

**MINUTES**  
IMPACT HARRISBURG  
March 19, 2019, 10:30 a.m.  
Camp Curtin YMCA  
2135 North 6<sup>th</sup> Street, Harrisburg

Officers of the Board Present:

Neil Grover, Chair  
Doug Hill, Vice-Chair, and Interim Treasurer  
Gloria Martin Roberts, Second Vice-Chair

Board of Directors Present:

Dale Laninga, Director  
Russ Montgomery, Director  
Jackie Parker, Director  
Karl Singleton, Director

Others Present:

Sheila Dow-Ford, Executive Director  
Larry Segal, Compliance Team  
Mayor Eric Papenfuse, City of Harrisburg  
Rebecca Vollmer, Grants Manager, City of Harrisburg  
Jamien Harvey, Executive Director, Camp Curtin YMCA  
Richard Curl, President and CEO, Harrisburg Area YMCA  
C. Kim Brace, Executive Director, DCED  
Gilda Englander, Recording Administrator, DCED

Officers of the Board Absent/Excused:

Brian Hudson, Secretary

The Chair called the meeting to order at 10:34 a.m.

**1. Camp Curtin YMCA Presentation**

Camp Curtin YMCA is a recipient of a Community Building Program Grant and was awarded \$500,000 that was used to repair the indoor turf and structural issues in the swimming pool room. Camp Curtin YMCA Executive Director Jamien Harvey invited the Impact Harrisburg Board to the Camp Curtin YMCA to see firsthand the completed work and renovations to these two areas. Executive Director Jamien Harvey and CEO and President Richard Curl both thanked Impact Harrisburg for the grant funding. They noted the renovations to the Camp Curtin YMCA allows the youth and adults alike to utilize the facility that nurtures and promotes health and well-being.

**2. City of Harrisburg Presentation**

Impact Harrisburg received a letter dated March 12, 2019 from Harrisburg City Mayor Eric Papenfuse requesting grant funding to help support the salary of a new Community and Economic Development Director for a period of 5-years beginning January 1, 2020 thru December 31, 2024.

The Chair noted the Board also received a Resolution from City Council related to the request for funding.

Mayor Papenfuse circulated a baseline multi-year cash flow projection for review. The initial inquiry was revised to match what's going to be a 5-year period under which the City will enter into an Intergovernmental Cooperation agreement with the newly formed Intergovernmental Cooperation Authority (ICA) Harrisburg. The city is still under the Act 47 program. Last year, the city was successful to get legislation passed that would allow the city to exit out of Act 47. The City is required to create a 5-year financial plan. The Mayor noted that the city is looking to grow its tax base and to be sustainable long-term. The Mayor proposed a 5-year funding plan to be shared between the city and Impact Harrisburg to fund the Economic Development Director position. A copy of the letter sent by the Mayor will be attached to the minutes.

There was extensive discussion regarding the details of the funding proposal, including whether Impact Harrisburg had the authority under its governing documents to fund a position as opposed to a program. Questions were also posed to the Mayor regarding the city's funding priorities in relation to the position and the city Administration's economic development plan; short and long-term.

The Impact Harrisburg Economic Development Contingency Program was discussed in relation to this request. The eligible uses are in cases of non-infrastructure related emergency needs for which there is no other grant source readily available causing stress on the City's General Fund. Funds are to be used to address unexpected problems that impact the health and safety of city residents that are not a normal operational expense of city government. Funds may be used as a grant match for any federal, state, or local grant applications which require match, so long as such applications/projects are for eligible uses as identified in these IMPACT HARRISBURG Program Guidelines. Grant limit and match requirements state the maximum grant amount is \$250,000 with a 1:1 match requirement; but may be waived for City projects by the Impact Harrisburg Board upon request of and demonstrated need by the eligible applicant.

Mayor Papenfuse noted he and Ms. Vollmer reviewed the Harrisburg Strong Plan in advance of making a request to Impact Harrisburg and said there is no prohibition in the Strong Plan against funding personnel. The Plan also contemplates funding projects that would otherwise relieve stress on the City's General Fund.

After additional discussion, it was decided that a vote on this matter would not be taken at the meeting but would be taken at a later date.

### **3. Regular Board Meeting of February 19, 2019**

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

**"The minutes from the Impact Harrisburg Board of Directors regular meeting of February 19, 2019, be approved as printed."**

**MOTION CARRIED UNANIMOUSLY**

### **4. Interim Treasurer Report**

The Interim Treasurer distributed a list of motion requests to satisfy current and upcoming draw requests on grant projects:

- 1) Transfer from Wilmington Bank to Fulton Bank, \$1.2 million; current balance at Fulton Bank is approx. \$199,000

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

**"The Board approve a transfer from Wilmington Trust investment account to the Fulton Bank operating account in the amount of \$1.2 million for upcoming draw requests."**

**MOTION CARRIED UNANIMOUSLY**

2) Camp Curtin YMCA, Draw request #4, in the amount of \$24,197.80

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

**"The Board approve Camp Curtin YMCA, Draw request #4 in the amount of \$24,197.80."**

Interim Treasurer Hill **withdrew the motion** to increase the amount of the Camp Curtin YMCA, Draw request #4 by a dollar; in the amount of **\$24,198.80**.

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

**"The Board approve Camp Curtin YMCA, Draw request #4 in the amount of \$24,198.80."**

**MOTION CARRIED UNANIMOUSLY**

3) Gamut Theatre, Draw request #2 in the amount of \$88,391.00

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

**"The Board approve Gamut Theatre, Draw request #2 in the amount of \$88,391.00."**

**MOTION CARRIED UNANIMOUSLY**

4) Harrisburg Redevelopment Authority, Draw request #1 in the amount of \$49,107.75

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

**"The Board approve Harrisburg Redevelopment, Draw request #1 in the amount of \$49,107.75."**

**MOTION CARRIED UNANIMOUSLY**

5) City of Harrisburg, Multi-Modal Project, Draw request #9 in the amount of \$517,489.18

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

**"The Board approve City of Harrisburg, Multi-Modal Project, Draw request #9 in the amount of \$517,489.18."**

The asterisk on the list of motions for draw requests under the City of Harrisburg, Multi-Modal Project, remaining balance notes \$1,369,258.52. Executive Director Dow-Ford will confirm the exact remaining dollar amount.

**DISCUSSION:** Mr. Singleton requested an update on the percentage of the DBE participation. Executive Director noted the City’s DBE participation stands at 8%. This amount is up from the 2% that was initially reported by the City. Some City projects may have up to 15% DBE participation.

**MOTION CARRIED with 7-YES  
Mr. Singleton Opposed**

Interim Treasurer Hill circulated the February month-end statements for Fulton Bank and Wilmington Trust.

The Chair noted the Board is still on target with the FY-2018 audit and are in discussions with the auditor for filing.

**5. Executive Director Report**

Executive Director Dow-Ford noted she is working with the Compliance consultants to wrap up items over the next month. The Finance Committee will be advised at the April committee meeting what items are outstanding. The Compliance consultants will have a transition plan in place and will review it with the Board at the April 16 Regular Board meeting. The sharefile account will need to be kept available after April 30. This item needs to be worked out. Ms. Byrnes is the point person through Milligan & Company.

The Chair noted he was at a Planning Committee meeting where Webpage FX was presenting. Webpage FX now has 150 employees, acquired a third building and are looking to acquire two more buildings, and have 32 employees living in the neighborhood. In terms of Impact Harrisburg’s money helping to get a business get off the ground within this period of time, the Board can be proud to be a part of this project and great success story.

Update 3-19-2019 Project Name (Grant amount)	Compliance Process Started/Completed	Draw Requests Submitted	Status/Comments
Camp Curtin YMCA (\$500,000)	Started	Draw #4 received - Final	1. Received fully executed grant agreement and amendment. 2. Received "as is" property appraisal of \$1.9M as match. 3. 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; has provided documentation of paid expenditures with draw requests. 4. Compliance forms were sent 2/18/2018, and received May 8. 5. MBE participation is 28 percent. 6. SDF obtained statement from Camp Curtin that OK to remit IH funds to Area Y. 7. The project is complete; received final draw request and completed closeout audit form.

Capital Region Water Parks and Rec (\$250,000)	Started	<ol style="list-style-type: none"> <li>1. Forms sent. Project was rebid due to lack of responses.</li> <li>2. Received MBE plan and copies of bids for Cloverly Heights and Royal Terrace.</li> <li>3. Held a call in May 2018 and added Alesha Vonada/AV to SF to upload info; Alesha is the CRW grant coordinator for this project.</li> <li>4. Larry Segal/LS met with AV in August 2018 to discuss status and docs needed. AV is gathering further information needed to draw IH funds.</li> <li>5. Ribbon cutting was held in early September 2018. AV wants to prepare the IH compliance materials and draw forms in October. The Team will assist as needed.</li> <li>6. The Team met on Dec. 4 to discuss documentation needed and the draw process. CRW is preparing compliance documentation and draw requests for the completed Royal Terrace and Cloverly projects. <b>The 4th and Dauphin project is about to go out to bid in mid-March 2019.</b></li> <li>7. <b>The City is the grantee and executed an agreement with CRW to receive the IH funds.</b></li> <li>8. <b>The Cloverly Heights project had MBE firms for landscaping, consulting, and engineering.</b></li> <li>9. <b>Royal Terrace had MBE firms for engineering and landscaping. CRW solicited MBE firms for concrete and fencing work but received no proposals. Also, there were no MBE suppliers in the area for materials (soils and precast).</b></li> <li>10. <b>Draw #1 is under review. The Team reviewed compliance documentation and requested additional information.</b></li> </ol>
Capital Region Water multi-modal (\$2,743,645.25)	See City multimodal.	<ol style="list-style-type: none"> <li>1. See City multimodal.</li> <li>2. LS met with Alesha Vonada about the IH grant for this project. The Team will meet with Grantee to discuss.</li> <li>3. CRW committed \$756,782.70 additional IH funds to the Third Street project for Change Order 1.</li> <li>4. CRW has now committed \$2,704,585.70 of its \$2,743,645.25 IH grant to the Third Street project, leaving a balance of \$39,059.55 in IH grant funds for the multimodal project.</li> </ol>

<p>City of Harrisburg multi-modal (\$2,743,645.25)</p>	<p>Phase I Started - Third Street project</p>	<p>Draw request #8 received</p>	<ol style="list-style-type: none"> <li>1. Received executed construction contract for Third Street project, bonds, and insurance.</li> <li>2. Both the city and CRW sign each draw request.</li> <li>3. Phase I match is less than 50%, which will be made up in later phases.</li> <li>4. The city grant manager, Rebecca Vollmer/RV, has provided much documentation. Discussed with Rebecca that the city may request Board to approve direct pay to contractor for upcoming work.</li> <li>5. Phase I project is 40% complete as of February 7, 2019. Paving on Third St project may not start until spring 2019; anticipated completion is October 2019.</li> <li>6. Through draw #8, the city and CRW have requested \$1,939,840 of IH funds.</li> <li>7. Team meeting was held on 10/23 to discuss change order 1, schedule, and sources/uses for remainder of Third Street project. Discussed source of additional funds, documentation of funds, and schedule may be 18 days behind.</li> <li>8. Received copy of Change Order 1 in the amount of \$987,036 for redesign per CRW request. Rec'd letter from CRW's attorney committing \$756,782.70 in CRW IH funds to pay for the CO. The city will commit \$230,253.61 for the CO. The city also paid for CO2 in the amount of \$5,329.30.</li> <li>9. After draw 8 (submitted), approximately \$1.37 million remains in IH funds for the Third Street project.</li> <li>10. The other two phases will start in 2019, with \$1,660,704.80 remaining for phases 2 and 3.</li> </ol>
<p>Community First Fund (\$350,000)</p>	<p>NA</p>		<ol style="list-style-type: none"> <li>1. Received executed partnership agreement with CFF, dated 3/20/2018.</li> <li>2. Board discussed requirements and process. CFF worked with CREDC to establish a borrower education portal.</li> <li>3. SDF met with CFF on 7/6/18. She received an update (6/30/18 quarterly report) and a copy of account statement.</li> <li>4. Glenda attended the September 2018 board meeting to provide additional details about the program. Refer to the September board minutes.</li> <li>5. Received quarterly report as of 12/31/2018. CFF has executed four loans at a total of \$100,00. A representative from CFF attended the February 2019 board meeting. Follow up meeting is scheduled.</li> </ol>

East Shore YMCA (\$138,592)	Started	Draw request #1 received	<p>1. IH Board approved using \$111,297 in completed work on men's dormitory as match. <b>Documentation of \$90,000 match has been provided, with \$48,592 remaining to be submitted for review.</b></p> <p>2. The Y will provide funds needed to match the IH grant. Received email from ESY stating concurrence with IH issuing checks to Area Y.</p> <p>3. The IH façade work was bid and the project started the week of 4/16/18; this work is complete in the amount of \$34,680. Received payrolls, which are in compliance. This was reviewed for draw #1.</p> <p>4. AMB and LS had a call with the Y director on 7/6/2018. IH work of roofing and painting windows was done in the fall 2018. <b>Work is completed in the amount of \$54,666. This is less than projected. There remains \$49,246 of the IH grant that has not been committed.</b></p> <p>5. <b>Note that the roofing work was bid separately and only amounted to \$6,446 and prevailing wage may not have been paid because the contract was below the \$25,000 threshold. We discussed prevailing wage for the overall and individual project contracts. The Team discussed that ESY assumes the risk concerning payment of PA prevailing wage.</b></p> <p>6. <b>ESY is proposing potential projects to use the remaining IH funds: indoor bike rack installation; upgrade to camera system; functional training room renovation; and dorm bathroom renovation. ESY has met with contractors and is still awaiting proposals. ESY will submit a formal proposal to the IH Board soon. Additional work is expected to be completed in 60 days from contract award.</b></p> <p>7. The Team discussed plans for MBE compliance, and Camp Curtin will provide input.</p>
Gamut Theatre Group--Educ. Ctr (\$250,000)	Started	Draw #2 received	<p>1. The Board approved the use of IH funds for project soft costs. Scope of project remains the same, but use of IH funds has changed to soft costs - general conditions/supervision and equipment.</p> <p>2. Note that WBE participation is \$6,000 on \$500,000 project; the project is not paying PA Prevailing Wage on hard construction, and the IH project was not bid and requests a waiver. Note that due to the complexity of the building, Gamut awarded the Phase II contract to the Phase I contractor.</p> <p>3. AMB sent closeout audit form to Gamut and requested status of final draw. Gamut advised additional work remains to be completed.</p> <p>4. <b>Draw #2 submitted on 2/28/2019. There should be one final draw (#3).</b></p>

<p>Harrisburg Redevelopment Authority (\$500,000)</p>	<p>Started</p>	<p>Draw #1 received</p>	<ol style="list-style-type: none"> <li>1. The project provided documentation for draw #1 in March 2019.</li> <li>2. AMB and LS held a call on 7/20/2018 with HRA. IH grant application was for a \$650,000 project, with \$500,000 IH grant and \$150,000 match from city expenditures. Match of 3:1 is typically required for a \$500,000 grant. Board approved the use of \$500,000 in city demolition expenses as match, and the Finance Committee reviewed the request about the acquired properties as match.</li> <li>3. The county has sold some of the properties that were listed for acquisition in the grant agreement. <b>HRA provided a new list of 61 acquired properties. Draw request 1 was submitted to IH in March 2019.</b></li> <li>4. <b>Draw 1 is for acquisition and closing costs of acquired properties. Remaining uses of IH grant funds are quiet title and demolition costs.</b></li> <li>5. HRA has MBE firms that they send RFPs to, and works with the city as well to send RFPs to the city's database of MBE firms. Include MBE requirement in RFP. No MBE documentation was provided.</li> </ol>
<p>Salvation Army of Harrisburg (\$500,000)</p>	<p>Started</p>		<ol style="list-style-type: none"> <li>1. SA received a \$500,000 RACP grant, which is less than the \$4.5 million requested. On 4/6/18, SA attended the Finance Committee meeting. Received commitment of \$5 million NMTC funds from CFF.</li> <li>2. The project wants to maintain the overall scope of a \$12 million project. SA proposed a modified scope for the IH project for site work only. The IH Board approved the request for a modified scope, and an amended grant agreement was executed.</li> <li>3. 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.</li> <li>4. The site work will take place predominately in Sept-Nov 2018, approximately 3/4 of the work, with remainder of site work in fall of 2019.</li> <li>5. Held a call on 8/27/2018 with rep from Delta Development. Sitework began in September 2018 with excavation and footers. The site work total is \$1.3M, and is part of a larger \$12 million project. The IH project must be at least \$2 million to meet required match, and SA wants to use the building as match. The project is being phased between site improvements and vertical construction. The project is paying PA Prevailing Wage on the first phase, which includes the IH work. AMB/LS explained that IH needs to see complete funding in place for the entire project.</li> <li>6. AMB and LS held call with Delta rep for status on 10/12/2018. Construction site work is underway; footers are in. As of 1/9/2019, Delta is gathering compliance documentation, including match, cash flow, details of bid process, payrolls, and contracts, and hopes</li> </ol>

			<p>to submit first draw request at the end of February 2019. First draw will likely be submitted in April 2019.</p> <p>7. The Team held a call with SA in November 2018 to discuss MBE participation. SA met with SDF and Brian Hudson on 11/16/2018 to discuss MBE outreach. SA prepared a survey to send to DBE contractors that did not respond to the invitation to bid. No update from SA.</p> <p>8. As of 3/14/19, the CM stated the overall project is 45% complete, and the site work is 50% complete.</p> <p>9. SA is clarifying project sources of funds.</p> <p>10. Two wells on site are being monitored by DEP and are considered low risk. SA will review DEP's up-to-date findings in July 2019.</p>
Tri-County Community Action (\$204,759)	Started		<ol style="list-style-type: none"> <li>1. Expected to start in early 2018 - April/May but now looking at January 2019 bid and March 2019 start. Tri-County issued RFP for facade work in August 2018 but did not get the bids they needed.</li> <li>2. Conference calls held on 1/30/2018, 5/14/2018, and 8/1/2018. Discussed sources and uses, D/MBE, bidding, prevailing wage, draw requests, and required documentation to demonstrate staff and volunteer hours as match.</li> <li>3. CRW is providing assistance and some of CAC work will be part of larger contract bid by CRW.</li> <li>4. AMB emailed for status on 10/10/18. CAC held workshop with CRW for contractors on 10/16/18 to discuss the project and hopefully get more responsive bids and MBE participation.</li> <li>5. Expecting bids for the facade project - January 2019 and start in March 2019. Weather permitting, the project should start in March.</li> </ol>
Tri-County HDC (\$350,000)	Started	Draw #5 received	<ol style="list-style-type: none"> <li>1. July 2018 - project filled funding gap of \$74,000 with money from the city, and began work on 235 and 245 Hummel Street. Held call with the project on 5/11/18; LS met with on 8/1/2018. Project provided bids, contracts, etc.</li> <li>2. Have commitment letter but not executed grant agreement with the city for \$74,000. No city funds received to date. IH Board wants project to keep moving forward.</li> <li>3. Submitted draws #2-#5. Project should be complete in March 2019.</li> <li>4. Board approved lien waivers and acceptable documentation of \$309,000 match expenses, which included notarized affidavit.</li> <li>5. The Finance Committee approved project management fee.</li> <li>6. 235 Hummel Street renovations are completed. 245 Hummel is 98% complete. Need lead clearance and Certificate of Occupancy for 245.</li> <li>7. Project was delayed due to funding issue and plumbing issue. New completion date is March 31, 2019.</li> <li>8. HDC will use internal funds as interim financing and will provide receipt of city funds when received.</li> </ol>

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.
TLC Constr./Hamilton Healthcare Bldg. (\$500,000)	Completed	Yes	Project is complete.
WebpageFX (\$500,000)	Completed	Yes	Project is complete.

\* AMB is sending the Board-approved closeout audit form to all Grantees as projects near completion. To date, sent to **Camp Curtin**, **City Software Purchase**, Gamut Theatre, Harrisburg River Rescue, **Paxton Place**, TLC, and **Webpage FX**. Bold indicates completed form was returned to Milligan.

Executive Director Dow-Ford has contacted Keith Ellison, Facilitator, for the strategic planning Board retreat. The proposed day is scheduled for Tuesday, May 21. The Board will use the matrix diagram that was viewed at the last Board meeting as the template for the retreat. The cost of the retreat will be advised at the next Board meeting.

Executive Director Dow-Ford will meet with Luis Mora, President of Finanta, a nonprofit lending institution located in Philadelphia, to discuss how Impact Harrisburg and Community First Fund can work together with his organization to get the micro-lending piece in place through the Harrisburg Business Opportunity Fund (HBOF).

Ms. Parker and Mr. Singleton both voiced concerns with the underwriting criteria, micro-lending, and the need for an educational portal. Ms. Parker requested another meeting with Community First Fund to better identify what triggers an application to be denied and to gain an understanding how applicants can better prepare before applying.

A Finance Committee meeting is scheduled for Tuesday, April 9, 2019 at 2:00 PM at the Pennsylvania Housing Finance Agency.

There being no further business to discuss, the Chair adjourned the meeting at 12:38 p.m.

Meeting minutes were written by the Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for April 16, 2019 at 10:30 a.m. at the Pennsylvania Housing Finance Agency, 211 North Front Street, Harrisburg, PA.

Approved this 16<sup>th</sup> day of April 2019.

  
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 Mr. Neil Grover, Chair

  
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 Mr. Doug Hill, Vice-Chair