

**MINUTES**  
MEETING OF IMPACT HARRISBURG  
June 20, 2017, 10:30 a.m.  
Pennsylvania Housing Finance Agency  
211 North Front Street, Harrisburg

Officers of the Board Present:

Neil Grover, Chair  
Doug Hill, Vice-Chair  
Brian Hudson, Secretary  
Brittany Brock, Treasurer

Board of Directors Present:

Dale Laninga, Director  
Gloria Martin-Roberts, Director  
Russ Montgomery, 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  
Andrew Sheaf, DCED Policy Specialist

The Chair called the meeting to order at 10:59 a.m.

Ms. Brock and Mr. Laninga departed the meeting at 11:31 a.m.

Ms. Parker departed the meeting at 12:06 p.m.

The Chair altered the agenda to allow Milligan & Company to provide an update on their work as Compliance Manager.

**1. Compliance Manager Report**

Milligan & Company reported distribution of the reimbursement policy and tailored packet of forms were provided to the City for the Microsoft Office 365 project, Paxton Street Home Benevolent Society and Webpage FX, Inc. Mr. Segal will provide the Grantees with technical assistance on the reimbursement procedure and forms should there be any.

The reimbursement schedule and authorization form will be distributed over the next week to all Grantees along with the reimbursement policy and customized forms for each Grantee.

A draw schedule will be forthcoming for the preparation of grant distributions. The Board would like to begin distributing grant monies by the next Board meeting on July 6.

The remaining project evaluations will be completed by the end of June and presented to the Board by the next Board meeting on Thursday, July 6. These evaluations will complete the pre-development planning meetings outlined in Phase I of the Letter Agreement, allowing Milligan & Company to submit an invoice for payment in the amount of \$10,000.

Project status updates were provided by the Compliance Manager and Executive Director Dow-Ford:

- Pending contracts: YMCA - Camp Curtin, Capital Region Water Multi-Modal Collaborative Facility, Community First Fund and Gamut Theatre
- Contracts recently executed: Tri-County Housing Development Corporation
- Technical assistance is being provided to the Grantees; further project documentation is pending to Compliance Manager.
- Tri-County Housing Development Corporation: Will provide an email reminder to register project for prevailing rate, if they've not already done so.
- Community First Fund contract is in draft format. Executive Director Dow-Ford will work with Mr. Hudson to get the contract finalized and submitted to the Finance Committee for review. A meeting with Community First Fund will be scheduled to further discuss the revolving fund underwriting criteria as well as the Grantee contract.

#### IMPACT HARRISBURG GRANT AWARDS

Grantee Name	Dollar Amount	Date of Executed Contracts from Grantee	Date of Fully Executed Contracts
City of Harrisburg Microsoft Office 365	\$250,000.00		
<b>Infrastructure Contingency Grant TOTAL:</b>	<b>\$250,000.00</b>		
Capital Region Water Multi-Modal Collaborative Facility	\$2,743,645.25	Pending	
City of Harrisburg Multi-Modal Collaborative Facility	\$2,743,645.25		
<b>Infrastructure Improvement Grants TOTAL:</b>	<b>\$5,487,290.50</b>		
Community First Fund	\$350,000.00	Pending	
East Shore YMCA	\$138,592.00	4/11/2017	5/2/2017
Gamut Theatre	\$250,000.00		
Tri-County Community Action Commission	\$204,759.00	3/31/2017	3/31/2017
Tri-County Housing Development Corporation	\$350,000.00	Received - Executed Dates Needed	
<b>Community Building Grants TOTAL:</b>	<b>\$1,293,351.00</b>		
City of Harrisburg, Playground Resurfacing	\$250,000.00		
Harrisburg Redevelopment Authority	\$500,000.00	4/27/2017	5/2/2017

Grantee Name	Dollar Amount	Date of Executed Contracts from Grantee	Date of Fully Executed Contracts
Harrisburg River Rescue	\$81,369.00	1/26/2017	4/4/2017
Paxton Street Home Benevolent Society	\$100,000.00	2/2/2017	2/14/2017
Salvation Army	\$500,000.00	12/5/2016	4/4/2017
TLC Construction and Renovations	\$500,000.00	12/14/2016	4/4/2017
Webpage FX, Inc.	\$500,000.00	3/28/2017	4/4/2017
YMCA-Camp Curtin	*\$250,000.00	Pending	
<b>Large Economic Development Grants TOTAL:</b>	<b>\$2,431,369.00</b>		

\*YMCA Camp Curtin amount has been adjusted based on a review of the application by the Executive Director.

## **2. Regular Meeting Minutes of June 6, 2017**

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

**"The minutes from Impact Harrisburg's Board of Directors regular meeting of June 6, 2017, be approved as printed."**

**MOTION CARRIED UNANIMOUSLY**

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

The Treasurer reported at the last Board meeting she provided an update on the account balances for Fulton Bank and Wilmington Trust.

The Treasurer reported Milligan & Company has satisfied the Finance Committee by reporting on the final three projects, completing Phase I of customized monitoring services for all sixteen (16) projects and therefore asked for a motion to pay Milligan & Company their fee of \$10,000 noted in the executed Letter Agreement.

It was moved by Mr. Hudson and seconded by Mr. Montgomery to:

**"Approve the payment of \$10,000 to Milligan & Company for completing Phase I of the Letter Agreement."**

**MOTION CARRIED UNANIMOUSLY**

It was moved by Mr. Hudson and seconded by Mr. Montgomery to:

**"Authorize the Treasurer to make monthly payments over a 12-month period beginning May 2017 through April 2018 to Milligan & Company in the amount of \$13,333.33 for compliance monitoring services noted in the Letter Agreement under Phase II and not to exceed one hundred and seventy thousand dollars (\$170,000), which includes the fees for Phase I services."**

**MOTION CARRIED UNANIMOUSLY**

The Finance Committee met this morning with Milligan & Company and reviewed various grantee projects. It was noted over the next month reimbursement and/or draw down requests will begin to be submitted from three different projects – 1.) City of Harrisburg for the Microsoft Office 365 project, 2.) Paxton Street Home Ministry and 3.) Webpage FX. It is anticipated a total amount of \$850,000 in grant dollars will be requested.

The Treasurer requested approval to transfer both the \$170,000 for payment to Milligan & Company and \$850,000 for grantee reimbursements from Wilmington Trust to Fulton Bank. A phone conversation is scheduled for this Friday between the Treasurer and Wilmington Trust to discuss the monthly transfers and required internal controls. An internal control policy for the movement of funds from Wilmington Trust to Fulton Bank will be crafted by the Treasurer for the Finance Committee's review.

It was moved by Ms. Martin-Roberts and seconded by Mr. Hudson to:

**“Authorize the Treasurer to transfer a total of \$1,020,000 from Wilmington Trust to Fulton Bank for the payment of \$170,000 to Milligan & Company and \$850,000 for grantee reimbursements and/or draw downs.”**

**MOTION CARRIED UNANIMOUSLY**

At the May 2, 2017 Board meeting, Mr. Reddig noted in the subsequent events section of the Financial Statement for year ending June 30, 2016, the auditors did not address the contingency grant that was awarded to the City of Harrisburg for the Microsoft Office 365 computer project. Executive Director Dow-Ford had sent a notice to Maher Duessel regarding this omission. The auditor noted that the omission was not material. With the audit now finalized and closed, Maher Duessel will include the contingency grant award to the City of Harrisburg for the Microsoft Office 365 computer project in the 2017 audit.

Executive Director Dow-Ford will advertise the 2016 audit in a local newspaper as noted in the By-Laws.

The Treasurer noted the Board had not established the length of a term that an Officer would hold. The By-Laws state “The officers shall be elected by the Board of Directors at the annual meeting of the Board or from time to time as the Board shall determine. Unless otherwise determined by the Board, each officer shall hold office for a term of one (1) year and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.” She inquired if this section of the By-Laws should be revisited.

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

Executive Director Dow-Ford circulated the company policies – the By-Laws, Conflict of Interest Policy, the red-line version of the Record Retention Policy and the revised draft Record Retention Policy incorporating edits from the red-line version for the purposes of discussing their continued relevancy in relation to the work of the organization, and to determine the degree to which procedures and practices align with the By-Laws.

After review and discussion of the By-Laws, the Board and Executive Director concluded they had no recommended changes at this time to the By-Laws.

After review and discussion of the Conflict of Interest Policy, the Board and Executive Director concluded a Conflict of Interest Form will be created and distributed by the Executive Director to the Board for this fiscal year and executed no later than September 30, 2017 by the Board for the auditors.

An annual report by the Executive Director and Treasurer will be prepared and presented to the Board per the By-Laws.

After review and discussion of the Record Retention Policy, the Board and Executive Director had previously requested edits to the policy. With that recommendation by the Board, a red-line version reflecting the proposed edits to the policy was also distributed. The Board and Executive Director concluded the wording in the red-line version under #4. Electronic Documents; Document Integrity, that was deleted in the red-line will stay in the policy and will not be deleted; #3. Suspension of Document Destruction; Compliance, delete or revise the second to last sentence to begin saying – "To avoid civil or criminal sanctions..."; the reference to "legal counsel" in three different places throughout the policy should be deleted and replaced in just one area with a sentence that says "At the Boards option, legal counsel can be secured..." and finally on page 4 the spacing under the columns needs corrected. Executive Director Dow-Ford will bring back a revised Record Retention Policy with the suggested edits for the Board's final review and approval by the next Board meeting on July 6.

The search for a web developer continues. Executive Director Dow-Ford would like to hire a local web developer who will maintain Impact Harrisburg's website on a consistent basis. The Board suggested contacting two potential people for this position.

Executive Director Dow-Ford requested the Board's approval to extend the MOU with HACC for office space for another year. The current MOU expires June 30, 2017.

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

**"The MOU for office space and parking for the Executive Director with Harrisburg Area Community College (HACC) be extended for another year under the same terms."**

**MOTION CARRIED UNANIMOUSLY**

**5. Other Business**

There being no further discussion, the Chair adjourned the meeting at 12:22 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for July 6, 2017 at 10:30 a.m. at the Pennsylvania Housing Finance Agency, 211 North Front Street, Harrisburg, PA.

Approved this 6<sup>th</sup> day of July, 2017.

  
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Mr. Neil Grover, Chair

  
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Sheila Dow-Ford  
Executive Director

