2,300,000.00) loan (the "Loan") under that certain CRIZ Loan Agreement (the "Loan Agreement") with the Lender, which Guaranty of Funding shall not exceed the amount of the Loan. The Guaranty of Funding, and the associated Funding Agreement between the Authority and the Company, shall evidence a limited obligation of the Authority to the Lender to transfer a portion of certain tax increment for certain eligible taxes under the CRIZ Act generated at the Project Location for payment of principal and interest on the Loan; and

FURTHER RESOLVED that with respect to the Guaranty of Funding and the Funding Agreement and all obligations executed and delivered by the Authority in connection therewith, the liability of the Authority shall be limited solely to the payments guaranteed by the Authority to the Lender under the Guaranty of Funding; and

FURTHER RESOLVED that the Authority shall guaranty to the Lender, to secure the debt service due on the loan to the Company in accordance with the following amount (the "Funding"): the product of the payments made by and actually received by the Authority from the Treasurer of the Commonwealth to the Authority under the CRIZ Act that are specifically allocable to the Project and the Project Location multiplied by the Funding Percentage defined as (i) 80% of such eligible taxes relating to construction, including related infrastructure and site preparation and reconstruction or renovation of all or a part of the Project Location and (ii) 80% of all other eligible taxes; such Funding to be payable to the Lender to be escrowed for the payment of principal and interest for the Loan Agreement consistent with the Loan Agreement to the extent (1) such payments are attributable solely to "Eligible Taxes," as defined in the CRIZ Act, paid in connection with the Project or the conduct of business at the Project Location; and (2) the amount of the Funding applied to the Project shall be matched by private money at a ratio of five (5) Fund dollars to one (1) private dollar, as certified by the Project Applicant to the Authority, as certified by the Company to the Authority in accordance with the Funding Agreement; and

FURTHER RESOLVED that the Chairman, Vice Chairman, Secretary, Assistant Secretary and any other officer of this Authority are hereby authorized, empowered and directed to execute, attest, acknowledge and deliver, as applicable, any documents necessary to effectuate the transactions contemplated in this resolution, all substantially in form of such instruments as may be acceptable to counsel and/or special counsel to this Authority, with such terms and conditions therein or modification thereto as such officers of this Authority may approve, their execution and delivery thereof to constitute conclusive evidence of such approval; and

FURTHER RESOLVED that the Chairman, Vice Chairman, Secretary, Assistant Secretary and any other officer of this Authority are authorized and directed to proceed promptly with the undertakings herein contemplated. Any of such officers are authorized, empowered and directed to do any and all acts of things and to execute and deliver any and all documents, instruments or certificates that may be necessary, proper or limited to the execution and delivery of such documents, instruments, certificates, agreements, financing statements, letters, etc., as may reasonably be requested and as may be approved by counsel to this Authority. The execution and delivery by such officers of the Authority of any and all such documents, instruments or certificates that may be necessary, proper or desirable to effect the transactions contemplated by this Resolution shall constitute conclusive evidence of approval of any such documents, instruments or certificates, as applicable, by the Authority; and

FURTHER RESOLVED that this Authority approves, ratifies and confirms all action heretofore taken by its officers and other persons in the name of and on behalf of this Authority in connection with the undertakings herein contemplated; and

FURTHER RESOLVED that this Resolution shall become effective immediately; and

FURTHER RESOLVED that in the event any provisions, section, sentence, clause or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Resolution, it being the intent of this Authority that such remainder shall be and remain in full force and effect; and

FURTHER RESOLVED that all resolutions or part of any resolutions inconsistent herewith expressly are repealed. Resolution 2024-2 is not repealed but shall hereinafter be deemed modified effective and consistent with this Resolution

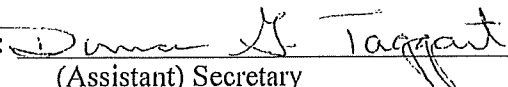
The undersigned, (Assistant) Secretary of the Bethlehem Revitalization and Improvement Authority, hereby certifies the foregoing resolution was duly adopted by the Authority at its regular meeting of the Authority duly held on July 18, 2024 and that such resolution has not been rescinded or amended and remains in full force and effect.

WITNESS the signature of the undersigned and the seal of the Authority this 21st day of August, 2025

ATTEST:

BETHLEHEM REVITALIZATION AND
IMPROVEMENT AUTHORITY

By:  _____

BY:  _____
(Assistant) Secretary



STEINHARDT
CAPPELLI &
TIPTON LLC

91 Larry Holmes Dr., Suite 200
Easton, PA 18042

o 610.691.7900
f 610.691.0841

July 2, 2025

Via Fed-Ex Overnight and Email:

Bethlehem Revitalization and Improvement Authority
Attn: Laura Collins 10 East Church Street
Bethlehem, PA 18018-6025
lcollins@bethlehem-pa.gov

Re: CRIZ Financing Application Addendum for the retail fit-out of a portion of the property located at 602-614 E. Third Street, Bethlehem, PA 18015, PIN: P6SE1B 7 2A 0204 (the "Property") and commonly known as the Six10 Flats Building (the "Project").

As you are aware, this firm represents Bethworks Greenway B LP, ("Bethworks Greenway" or the "Applicant") and Six10 Flats Lender LLC (the "Lender") in the above-referenced matter. Bethworks Greenway previously submitted a CRIZ Financing Application (the "Application") to the Bethlehem Revitalization & Improvement Authority ("BRIA") for CRIZ financing in the amount of \$400,000 (the "Original CRIZ Financing") for debt service on a private loan for the interior fit-out of a portion of the Project (the "Wingstop Loan"). The Original CRIZ Financing was based on estimated eligible CRIZ taxes to be generated by the original Wingstop franchise under a lease to operate at the Property in accordance with the CRIZ Act, 72 P.S. § 8802- C, et seq. (the "CRIZ Act").

BRIA approved the Application and Original CRIZ Financing by Resolution 2024-2 dated July 18, 2024, on the terms stated therein. Thereafter, two additional restaurant/retail tenants (the "New Tenants") entered into lease agreements with Bethworks Greenway to operate their businesses at the Property on their respective leased premises (collectively, the "Leased Premises") as follows: Tailor's Table (6,635 square foot restaurant) and Insomnia Cookies (900 square foot retail store). Lender will provide financing in the form of private loans to each New Tenant for the interior fit-out of the Leased Premises in the same manner outlined in the Application with respect to Wingstop.

The layout of the first floor of the Six10 Flats Building showing the New Tenants' Leased Premises is attached hereto as Exhibit A. It is anticipated that the Lender will provide financing for the interior fit-out and improvement of the Leased Premises of each business in the following amounts: Tailor's Table (\$1,450,000) and Insomnia Cookies (\$253,500) (collectively, the "New Tenant Landlord Financing," and in combination with the Landlord Financing, the "New Tenant Loans"). In combination, the Wingstop Loan and the New Tenant Loans (collectively, the "Lender Loans") amount to a total of \$2,300,000 of private lender financing for completion of the Project (the "Aggregate Lender Loan Amount").

Applicant proposes in this Addendum to (i) add the New Tenants to the scope of its proposed Project within the CRIZ; and (ii) increase the total amount of CRIZ financing from \$400,000 to \$2,300,000 to match the Aggregate Lender Loan Amount for payment of debt service on the Aggregate Lender Loans. As stated in the original Application, Bethworks Greenway would serve as the borrower and BRIA would serve as the limited guarantor of an amount up to the pledge of CRIZ increment generated by the Project. Bethworks Greenway intends commit a portion of the CRIZ

increment generated by the Project to BRIA in accordance with BRIA's CRIZ Guidelines, to allow BRIA to invest in priority projects within the City of Bethlehem (the "Authority Retention").

Estimated gross sales and employee wages for each of the New Tenants is set forth in detail on Confidential Exhibit B to this Addendum, as well as the corresponding projected CRIZ increment for their first year of operations. Please note that Confidential Exhibit B is exempt from public disclosure under Pennsylvania's Right-to-Know Law pursuant to 65 P.S. § 67.708(b)(11). Finally, the addition of the New Tenants to Bethworks Greenway's Application will maintain full compliance with applicable local ordinances and will further enhance the goals and purposes of both the CRIZ Act and the underlying Project. All interior fit-out work will be performed by highly qualified and experienced construction professionals in accordance with the original Application.

For the foregoing reasons, Bethworks Greenway respectfully requests that BRIA add this Addendum to its approved CRIZ Application to the agenda for the next regularly scheduled meeting in July 2025. Please do not hesitate to contact my office with any questions.

Very truly yours,

Florio Perrucci Steinhardt Cappelli & Tipton LLC

By: Seth R. Tipton
Seth R. Tipton, Esquire

Layout of Retail Premises for New Tenants



RESOLUTION 2025-06

RESOLUTION OF THE
BETHLEHEM REVITALIZATION AND IMPROVEMENT AUTHORITY

WHEREAS, PD Polk Street II, LLC ("PD Polk") is proposing the construction of forty-four (44) residential apartments and a 6,000 square foot commercial space, located at 415 E. Third Street., on a .2722 acre parcel of land, identified by Northampton County parcel identification number P6 2 2-14A 0204; and,

WHEREAS, PD Polk is desirous of transferring approximately .3 of an acre from the prior decertification of the Bethworks Greenway property located at 610 E. Third Street, Bethlehem, PA 18015, specifically, Northampton County parcel numbers P6SE1B-7-2-0204 and P6SE1B-7-2B-0204; and

WHEREAS, BRIA and PD Polk agree that the project approval will benefit the City of Bethlehem (the "City") and PD Polk by providing increment for BRIA to invest in priority projects within the City; and,

WHEREAS, PD Polk maintains that CRIZ financing is crucial to securing a tenant for the commercial component of this project; and,

WHEREAS, the interior fit-out and development of the project will further the purposes of the CRIZ Act, as it will be a structure within the CRIZ to be used for commercial purposes; and,

WHEREAS, the project will create approximately one hundred and fifty (150) temporary construction jobs and support over forty (40) full-time jobs, creating further economic development and job creation within the City.

NOW, THEREFORE, BE IT RESOLVED, that the Bethlehem Revitalization and Improvement Authority hereby approves the project and shall submit a project application requesting the Commonwealth of Pennsylvania through the Department of Revenue, Department of Community and Economic Development and the Governor's Office of the Budget approve the project.

RESOLVED AND ENACTED this 21st day of August, 2025.

ATTEST:

BETHLEHEM REVITALIZATION AND
IMPROVEMENT AUTHORITY

By: Donna L. Taggart
Donna Taggart, Secretary

By: _____

Laura Collins, Esq., Chairperson



STEINHARDT
CAPPELLI &
TIPTON LLC

91 Larry Holmes Dr., Suite 200
Easton, PA 18042

o 610.691.7900
f 610.691.0841

VIA HAND-DELIVERY AND EMAIL (lcollins@bethlehem-pa.gov)

Bethlehem Revitalization and Improvement Authority

Attn: Laura Collins

10 East Church Street

Bethlehem, PA 18018-6025

Re: CRIZ Financing Application for PD Polk Street II, LLC property located at 415 E. Third Street, Bethlehem, PA 18015 (Parcel P6 2 2-14A 0204).

This firm represents PD Polk Street II, LLC, ("PD Polk" or the "Applicant") and Bethworks Greenway B LP ("Bethworks Greenway") in the above-referenced matter. PD Polk is excited to submit the following CRIZ Financing Application (the "Application") to the Bethlehem Revitalization & Improvement Authority ("BRIA") to transfer approximately three tenths (.3) of an acre from the prior decertification of the Bethworks Greenway property located at 610 E. Third Street, Bethlehem, PA 18015, specifically Northampton County parcel numbers P6SE1B-7-2-0204 and P6SE1B-7-2B-0204 to the PD Polk property located at 415 E. Third Street, Bethlehem, PA 18015 (Parcel P6 2 2-14A 0204). In addition to the acreage transfer, PD Polk is submitting the Application for CRIZ financing for the construction of a new project that will construct a mixed-use building (the "Building"). The first floor of this new project will be a six thousand (6,000) square foot (the "Commercial Space") restaurant and the rest of the Building will consist of residential units (collectively, the "Project"). While a tenant for the first floor has not been secured, CRIZ financing is crucial, if not a required tool that is needed to secure a tenant.

As shown on Exhibit A to this Application, the Building is located at 415 E. Third Street, Bethlehem, PA 18015 (Parcel P6 2 2-14A 0204). The Building is presently under construction and anticipated to be completed by September 1, 2026. A proposed layout of the Building is attached hereto as Exhibit B. The fit-out of the Commercial Space will be contingent upon the securing of a tenant lease, but at this time, could coincide with the completion of the other building improvements. Iron Hill Construction Management is the current construction manager for the Project.

PD Polk intends to use the Building to lease a restaurant in the 6,000 square foot Commercial Space and provide forty-four (44) residential apartments throughout the rest of the Building. There is currently no lease in place for the Commercial Space but there is active discussion with several restaurants to lease the Commercial Space. Projected revenue and CRIZ increment generation from the proposed restaurant are confidential, however, this information has been made available to BRIA in Confidential Exhibit C to this Application, subject to noted Right-to-Know exceptions shielding the same from disclosure to the public. PD Polk has obtained all required approvals and permits from the City of Bethlehem for the Project as the Building is already under construction.

The Property is located in the IR-R Industrial Redevelopment District (Residential Option) and permits commercial uses, including restaurants. See Section 1303.07(u); 1305(b). The Project will further the purposes of the IR-R District, which is to promote the economic revitalization of underutilized properties that

historically were used for older industrial uses. See Section 1303.07(u). Finally, the Project will not be located within a keystone opportunity zone, keystone opportunity expansion zone, keystone opportunity improvement zone, keystone innovation zone, keystone special development zone, neighborhood improvement zone or strategic development area

The interior fit-out and development of the Project will further the purposes of the CRIZ Act, 72 P.S. § 8802- C, et seq. (the "Act"). Specifically, it will constitute a "Facility" under the terms of the Act, which is defined as a structure within the CRIZ to be used for commercial, hospitality, conference, and/or retail purposes. It is further anticipated that the Project will create approximately one hundred and fifty (150) temporary construction jobs and forty (40) permanent jobs within the City of Bethlehem.

Based on the foregoing, PD Polk respectfully requests to present its application for CRIZ financing to BRIA at its next regularly scheduled meeting on _____. Please do not hesitate to contact my office with any questions or to confirm the agenda.

Please do not hesitate to contact me with any questions or requests for additional information.

Very truly yours,

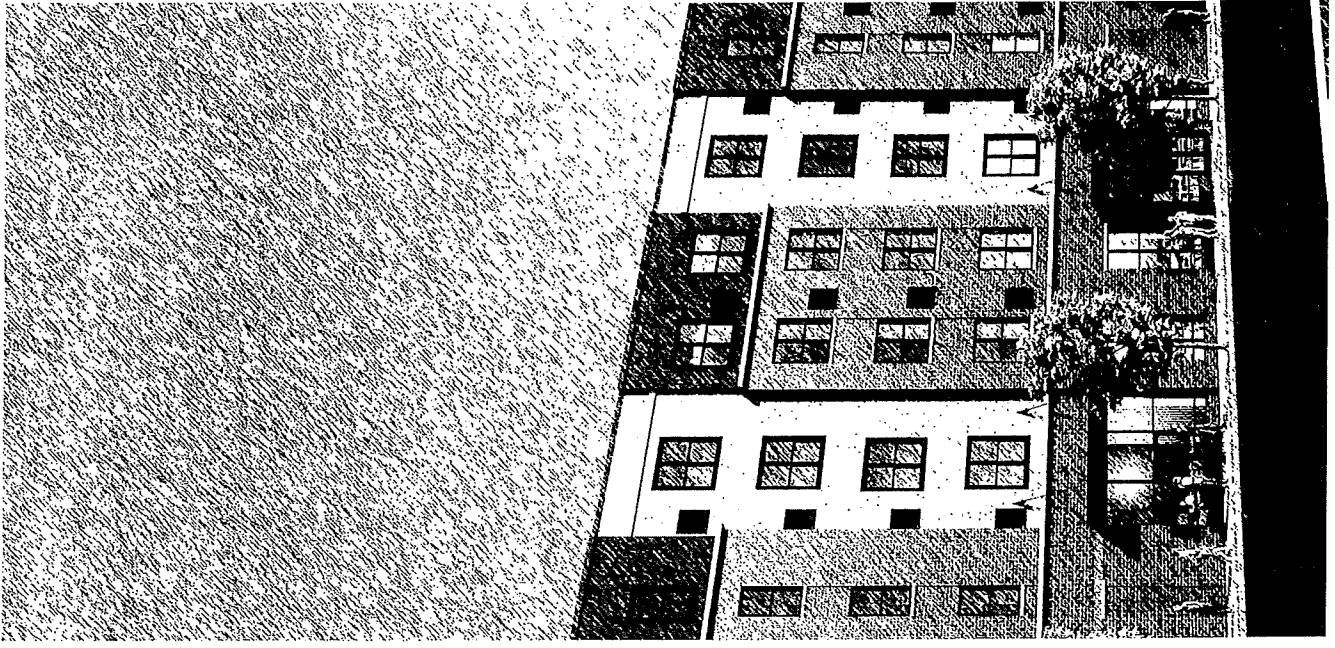
Florio Perrucci Steinhardt Cappelli & Tipton LLC

By: _____
Seth R. Tipton, Esquire

EXHIBIT A

[illegible]

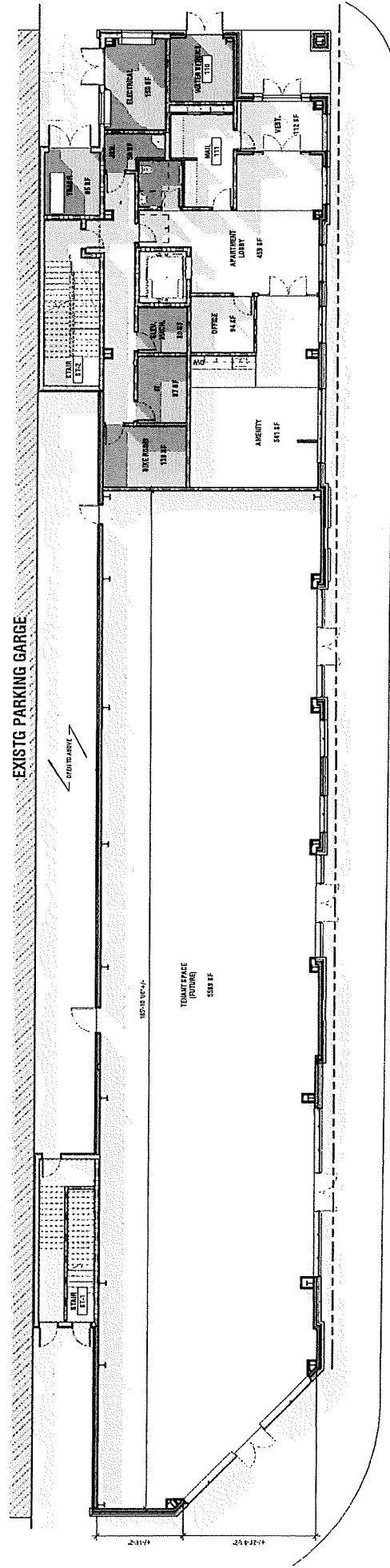
EXHIBIT B



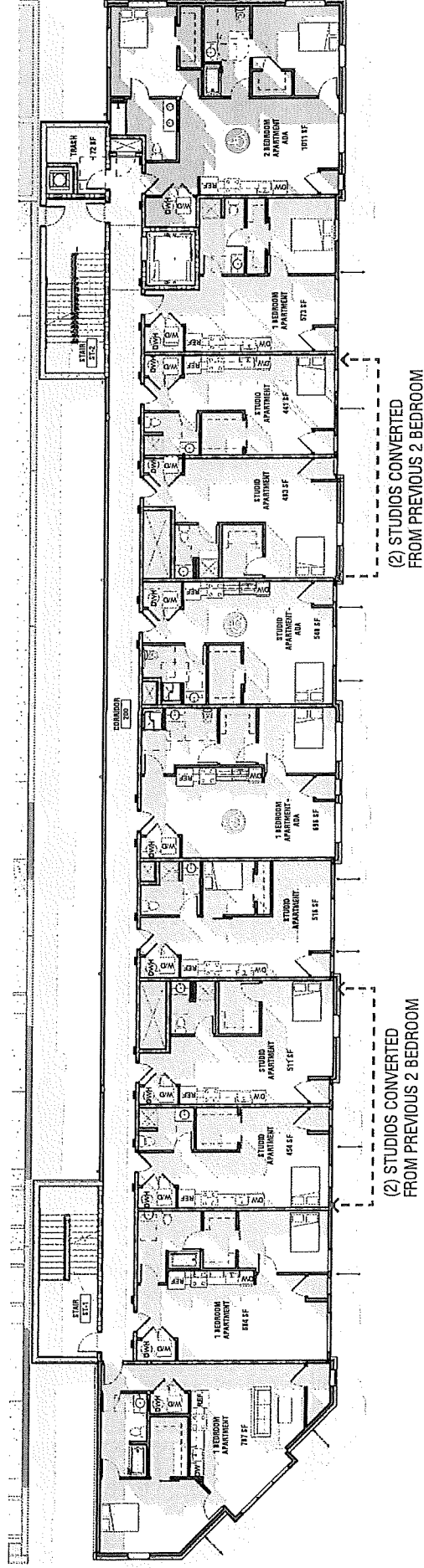
3rd & Polk St. - Retail Residential
UNIT PLAN UPDATE 02 | NOVEMBER 06, 2024

ALLOY5
ARCHITECTURE

UNIT PLAN UPDATE 02



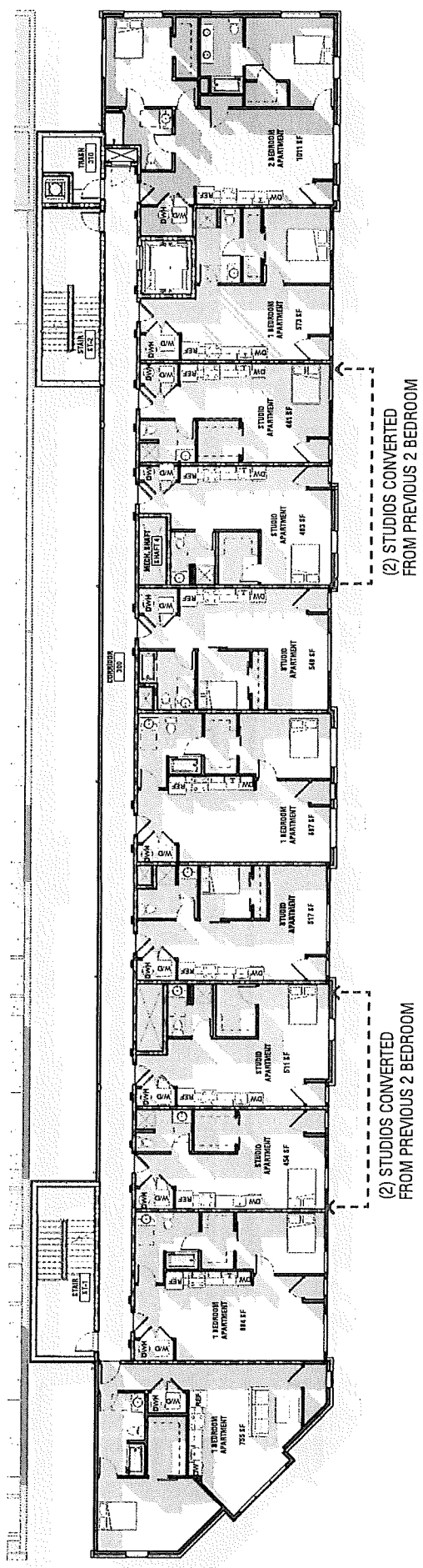
UNIT PLAN UPDATE 02



LEVEL 02 DWELLING UNIT COUNT:

STUDIO APARTMENT	6
1 BEDROOM APARTMENT	4
2 BEDROOM APARTMENT	1
TOTAL	11 UNITS

UNIT PLAN UPDATE 02



LEVEL 03-05 DWELLING UNIT COUNT:

STUDIO APARTMENT	6 / FLOOR
1 BEDROOM APARTMENT	4 / FLOOR
2 BEDROOM APARTMENT	1 / FLOOR
	11 UNITS ----> 33 UNITS

TOTAL DWELLING UNIT COUNT:

STUDIO APARTMENT	24
1 BEDROOM APARTMENT	16
2 BEDROOM APARTMENT	4
	44 UNITS

UNIT PLAN UPDATE 02

