

MINUTES
MEETING OF IMPACT HARRISBURG
March 21, 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

Board of Directors Present:
Dale Laninga, Director
Gloria Martin-Roberts, Director
Russ Montgomery, Director
Jackie Parker, Director
Karl Singleton, Director (via conference call)

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
Brittany Brock, Treasurer

The Chair called the meeting to order at 10:48 a.m.

1. Regular & Executive Meeting Minutes of March 7, 2017

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

“The minutes from Impact Harrisburg’s Board of Directors regular meeting of March 7, 2017 be approved as printed.”

MOTION CARRIED UNANIMOUSLY

2. Treasurer’s Report

The Board Chair provided the Treasurer’s report. He noted the Finance Committee met last week. Those in attendance were Mr. Grover, Mr. Hill, Ms. Brock and Executive Director Dow-Ford. Mr. Hudson, Chair of the Finance Committee, was unable to attend the meeting.

The majority of the meeting was spent on the audit report. Mahar Duessel supplied the Board with a series of documents, including proposed findings, which require management responses to about 4-5 items. Generally, the findings were pretty innocuous. Responses to the findings will be prepared and reviewed by the Finance Committee prior to Board approval. The filing deadline for the IRS Form 990 was extended to May 15, 2017.

The Chair recommended that the Conflict of Interest policy be revisited, which addresses a disclosure form to be completed by the Board yearly. Executive Director Dow-Ford will create a

Conflict of Interest form for future audits. Internal protocol going forward will also include a separation of duties with regard to the bank reconciliation process.

The Chair noted an invoice from McNeese Wallace & Nurick has been received for services rendered in February. The Chair suggested the invoice be distributed electronically for Board review and approval so not to delay payment any further. The Chair was not aware of any other invoices for review.

Notification was received from Wilmington Trust advising annual service fees would be incurred on each account. The amount of the fees was pretty significant. This is contrary to what was verbalized in their presentation and as well as in our agreement. The Treasurer noted at the Finance Committee that she would contact Wilmington Trust to resolve the matter.

Executive Director Report

Executive Director Dow-Ford provided an update on the Grantee contracts.

- Tri-County Housing Development Corporation is in the process of executing their contract.
- YMCA Camp Curtin has executed their contract.
- Tri-County Community Action Commission is ready to execute their contract.
- City of Harrisburg/CRW (playground resurfacing project) is ready to execute their contract.
- 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.
- City of Harrisburg (Microsoft Office 365) has executed their contract.
- Webpage FX is ready to execute their contract.
- Harrisburg Redevelopment Authority has requested some non-substantive modifications to their contract in relation to their match.
- East Shore YMCA has not executed their contract.
- City of Harrisburg/CRW (Multi-Modal Collaborative Project) are ready to execute their contracts.

Grantee Name	Dollar Amount	Date of Executed Contracts from Grantee	Date of Fully Executed Contracts
City of Harrisburg/Capital Region Water Playground Resurfacing Collaborative	\$250,000.00		
Community First Fund	\$350,000.00		
East Shore YMCA	\$138,592.00		
Gamut Theatre	\$250,000.00		
Harrisburg Redevelopment Authority	\$500,000.00		
Harrisburg River Rescue	\$81,369.00	1/26/2017	
Paxton Street Home Benevolent Society	\$100,000.00	2/2/2017	2/14/2017

Grantee Name	Dollar Amount	Date of Executed Contracts from Grantee	Date of Fully Executed Contracts
Salvation Army	\$500,000.00	12/5/2016	
TLC Construction and Renovations	\$500,000.00	12/14/2016	
Tri-County Community Action Commission	\$204,759.00		
Tri-County Housing Development Corporation	\$350,000.00		
Webpage FX, Inc.	\$500,000.00		
YMCA-Camp Curtin	\$500,000.00		
City of Harrisburg Microsoft Office 365	\$250,000.00		
City of Harrisburg Multi-Modal Collaborative Facility	\$2,743,645.25		
Capital Region Water Multi-Modal Collaborative Facility	\$2,743,645.25		

A letter is pending from Gamut Theatre for record keeping purposes that explains Gamut's request to delay the start of their project. Their request relates to their not receiving the RACP grant. Gamut Theatre is now pursuing other sources for a match and is restructuring their project. The Board requests status updates on the match funding be given at least on a quarterly basis.

Ms. Parker had requested more information on Webpage FX's real estate holding company, Harrisburg Redevelopment Group LLC, as to who their principals are and what their relationship is with each other. Executive Director Dow-Ford advised the principals are the 2 owners of Webpage FX and that no other person or entity is involved. The third party entity to which the funds will be transferred to is acceptable to the Finance Committee and the agreement will be executed by both parties. After further discussions with Webpage FX, all parties involved have the understanding that Impact Harrisburg will monitor the project completely to its fruition and not just with the purchase of the building. All project requirements remain in the contract and will be monitored. Mr. Reddig also noted DCED has a contract with Harrisburg Redevelopment Group, LLC, in addition to a separate contract with Webpage FX. The contracts total a little over \$2.5 million.

Community First Fund requested assistance from the Board in hiring a Business Development Associate. A job description for a Business Development Associate was handed out for review. After discussion, the Board recommended revising the language in the job description to broaden its terms to target all the minority groups in the community with a primary focus on the African American community. Further review will be given regarding the responsibilities and qualifications for the position.

The Compliance Manager Letter agreement with Milligan & Company was amended to include a termination clause. The date of the agreement will be the date of distribution, which will either be today's date or Friday's date. Ms. Brock's name and title will be included on the agreement along with the Chair's name and title so that there are 2 signatures from the Board.

In the agreement it notates that the Executive Director will have 5 days from the execution date of the agreement to provide Milligan & Company with the contact information for all project teams and copies of all applications submitted. This information will be delivered electronically to Milligan & Company. At such time, Milligan & Company will then have 20 business days to respond and deliver the components under Phase I.

A letter and/or memo from the Executive Director will be sent electronically notifying all Grantees of the Board's decision to hire Milligan & Company as their Compliance Manager. Grantees will also be made aware that Milligan & Company will be contacting them in the very near future to effectively constitute an evaluation or triage of their projects. It's very important that the Grantees cooperate and work with Milligan & Company, especially through this first phase for compliance monitoring.

Moving forward, the Executive Director will work with Milligan & Company to begin designing the necessary forms for project monitoring and invoice reimbursement for Board review and approval. It was noted that the invoice form should use the project budget line items as its basis.

There being no further business, the Chair adjourned the meeting at 11:51 a.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for April 4 at 10:30 a.m. at the Pennsylvania Housing Finance Agency, 211 North Front Street, Harrisburg, PA.

Approved this 4th day of April, 2017.



Mr. Neil Grover, Chair



Mr. Brian Hudson, Secretary