

## MINUTES

### MEETING OF IMPACT HARRISBURG

February 2, 2016, 10:30 A.M.

Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus  
2501 North Third Street, Harrisburg

#### Officers of the Board Present:

Neil Grover, Chair  
Doug Hill, Vice-Chair  
Brittany Brock, Treasurer  
Secretary (vacant)

#### Board of Directors Present:

Brian Hudson, Director (by conference call)  
Dale Laninga, Director  
Gloria Martin-Roberts, Director  
Jackie Parker, Director  
Karl Singleton, Director

#### Others Present:

Sheila Dow-Ford, Executive Director  
Fred Reddig, Coordinator for the City of Harrisburg  
Anne Morrow, Recording Secretary

Mr. Grover advised Mr. Hill he would be a little late arriving at today's Board meeting. Mr. Hill called the meeting to order at 10:34 a.m.

#### **1. Regular Minutes of January 19, 2016**

It was moved by Ms. Martin-Robert and seconded by Ms. Brock that:

**"The minutes from Impact Harrisburg Board of Directors regular meeting of January 19, 2016 be amended under the Treasurer's Report - page 1, paragraph 1, last sentence, to state the segregated interest will go back into the 2 accounts for infrastructure and economic development; also amended, page 4 under the motion to go into executive session for the purpose of a potential legal matter; both minutes for regular and executive session be approved as amended."**

**MOTION CARRIED UNANIMOUSLY**

Mr. Grover asked for a motion to go into executive session.

It was moved by Ms. Brock and seconded by Mr. Hill that:

**"The Board voted to go into executive session for the further discussion of a potential legal matter. The executive session began at 10:41 a.m. and ended at 10:50 a.m."**

**MOTION CARRIED UNANIMOUSLY**

## **2. Nominations for new Board Member/Board Secretary**

Ms. Dow-Ford provided the Board with resumes from 4 candidates, Timothy Anderson, Jeffrey Baltimore, David Madsen and Russell Montgomery, to fill the unexpired term on the Board of Directors. Ms. Dow-Ford noted Linda Goldstein had withdrawn her name from consideration. Ms. Dow-Ford inquired of each candidate the following questions: 1.) What was their availability to participate in Board meetings; and 2.) If there were any conflicts of interest that would render them unable to fully perform the duties of a Director of the Board.

After the Board had a discussion on the candidates, Ms. Martin-Roberts regretfully withdrew David Madsen from consideration due to a scheduling conflict with Board meetings and his work schedule.

The Chair opened the floor for nominations for a candidate to fill the vacant seat on the Board.

- Ms. Martin-Roberts nominated Jeffrey Baltimore; Mr. Singleton seconded.
- Ms. Parker nominated Russell Montgomery; Ms. Brock seconded.

There were no other nominations. The Chair asked the Board to write a name from the two candidates that were nominated on a piece of paper and pass their vote to the Executive Director.

- Jeffrey Baltimore - 2 votes
- Russell Montgomery - 5 votes

Mr. Grover asked Ms. Dow-Ford to notify Mr. Montgomery of the Board's selection to fill the vacant seat on the Board and provide him with a packet that consists of Board minutes and Bylaws.

Mr. Hudson had a prior commitment and ended his participation from the meeting by conference call at 11:10 a.m.

Mr. Grover asked if there was a volunteer from the Board or any nominations by the Board for the position of Board Secretary. Ms. Martin-Roberts nominated Mr. Hudson as Board Secretary.

It was moved by Mr. Hill and seconded by Mr. Singleton that:

**"An offer be extended to Mr. Hudson to fill the position of Board Secretary."**

**MOTION CARRIED UNANIMOUSLY**

## **3. Treasurer's Report**

Ms. Brock reported the Board now has a PO Box which she will provide to Fulton Bank. This is where monthly statements, invoices and correspondence are to be sent. The operating balance is approximately \$153,000. Ms. Brock also noted she set-up ACH wire instructions for payments to be made to Ms. Dow-Ford on the 1<sup>st</sup> and 15<sup>th</sup> of each month.

Ms. Brock reported no new invoices were received at this time for approval or payment.

Ms. Brock reported the finance committee met with Wilmington Trust after the last Board meeting on January 19, 2016, to discuss an investment strategy. Wilmington Trust stated that they would like to purchase government bonds at a premium, which is where the market currently stands. The committee made it clear they didn't want the funds invested in anything risky and that the funds should be fairly liquid. An email, dated January 27, 2016, from Wilmington Trust sent to Ms. Brock requested the opinion of the Board on the purchase of bonds at a premium. This stems from their conversation around avoiding losses in the investment portfolio by holding the bonds until maturity. With premium bonds you are purchasing the bonds at a price greater than par (100%), yet the bonds at maturity would have a face value of par. This would appear that the bonds suffered a loss over the

holding period. Yet the increased price comes with an increase in coupon value which will include interest earned and thus a net gain would be attained. Ms. Brock forwarded the email to the finance committee for review and approval.

Ms. Parker asked if Wilmington Trust would be buying the bonds individually or in pools. Ms. Brock was unsure and noted she would inquire with Wilmington Trust and present an answer to the Board by their next meeting.

Mr. Grover noted the finance committee also discussed how to distribute the funds overall in investments. He noted \$6 million would likely be withdrawn this year for infrastructure projects and approximately \$1.5 million will be invested in long-term bonds. The remaining funds would be invested in more liquid investments.

Ms. Dow-Ford recommended the Board may want to invite Wilmington Trust to the next Board meeting on February 16, 2016 to give the presentation the finance committee received at the January 19, 2016 committee meeting to gain a better understanding of bond investments.

Mr. Grover didn't feel the finance committee would be successful in its duties if Board approval was required on their investment decisions. After further discussion the Board agreed they would give the finance committee approval to make the investment decisions on behalf of the Board for the funds at Wilmington Trust and provide the Board with a committee report.

It was moved by Ms. Martin-Robert and seconded by Ms. Parker that:

**"The Board authorizes the Finance Committee to direct investments of Impact Harrisburg and trusts the committee to accept or reject Wilmington Trust proposals on how to invest the bonds that are in Wilmington Trust control for economic development and infrastructure improvements."**

**MOTION CARRIED UNANIMOUSLY**

Ms. Brock reported she received clarification from Gift & Associates on who would be preparing the Form 990 and who would be preparing all the tax forms and schedules. Gift & Associates confirmed they would prepare the tax forms and schedules and Maher Duessel will prepare the Form 990. This is consistent with the costs that each outlined in their proposals. Ms. Brock noted only 1 signature was required for the Gift & Associates engagement letter, which she signed. Maher Duessel's engagement letter requires 2 signatures, which she and Ms. Dow-Ford will both sign.

Ms. Dow-Ford reported she contacted Gift & Associates regarding Dan Miller's (Miller Dixon Drake) request to obtain a copy of their proposal for accounting services. Mr. Gift was fine with the Board disclosing the substance of their proposal with Mr. Miller. A letter has been prepared to Mr. Miller and will be sent along with Gift's proposal. A copy of the letter will be sent to the Board electronically.

#### **4. Executive Director Report**

Ms. Dow-Ford reported she had purchased a laptop and cell phone. She has access to the office space and will be picking up the parking passes.

Ms. Dow-Ford passed out a draft trifold brochure that can be handed out to the public that provides pertinent information about Impact Harrisburg. Ms. Dow-Ford asked the Board to review and advise any changes prior to the next Board meeting. Changes should be sent to her by email.

Ms. Dow-Ford created a website design and maintenance RFP she'd like to send out as soon as possible to 4 potential firms. A list of the firms will be emailed to the Board after today's meeting. Ms. Dow-Ford asked the Board to review the RFP and provide any changes to her by Friday, February

5<sup>th</sup>. The due date to respond to the RFP will be approximately February 16<sup>th</sup>. Ms. Dow-Ford also contacted Harrisburg University regarding their assistance for website design, per Ms. Parker's suggestion, and is hopeful to talk with them in the next couple days. Ms. Dow-Ford will follow-up with the Board through email regarding her discussion with Harrisburg University prior to sending out the website design and maintenance RFP.

Ms. Dow-Ford will design the corporation's letterhead and share a copy of it at the next Board meeting.

Discussion on the calendar was tabled until the next Board meeting as this ties in directly to the application process.

Ms. Dow-Ford reported Capital Region Water is holding a series of forums to talk about "greening" the city. There is a forum today which Ms. Dow-Ford asked to be a part of. This is the beginning of getting the word out about who Impact Harrisburg is and why we exist. Her intentions are to be present, provide a FAQ and have a banner that says "Impact Harrisburg".

A post office box has been opened. The address is PO Box 61403, Harrisburg, PA 17106-1403. Ms. Dow-Ford is the signatory on the PO Box and one other signature is required. The person will have a second key to collect mail and serve as a signatory on the box. Due to time constraints, the Board will discuss who should be the secondary person on the PO Box at the next Board meeting. Ms. Dow-Ford will submit the invoice for reimbursement at the next Board meeting.

## **5. Program Guidelines**

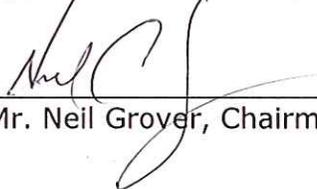
Ms. Dow-Ford noted she had distributed the proposed Guidelines for the Board's review but has not received any replies at this time. She noted to move forward, these Guidelines have to be finalized. The Board agreed this needs to be the focus of the next Board meeting. Ms. Dow-Ford plans to draft 2 application forms by this Friday, February 5, 2016, and will circulate them for the Board's review and comments.

Hearing no further business, Mr. Grover adjourned the meeting at 11:47 a.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for February 16<sup>th</sup> at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 16<sup>th</sup> day of February, 2016.

  
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Mr. Neil Grover, Chairman of the Board

  
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