

MINUTES
MEETING OF IMPACT HARRISBURG
May 15, 2018, 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
Brittany Brock, Treasurer

Board of Directors Present:

Dale Laninga, Director
Gloria Martin-Roberts, Director
Jackie Parker, Director
Karl Singleton, Director

Others Present:

Sheila Dow-Ford, Executive Director
Larry Segal, Compliance Team
Annemarie Byrnes, Compliance Team
Anne Morrow, Recording Secretary

Officers of the Board and Board of Directors Absent:

Brian Hudson, Secretary
Russ Montgomery, Director

The Chair called the meeting to order at 10:49 a.m.

Mr. Hudson and Mr. Montgomery were excused from the meeting.

The Chair noted Marc Woolley, City Business Administrator, was unable to attend the meeting today due to a calendar conflict. Executive Director Dow-Ford will follow-up with Mr. Woolley on his availability to attend an upcoming Board meeting.

1. Regular Meeting Minutes

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

"The minutes from Impact Harrisburg Board of Directors regular meeting of May 15, 2018, be approved as printed."

MOTION CARRIED UNANIMOUSLY

The Treasurer requested an amendment to the March 20, 2018 Board meeting minutes to correct the Wilmington Trust account balance as \$9,900,877.11 instead of \$9,009,877.11.

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

"The minutes from Impact Harrisburg Board of Directors regular meeting of March 20, 2018, reflect an amendment to show the Wilmington Trust account balance as \$9,900,877.11."

MOTION CARRIED UNANIMOUSLY

2. Treasurer's Report

The Treasurer provided a March 31, 2018 Statement of Assets, Liabilities & Equity for review.

The Treasurer and Chair met last week to discuss awarded grant dollars, expenses and uncommitted dollars. When the non-profit was created, the Board decided to allocate \$1.2 million over a 5-year period for expenses. Of that amount, \$600,000 has been spent over the past 3-years. Currently, \$2.4 million is uncommitted, which includes the Administrative funds. Most of the funds in the Wilmington Trust account are in a money market fund and the short-term investments have fallen off.

The Treasurer recommended transferring up to \$3 million to short-term investments since the funds are not needed in the coming year and are currently in a money market.

The Chair inquired if the costs associated with the transfer will be covered with a locked-in rate.

The Treasurer recommended inviting the representatives from Wilmington Trust to the next Board meeting to discuss the investments and costs. The Board was in agreement.

A review of the March 31, 2018 Statement of Assets, Liabilities & Equity spreadsheet provides a monthly and 9-month statement of assets, liabilities and equity. In May, it is estimated that draws in the amount of \$798,176 will be submitted for payment. Ms. Byrnes noted additional draw requests were received and an updated schedule of draws will be circulated after the meeting.

The Treasurer noted the Operating account at Fulton Bank currently has a balance of \$500,000 with several checks being processed for payment.

The Treasurer made a motion to transfer \$1.1 million from Wilmington Trust to Fulton Bank for the anticipated upcoming draw requests.

The Chair inquired to have the Community First Fund grant money transferred now. The Treasurer agreed and requested a copy of the bank statement showing proof of transaction received in Community First Fund's bank account for our auditing records.

The Chair recommended a schedule of draws be submitted to the Finance Committee on a monthly basis prior to the Board meeting for review and for recommending a transfer to the Board for a vote to avoid delays with payments or reimbursements to the Grantees. The Board was in agreement. The Treasurer requested a final draw amount from the Compliance Team for a request to transfer funds from Wilmington to Fulton in the next week.

ACTION: The Executive Director and the Compliance Team will submit a schedule of draws to the Finance Committee monthly for review and recommendation to the Board for transferring funds to cover upcoming draw requests for payment/reimbursement to Grantees before the June Board meeting.

The Chair asked for a motion to accept the Treasurer's request to transfer \$1.1 million from Wilmington Trust to Fulton Bank to cover upcoming draw requests from Grantees.

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

"The Board accept the Treasurer's recommendation for an immediate transfer of \$1.1 million from Wilmington Trust to Fulton Bank to cover Grantee draw submissions."

MOTION CARRIED UNANIMOUSLY

The Chair asked for a second motion for delegating to the Finance Committee the task of reviewing Grantee draw schedules for transferring funds from Wilmington Trust to Fulton Bank based on a meeting of the Finance Committee and recommendation to the Board.

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

"The Finance Committee review a schedule of draws, for payment or reimbursement to Grantees, for transferring funds from Wilmington Trust to Fulton Bank based on a meeting of the Finance Committee and recommendation to the Board."

MOTION CARRIED UNANIMOUSLY

Ms. Martin-Roberts requested the Compliance Team correct the project title on the project spreadsheet for TLC Construction to TLC Construction/Hamilton Health Center. Ms. Byrnes noted the correction will be made.

The Treasurer noted she did not have any invoices for approval.

The Executive Director recommended having a Finance Committee meeting within the next two weeks and going forward that a Finance Committee meeting is scheduled at least one week prior to the regular Board meetings. The Finance Committee Chair noted a monthly meeting may not be need throughout the year but agreed Finance Committee meetings will be scheduled when necessary. The Executive Director further noted there are policy issues and contract renewals upcoming for the Board to approve that the Finance Committee will need to review, discuss and recommend to the Board. The Finance Committee carries on the work of the Board of Directors and therefore it is important that a regular meeting schedule is arranged of the Finance Committee.

ACTION: The Chair instructed the Executive Director to coordinate a schedule for monthly Finance Committee meetings beginning now through the summer.

Executive Director Dow-Ford noted that the HACC MOU will expire in June. The monthly fee is \$375.

Mr. Laninga requested that documents be distributed to the Board before the next Board meeting for reviewing policies, By-laws and contracts ahead of time.

ACTION: The Executive Director will distribute the documents being reviewed and/or renewed to the Board prior to the June Board meeting.

3. Executive Director Report

The Compliance Team provided an update on the status of the Grantee projects.

Update 05-15-2018 Project Name (Grant amount)	Compliance Process Started/Completed	Draw Requests Submitted	Status/Comments
Camp Curtin YMCA (\$500,000)	Started	Draw request #1 submitted and draw request #2 under review	<ol style="list-style-type: none"> 1. Received grant agreement signed by the Y. SDF received IH Board signature. 2. Received grant amendment signed by the Y. SDF received IH Board signature. 3. Received "as is" property appraisal of \$1.9M as match. 4. Contract for project is \$725,818. Cash funding of \$231,000 is from the Y. Have a resolution from Area Y Board to fund that amount; will provide documentation of paid expenditures with draw requests. 5. Compliance forms were sent 2/18/2018 and received on May 8. 6. Project is underway. MBE participation is 28 percent. 7. First pay request is ready for Board review, and second draw request is under review. Rec'd deed, resolution for match, insurance cert, and authorized signature form. 8. Expect to make three requests: first for \$127,000 (May); May for \$194,000, and June for \$179,000. 9. Will request waivers of lien with pay request submissions.
Capital Region Water Parks and Rec (\$250,000)	Started		<ol style="list-style-type: none"> 1. Compliance forms sent 11/16/2017. Project was rebid due to lack of responses. 2. Requested status update from Dave Stewart and Kevin Sanders on 1/31/2018. 3. Received MBE plan.; no other documentation received. 4. Held call w the project on May 2, 2018. Added Alesha Vonada to SF to upload info. 5. Project is part of \$1.6 million effort.
Capital Region Water multi-modal (\$2,743,645.25)	See City multimodal.		<ol style="list-style-type: none"> 1. See City multimodal.
City of Harrisburg multi-modal (\$2,743,645.25)	Phase I Started	Draw request #1 in process	<ol style="list-style-type: none"> 1. Received executed construction contract for Third Street project. 2. Received payrolls, which are in compliance, bonds, and insurance. 3. Agreement between the City and CRW in process. 4. Draw request #1 was in the amount of \$102,970.63. Draw request #2 was submitted in the amount of \$477,176.16. Draw #3 is estimated at \$185,774. 5. Phase I match is less than 50%, which will be made up in later phases. 6. There is a new grant manager at the city, Rebecca Vollmer, who was invited to the Sharefile account and has provided requested documentation.
Community First Fund (\$350,000)	No		<ol style="list-style-type: none"> 1. Received executed partnership agreement with CFF, dated 3/20/2018. 2. Board discussed requirements and process and will issue check to CFF. 3. Loans are targeted to start going out in the spring.

Tri-County Community Action (\$204,759)	Started		<ol style="list-style-type: none"> 1. Expect to be under contract in August 2018; finalizing plans now. 2. Conference calls held on 1/30/2018 and 5/14/2018. 3. Discussed sources and uses, D/MBE, bidding, prevailing wage, and draw requests. 4. CRW is providing assistance. 5. For MBE participation, CRW suggested mandatory pre-bid; invite DBEs/MBEs to attend; facilitate introductions; identify trades for MBE participation, e.g., traffic control, demolition, landscaping. 6. Checking with PennDOT on overall schedule but expect IH work to be mostly on the front end of the project but some will be on the back end, like landscaping.
Tri-County HDC (\$350,000)	Started		<ol style="list-style-type: none"> 1. Compliance forms sent in December 2017 and teleconference was held. Project was rebid. 2. 4/5/18 - project is trying to fill funding gap of \$74,200 and requested permission to begin work on 235 Hummel Street and demo on 245 Hummel Street. The Board approved beginning work on 235 only at this time. 3. Resent compliance forms on 4/13/2018.
City of Harrisburg--software purchase (\$250,000)	Completed	Yes	Project is complete.
Harrisburg River Rescue (\$81,369)	Completed	Yes	Project is complete.
Paxton Place (\$100,000)	Completed	Yes	Project is complete; three draw requests submitted, with \$3,188.53 unused.
WebpageFX (\$500,000)	Completed	Yes	Project is complete.

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	4/5/2017	4/18/2017
Infrastructure Contingency Grant TOTAL:	\$250,000.00		
Capital Region Water Multi-Modal Collaborative Facility	\$2,743,645.25	12/20/2017	2/7/2018
City of Harrisburg Multi-Modal Collaborative Facility	\$2,743,645.25	4/3/2017	4/18/2017
Infrastructure Improvement Grants TOTAL:	\$5,487,290.50		
Community First Fund	\$350,000.00	3/20/2018	3/20/2018
East Shore YMCA	\$138,592.00	4/11/2017	6/20/2017
Gamut Theatre	\$250,000.00	Pending	
Tri-County Community Action Commission	\$204,759.00	3/31/2017	3/31/2017
Tri-County Housing Development Corporation	\$350,000.00	4/24/2017	6/20/2017
Community Building Grants TOTAL:	\$1,293,351.00		
City of Harrisburg, Playground Resurfacing	\$250,000.00	10/22/2017	10/25/2017
Harrisburg Redevelopment Authority	\$500,000.00	4/27/2017	5/2/2017
Harrisburg River Rescue	\$81,369.00	1/26/2017	4/4/2017

East Shore YMCA (\$138,592)	Started		<ol style="list-style-type: none"> 1. Board approved using \$111,297 in completed work on men's dormitory as match. 2. The Y will provide additional funds needed to match the IH grant. . 3. The second phase/façade work was bid, and the project started the week of 4/16/18. 4. Received payrolls from the project, which are in compliance; nothing further received. 5. Had correspondence with the Y director about required documentation.
Gamut Theatre Group--Educ. Ctr (\$250,000)	No		<ol style="list-style-type: none"> 1. Grant agreement in process, per SDF. 2. Starting construction in April - design-build process. 3. The project will take 90 days and should be done by July 2018. Requested if IH money may be used for soft costs. Board is waiting for all sources and uses.
Harrisburg Redevelopment Authority (\$500,000)	Started		<ol style="list-style-type: none"> 1. HRA did not receive sign-off from the school district and is proceeding without the sign-off. 2. Will reach out for update.
Salvation Army of Harrisburg (\$500,000)	No		<ol style="list-style-type: none"> 1. SA received a \$500,000 RACP grant, which is less than the \$4.5 million requested. 2. The project wants to maintain the overall scope of \$10.2 million project and received New Market Tax Credits. SA is proposing a modified scope for the IH project. The Board would like a written request from the Salvation Army. 3. On 4/6/18, SA attended the Finance Committee meeting. Received commitment of \$5 million NMTC funds from CFF. Need to determine exact amount of NMTC allocation. 4. Finalizing bids, permits, plan approvals. Construction to begin early September 2018. Identified confirmed sources and uses of funds; fundraising ongoing. 5. The Team prepared compliance documents now that project sources and uses are better defined, and scheduled call. 6. Held call on 5/3/18. Project will go out to bid on 6/4, break ground on 9/10/18. Received approval from City Council. 7. Pyramid Construction is the CM at risk. The Team held a call with Pyramid on 5/9/18 to discuss scope, prevailing wage, MBE participation, etc. Pyramid is identifying elements for MBE participation, and looks for opportunities to partner MBEs with larger contractors as well. 8. The site work will take place predominately in Sept-Nov 2018, approximately 3/4 of the work, with remainder of site work in latter part of 2019.
TLC Constr./Hamilton Health Center (\$500,000)	Started	Draw Request #4 paid	<ol style="list-style-type: none"> 1. Submitted fourth draw request, which is under review. Project is 98% complete. 2. Requested signed payrolls from TLC and one sub. 3. Waiting for final invoice and draw request.

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	\$500,000.00	3/9/2017	3/9/2017
Large Economic Development Grants TOTAL:	\$2,931,369.00		

Mr. Singleton stressed concern regarding delays in payment from the construction manager to the subcontractor with the Camp Curtin YMCA project. After discussion, the Board agreed to engage the Compliance Team and Executive Director to follow-up with the Camp Curtin YMCA regarding timely payments to the subcontractor. This issue must be resolved before the second draw is released to Camp Curtin. The project is estimated to be completed in another month.

Ms. Byrnes noted the Compliance Team held a conference call with Capital Region Water (CRW) on the playground/basketball project. A draw request has not been received, however, CRW noted they have expended approximately \$98,000 on the project so far. A minority business enterprise (MBE) plan was submitted by CRW and is very comprehensive. The MBE plan shows the monthly participation and is a form the Board may want to adopt.

Ms. Parker provided an update on the City's involvement on the CRW playground project, as the City is partnering with CRW. The project will be partially completed in July and finished in September.

To date, three draw requests have been received from the City of Harrisburg on the Multi-Modal project. Additional information was received from Marc Woolley, City Business Administrator, that included further information on the planning and MBE participation on the project than what was initially received.

East Shore YMCA project is underway. A draw request is pending receipt. Correspondence was received regarding payrolls and everything is in order. The project is moving forward in phases.

Gamut Theater began their project but has not started the Impact Harrisburg grant part of the overall project. The grant part of the project is to begin in the next couple weeks and will last 2-3 months.

The Compliance Team held a conference call with Salvation Army. It is expected the Salvation Army will go out to bid later this summer with the intent to begin construction in September. Grant funds will be used upfront initially with a request for the balance at the tail end of the project. Pyramid Construction is the contractor and has been identifying components of the project for MBE participation. Pyramid Construction will have a separate contract for site improvements and a separate contract for the building. Impact Harrisburg grant funds will be part of the site improvement project.

The Chair advised the Harrisburg Redevelopment Authority (HRA) paid the fees due to the county for the school district. The school district had a vote regarding the fees that ended in a 5 to 4 vote that HRA has to pay the \$500 fee per house without any discussion. The Chair noted the Compliance Team will need to be prepared for a draw request from HRA now that the issue with the school district is firm. The Compliance Team will reach out to HRA for a project status update.

TLC Construction/Hamilton Health Center project is at its final stages. Mr. Segal will meet with TLC to wrap up any loose ends.

Tri-County Community Action is not able to begin the project until late August. The plans and approvals were submitted. The project is moving forward.

Mr. Segal reported Tri-County HDC is working with the City on a grant application for the remaining balance needed for their project. A request was presented to the Finance Committee in May to allow work to begin at 235 Hummel Street. Work on 245 is pending until funding is secured.

Executive Director Dow-Ford asked the Board for a motion to approve the Finance Committee's recommendation to modify the agreement with Impact Harrisburg to allow Tri-County HDC to begin work on one of the two buildings on Hummel Street; with work beginning at 235 Hummel Street.

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

"The Board approve the modification to Tri-County HDC Grant Agreement, assisted with Mr. Segal's report, to authorize \$212,500 to begin work on 235 Hummel Street."

MOTION CARRIED UNANIMOUSLY

Ms. Byrnes noted Salvation Army also wants to modify their scope of work. The Chair recommended they put it in writing for the Finance Committee to review and present the modifications to the Board.

Executive Director Dow-Ford advised the following contracts with Grantees are going to expire or have expired:

- Camp Curtin YMCA
- East Shore YMCA
- Salvation Army
- TLC Construction
- Tri-County Housing Development Corporation

Executive Director Dow-Ford requested a motion to extend the Grant Agreements for an additional year on the agreements that expired or will expire.

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

"The Board grant to extend to the end of June 30, 2019 the following Grant Agreement extensions:

- **Camp Curtin YMCA**
- **East Shore YMCA**
- **Salvation Army**
- **TLC Construction**
- **Tri-County Housing Development Corporation;**

with the Executive Director providing the Grantees with the proper notice and/or language extension that is required under the Grant Agreements."

MOTION CARRIED UNANIMOUSLY

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

"The Board amend the above motion to extend the Grant Agreement extension to the end of June 30, 2019 for Tri-County Community Action, with the Executive Director providing the Grantee with the proper notice or language extension that is required under the Grant Agreements."

MOTION CARRIED UNANIMOUSLY

Executive Director Dow-Ford and Compliance Team will create a template for project close-out procedures and will present it to the Board at the June meeting.

An expense allocation policy was presented to the Board for approval. The functional expense categories in the policy were discussed. Weekly allocations will be logged and submitted to the Chair monthly by the Executive Director and Compliance Team.

The Chair asked for a motion to accept the expense allocation policy as written.

Ms. Martin-Roberts asked that a modification be made under the functional expense categories, #3, instead of "etc." the words "in kind" be used.

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

"The Expense Allocation Policy be accepted with the minor modification."

MOTION CARRIED UNANIMOUSLY

The Chair noted the execution date on the expense allocation policy will be today's date of May 15, 2018.

Executive Director Dow-Ford noted the first loan was issued through Community First Fund (CFF). Ms. Parker noted the City has been working with CFF on a variety of inquiries and applications. Ms. Parker stated the City is working with CREDC, along with the other partners – SCORE, M&T Bank, SBDC, on the educational portal with bringing people to the table and providing applicants the assistance and guidance necessary at any level. CFF agreed to hold five (5) educational classes twice a year and will assist with setting up the classes – 1. Business Planning, 2. Insurance, 3. Access to Capital, 4. How to do business in the City, 5. Legal/Workmen's' Comp. CFF will provide applicants a small capital loan for businesses just starting out who need help to purchase supplies or to help cover the cost of living expenses until payment is received for their services.

Ms. Parker announced an all-day workforce development outreach workshop will take place on Friday, June 1, presented by the City, Capital Region Water and workforce development partners from the state and private sector. This is an opportunity for small businesses and contractors to learn more on how to grow and gain opportunities and work larger jobs.

Executive Director Dow-Ford inquired if the City has given any further consideration to contributing to the Harrisburg Business Opportunity Fund. Ms. Parker noted the City is onboard with CFF and is hopeful but cautious to see how the community is targeted to assist and help businesses who are in need of this type of assistance through the HBOF.

Mr. Laninga inquired how the community is being engaged and marketed to the HBOF. Ms. Parker noted CFF has a marketing representative who is engaging the community and handing out

pamphlets that advises what CFF can do for new entrepreneurs and small businesses. The City, likewise, talks to new applicant's and directs people to CFF. The City is in discussion to have a segment on Channel 20 to help promote all aspects of building up and educating new entrepreneurs and small businesses to help kick-off the presence of CFF in the city and to bring awareness to the HBOF.

Executive Director Dow-Ford reiterated to the Board that Impact Harrisburg and the Pennsylvania Finance Housing Agency (PHFA) should be included in each and every acknowledgment throughout the city regarding the HBOF. It is our hope and desire, by our words and work, to get other corporations and businesses to step up to be a part of the financial recovery movement in the City. This is the "sticky glue" that keeps communities and partnerships growing. Let this Board be recognized for its good work.

CFF will provide quarterly updates to the Board.

The Chair noted the 990 Forms have been executed. The federal form has been filed and the State form will be filed today. The charitable documents have also been executed.

4. Other Business

Mr. Singleton recommended inviting a representative from the construction manager and Jamien Harvey, Executive Director, with Camp Curtin YMCA to a Board meeting to have further discussions on getting a process in place that timely payments are made to the subcontractor on the Camp Curtin YMCA project.

The Chair asked if it would be satisfactory for the Executive Director and the Compliance Team to meet with Camp Curtin YMCA and report back to the Board electronically before the next Board meeting to gain an understanding and receive an update on the status of payment to the subcontractors. Mr. Singleton agreed this direction is satisfactory to help resolve the issue.

There was no other business to discuss.

The Chair adjourned the meeting at 12:23 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for July 17, 2018 at 10:30 a.m. at the Pennsylvania Housing Finance Agency, 211 North Front Street, Harrisburg, PA.

Approved this 19th day of June 2018.


Mr. Neil Grover, Chair


Ms. Sheila Dow-Ford, Executive Director