

**MINUTES**  
MEETING OF IMPACT HARRISBURG  
April 4, 2017, 10:30 a.m.  
Pennsylvania Housing Finance Agency  
211 North Front Street, Harrisburg

Officers of the Board Present:

Neil Grover, 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

Officers of the Board Absent:

Doug Hill, Vice-Chair

Ms. Brock called the meeting to order at 10:44 a.m.

Mr. Hudson left the meeting at 10:50 a.m.

Mr. Grover and Ms. Martin-Roberts arrived at the meeting at 10:51 a.m.

Ms. Parker arrived at the meeting at 11:24 a.m.

**1. Regular Meeting Minutes of March 21, 2017**

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

**“The minutes from Impact Harrisburg’s Board of Directors regular meeting of March 21, 2017, be approved as printed.”**

**MOTION CARRIED UNANIMOUSLY**

Upon further review of the meeting minutes it was moved by Ms. Brock and seconded by Mr. Laninga that:

**“The minutes from Impact Harrisburg’s Board of Directors regular meeting of March 21, 2017, be amended on page 2 to reflect that the East Shore YMCA has not executed their contract at this time.”**

**MOTION CARRIED UNANIMOUSLY**

## **2. Treasurer's Report**

The Treasurer reported the Fulton Bank Operating Account has a current balance of \$143,711.49 and the Wilmington Trust Investment Account has a current balance of \$11,972,866 with 54% of the funds invested in cash and 45.5% invested in fixed income securities.

The notification that was received from Wilmington Trust that advised our accounts would incur an annual fee increase on each account was sent in error. Wilmington Trust advised the Treasurer to disregard the notification.

For auditing purposes, the Treasurer asked Executive Director Dow-Ford for an update on the Grantee contracts.

Executive Director Dow-Ford reported all Grantees have received their contract for execution except Harrisburg Redevelopment Authority. There are some changes that are needed to this contract. Those edits should be finalized by EOD today. The contract will then be distributed back to the Redevelopment Authority for execution. The goal is to have all the contracts back from the Grantees within the next 2 weeks.

- Webpage FX has executed their contract.
- Tri-County Community Action Commission has executed their contract.
- Tri-County Housing Development Corporation contract is outstanding.
- East Shore YMCA's contract is outstanding.
- YMCA Camp Curtin has executed their contract. (Amount was corrected below from \$500K to \$250K)
- City of Harrisburg (Microsoft Office 365) has their contract and now needs to execute it.
- City of Harrisburg (playground resurfacing project) has their contract and needs to execute it.
- City of Harrisburg/CRW (Multi-Modal Collaborative Project), both entities have their contracts and need to execute it.
- Gamut Theatre is requesting a delay of Phase 2 of their project while they work on obtaining the match funding.
- Community First Fund proposed agreement is being reviewed and amended. A meeting is scheduled for tomorrow afternoon.
- Harrisburg Redevelopment Authority has requested some non-substantive modifications to their contract in relation to their match. Edits will be made by EOD today and sent back to them for their signature.

<b>Grantee Name</b>	<b>Dollar Amount</b>	<b>Date of Executed Contracts from Grantee</b>	<b>Date of Fully Executed Contracts</b>
<b>Harrisburg River Rescue</b>	<b>\$81,369.00</b>	<b>1/26/2017</b>	<b>4/4/2017</b>
<b>Paxton Street Home Benevolent Society</b>	<b>\$100,000.00</b>	<b>2/2/2017</b>	<b>2/14/2017</b>
<b>East Shore YMCA</b>	<b>\$138,592.00</b>		
<b>Tri-County Community Action Commission</b>	<b>\$204,759.00</b>	<b>3/31/2017</b>	<b>3/31/2017</b>
<b>YMCA-Camp Curtin</b>	<b>\$250,000.00</b>		
<b>City of Harrisburg Microsoft Office 365</b>	<b>\$250,000.00</b>		
<b>City of Harrisburg, Playground Resurfacing</b>	<b>\$250,000.00</b>		
<b>Gamut Theatre</b>	<b>\$250,000.00</b>		
<b>Community First Fund</b>	<b>\$350,000.00</b>		
<b>Tri-County Housing Development Corporation</b>	<b>\$350,000.00</b>		
<b>Harrisburg Redevelopment Authority</b>	<b>\$500,000.00</b>		
<b>Salvation Army</b>	<b>\$500,000.00</b>	<b>12/5/2016</b>	<b>4/4/2017</b>
<b>TLC Construction and Renovations</b>	<b>\$500,000.00</b>	<b>12/14/2016</b>	<b>4/4/2017</b>
<b>WebpageFX, Inc.</b>	<b>\$500,000.00</b>	<b>3/31/2017</b>	<b>4/4/2017</b>
<b>Capital Region Water Multi-Modal Collaborative Facility</b>	<b>\$2,743,645.25</b>		
<b>City of Harrisburg Multi-Modal Collaborative Facility</b>	<b>\$2,743,645.25</b>		

Mahar Duessel supplied the Board with a series of documents, including proposed findings, which require management responses. The Treasurer will send out the draft responses for the Board's review prior to submitting them to the Finance Committee. A recommendation from the Finance Committee will then be provided to the Board. The filing deadline for the IRS Form 990 was extended to May 15, 2017 and is on track to be completed by this deadline.

Executive Director Dow-Ford noted she has with her the conflict of interest form for Ms. Parker and Mr. Singleton to complete to satisfy the auditors request that the form be completed by each Director on a yearly basis.

The Treasurer reported she received an invoice for the Board's approval from McNees Wallace & Nurick in the amount of \$884 relating to the Sunshine Act litigation.

Mr. Laninga and seconded by Mr. Montgomery that:

**“The invoice from McNeese Wallace & Nurick, in the amount of \$884, for litigation relating to the Sunshine Act, be approved for payment.”**

**MOTION CARRIED UNANIMOUSLY**

### **3. Executive Director Report**

Executive Director Dow-Ford noted she will be working with the Finance Committee to look over the Camp Curtain YMCA contract more closely with relation to the award amount. She believes the award amount was overstated in error but not on the contract. Camp Curtain YMCA has been contacted about this miscalculation. Once confirmed a letter will be sent to Camp Curtain YMCA regarding the award amount correction.

Ms. Morrow confirmed with Executive Director Dow-Ford that the following Grantee contracts would be fully executed today –

1. Harrisburg River Rescue
2. Paxton Street Home Benevolent Society
3. Salvation Army
4. TLC Construction and Renovations
5. Tri-County Community Action Commission
6. Webpage FX, Inc.

Ms. Brock noted the March 21, 2017 minutes should be amended to note that the East Shore YMCA has not executed their contract yet. (see above motion)

Milligan & Company executed the amended Compliance Manager agreement and returned it to the Executive Director. A letter advising all the Grantees of the Board’s decision to hire Milligan & Company as its Compliance Manager has been distributed. The Grantees are aware that Milligan & Company will now be contacting them to undertake an evaluation of their projects. All Grantee applications and project documents will be downloaded to a thumb drive and provided to Milligan & Company by this Friday if not before.

A meeting took place last week with Mr. Segal, principal with Impact Pennsylvania Strategies, LLC and team member with Milligan & Company. Mr. Segal will begin scheduling individual meetings with each Grantee. The Board prefers that Mr. Segal and Executive Director Dow-Ford schedule and attend the initial meetings at each Grantee’s office.

The Compliance Manager agreement notes that the Executive Director will have 5 days from the execution date to provide Milligan & Company with the contact information for all project teams and copies of all applications submitted. This information will be provided on a thumb drive to Milligan & Company. Milligan & Company will then have 20 business days to respond and deliver the components under Phase I.

Executive Director Dow-Ford and Milligan & Company are finalizing the forms for project monitoring and invoice reimbursement. Forms should be finalized this week and will then be forwarded to the Board for review and approval. It was noted at the last Board meeting that the invoice form should use the project budget line items as its basis. It was noted once a Grantee’s

contract is executed and their fund match is reached and confirmed by the Compliance Manager and Executive Director, projects can then begin to submit a reimbursement form for payment.

Mr. Reddig recommended once the meetings takes place to complete an evaluation of each project a timeline should be created and carefully reviewed by the Executive Director and provided to the Board for review. The project timeline should be completed periodically to assist the Board with project topics for discussion and will assist the Board in decision making.

The Chair noted now that spring has arrived and project construction will soon begin, if over the next 4-6 weeks should the Executive Director feel a Special Meeting is necessary, so not to delay any projects for any reason, she should contact the Board immediately to arrange and advertise for a Special Meeting. Executive Director Dow-Ford agreed and noted she would first reach out to the Finance Committee for their guidance.

A meeting with Community First Fund is scheduled for 2 p.m. tomorrow to finalize their contract and discuss the hiring of a Business Development Associate. The Board was encouraged to attend. The location will be determined and circulated to the Board later this afternoon.

Community First Fund is requesting assistance from the Board with hiring a Business Development Associate. Executive Director Dow-Ford asked for some guidance with where to begin the search for a qualified individual. Ms. Brock suggested reaching out to the Career Centers with our local colleges to inquire if they would post the job description for a Business Development Associate to their student web portal and/or distribute job description to the college Business and/or Finance students. Ms. Brock noted a list of the Career Centers can be obtained from CREDC, who will already have such a list, making contacting the Career Centers easier.

Further questions and concerns were raised again by the Board regarding the job description for a Business Development Associate. The Board feels the language in the job description should be broadened to target all minority groups in the community with a primary focus on the African American community. More clarity will be sought at tomorrow's meeting with Community First Fund. Ms. Martin-Roberts suggested asking Community First Fund how they have recruited in the past when they have had initiatives that focus on specific populations, geographic areas and the like. This type of feedback will be very helpful with recruiting this specific type of individual.

Ms. Parker provided a report on her collaboration with a representative from Gamut Theatre. The Gamut representative was at City Hall for a City event when Ms. Parker had the opportunity to discuss the project awarded by Impact Harrisburg. It was understood that Gamut is not counting on the RACP grant but is still lobbying for those funds. Gamut noted they have already borrowed the funds for the project but noted they would still use the award funds from Impact Harrisburg. They currently have some pledges with the Department of Education and are continuing to fund raise. They also have some cash, which was set aside to pay off the loan. The Board agreed they want to see how Gamut will make the payments on the loan before any award money is distributed.

The Executive Director will schedule a meeting with Gamut Theatre for the purpose of reviewing the recent project changes and to request a copy of their bank commitment letter. She will also request they submit an amendment to their project that identifies the changes and explains what their next steps will be for the Board's review. Gamut is hoping to raise the balance of their match by the end of the year.

Mr. Reddig suggested Gamut Theatre look in to the Commonwealth Financing Authority's Tourism Program (CFA) as another avenue for funding.

Mr. Singleton asked for an update on the Salvation Army project. Executive Director Dow-Ford noted she needs to circle back with the Salvation Army for an update. She is aware they just met their capital campaign initiative and that they had their ground breaking. The project is moving forward, however, she will reach out to them to inquire on the status of the sale of the building.

Letters were sent to Capital Construction Management and Caliber Consulting advising them of the Board's decision to hire Milligan & Company as their Compliance Manager.

Executive Director Dow-Ford has reached out to a couple of web developers whose names were obtained through Webpage FX. Having a web developer who can rebuild the current website to make it more robust and up-to-date is vital to keeping the public notified of the Board's progress. Specifics and cost on hiring a web developer is pending but will be presented to the Board for review and approval in the near future.

The retention and destruction policy currently on file is a little lengthy. It is the Executive Director's intention to rework the retention and destruction policy to make it more concise. Once completed, an amended policy will be presented to the Board for review and approval. Executive Director Dow-Ford also suggested the Board review their policies annually; preferably prior to fiscal year-end should it be necessary for a policy to be revised.

The Chair asked Executive Director Dow-Ford to schedule an executive committee meeting before or by the first Board meeting in May for the purpose of reviewing all corporate policies with any recommendations for revisions to the policies to be made at that time for Board approval.

#### **4. Other Business**

The Treasurer further discussed the audit findings and asked the Board for some guidance on a response.

- A. Improve controls over bank reconciliation process
  - i. The Chair noted he spoke to Maher Duessel, Auditor, about this finding and was advised by Michelle from Maher Duessel that they would be withdrawing this finding. Maher Duessel was unaware that Gift & Associates, Accountant, was completing reconciliations on a regular basis.
- B. Completing conflict of interest forms
  - i. The Board was a little delinquent in completing this form for the first time. The initial request and form from the auditor was a little confusing. A process will be in place for next year.
  - ii. Management is reviewing this policy and will adapt and adopt to make the process timelier.
- C. Documenting functional expense allocation pertaining to the IRS 990 Form
  - i. Documenting staff time for specific allocations such as fund raising, program expenses and administrative expenses.
  - ii. Management is reviewing how other organizations manage expense allocations and will also include this item for discussion at their executive session.

Lastly, Mr. Montgomery noted he's had some opportunities recently to talk to State representatives and/or representatives from Foundations who could benefit Impact Harrisburg in some way. He approached the Board for guidance on how these encounters should be handled in the future. All discussions would be brought back to the Board for review.

Mr. Montgomery noted he is seeing firsthand the economic development taking place in the City. He feels there are other opportunities that this Board can build upon and wants to begin exploring other resources.

Executive Director Dow-Ford and the Board agreed bringing resources in to the City is very important and having resources to help Impact Harrisburg would be a plus. The Board asked that they be kept apprised on any new developments.

Mr. Montgomery recommended as the Grantee projects are tracked, the progress and degree of impact the projects have on the community should be communicated to the public for reporting purposes and transparency.

Executive Director Dow-Ford agreed and also noted Grantees have been asked if they have a building project to take photos throughout the project for recordkeeping and to document their progress.


Mr. Montgomery will be in touch with the Executive Director and Board for scheduling purposes and interest for such resource meetings.

There being no further business, the Chair adjourned the meeting at 12:11 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for April 18 at 10:30 a.m. at the Pennsylvania Housing Finance Agency, 211 North Front Street, Harrisburg, PA.

Approved this 18<sup>th</sup> day of April, 2017.

  
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Mr. Neil Grover, Chair

  
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Ms. Brittany Brock, Treasurer

