

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

DENNIS M. DAVIN, in his capacity	:	
as Secretary for the Department	:	No. 569 MD 2011
of Community and Economic	:	
Development,	:	
Petitioner	:	
	:	
v.	:	
	:	
CITY OF HARRISBURG,	:	
Respondent	:	

**STIPULATION OF FACTS AS TO CROSS-MOTIONS FOR
DECLARATORY RELIEF**

Pursuant to the Court’s Order of May 12, 2016, IMPACT HARRISBURG, PA MEDIA GROUP, WITF, INC. AND HEARST PROPERTIES, INC., d/b/a WGAL-TV stipulate to the following facts relevant to the issues in this proceeding:

1. On November 18, 2011, the Commonwealth of Pennsylvania, Department of Community and Economic Development petitioned for the appointment of a Receiver for the City of Harrisburg pursuant to the provisions of Act 47 as a financially distressed municipality.

2. On December 2, 2011, this Court entered an Order finding “by a preponderance of the evidence” that “a fiscal emergency” under Section 602(a), 53

P.S. §11701.602(a), of Act 47 “continues to exist in the City of Harrisburg.” Order of December 2, 2011, ¶ 1C.

3. By that same Order, the Court declared the City to be in receivership as provided for under 53 P.S. §11701.702(e)(2) and appointed a Receiver, David Unkovic. Order of December 2, 2011, ¶¶ 2 and 3.

4. That Order further provided that the Receiver was to develop a “recovery plan” which eventually became known as “The Harrisburg Strong Plan” (“Plan”) under the provisions of 53 P.S. §11701.703 and to submit it to the Court, the Secretary for the Department of Community and Economic Development, the Harrisburg City Council and the Mayor of the City of Harrisburg. Order of December 2, 2011, ¶ 4.

5. The Receiver proceeded under the Court’s mandate which culminated in the creation of the Plan, which in the course of receivership was amended.

6. On September 23, 2013, the Court approved a series of Plan amendments and noted that “a second critical component” of the amended Plan was to be the closing and funding of interrelated Asset Transfer Agreements, including a “Parking Transaction.” This transaction involved the leasing of the majority of the City’s parking system to the Commonwealth, who in turn would

secure both a third party asset manager and a third party operator. Order of September 23, 2013, ¶ 11.

7. The Court's Order of September 23, 2013 further authorized and required the Receiver to "take action necessary to cause the distribution of the resulting proceeds from such transactions pursuant to the terms of the Plan." Order of September 23, 2013, ¶ 18D. The "transactions" referenced by the Court included the Parking Transaction.

8. Proceeds of the transactions (including the Parking Transaction) were to be distributed "pursuant to the terms of the Plan." Order of September 23, 2013, ¶ 18D.

9. Thereafter, the Commonwealth Court granted the Commonwealth's Application to Vacate the Receivership Order and appointed a Coordinator to implement the Plan. Order of February 25, 2014.

10. The Order of February 25, 2014 further provided that "The Harrisburg Strong Plan shall remain in full force and effect," and that the "Ongoing Implementation of The Harrisburg Strong Plan by a Coordinator appointed by the Secretary of DCED in accordance with Section 221 of Act 47 is hereby AUTHORIZED AND DIRECTED commencing March 1, 2014."

11. The Order of February 25, 2014 further provided that the Commonwealth Court retained jurisdiction over the enforcement of its Order of September 23, 2013 confirming the provisions of The Harrisburg Strong Plan and any subsequent modifications to the Plan.

12. On November 25, 2014 the Commonwealth Court entered its Order granting the Application of the Coordinator for approval of the Governance Proposal and Action Plan regarding the “creation and operation of a non-profit corporation for promotion of economic development and infrastructure improvements,” and further ordered that The Harrisburg Strong Plan, as previously modified, would be “further modified to incorporate therein the Governance Proposal and Action Plan.” Order of November 25, 2014.

13. The Order of November 25, 2014 further provided that a nonprofit corporation known as Impact Harrisburg was to be formed and Articles of Incorporation were to be filed.

14. The November 25, 2014 Order further provided that Impact Harrisburg was to “utilize and maintain a separate economic development fund and infrastructure improvement fund” in order to “maintain the respective goals and objectives of The Harrisburg Strong Plan.” Order of November 25, 2014, ¶ 4.

15. Even further, the Court's November 25, 2014 Order authorized the Coordinator to cause Impact Harrisburg to be formed and draft initial Articles of Incorporation to include the purposes of assisting and engaging in economic development and infrastructure improvement in the City.

16. On March 17, 2015 Articles of Incorporation were filed with the Pennsylvania Department of State for an entity to be known as Impact Harrisburg pursuant to the Nonprofit Corporation Law, 15 Pa. C.S. § 5101 *et seq.*

17. Thereafter 12.3 million dollars of funds realized from the transactions (including the Parking Transaction) was distributed to Impact Harrisburg to expend for the restricted purposes of infrastructure needs within the City of Harrisburg and economic development activities in the City.

18. The Coordinator appointed the initial nine-member Board of Directors ("Board") for Impact Harrisburg.

19. None of the members of the Board of Impact Harrisburg were elected to their positions.

20. The Board began meeting in March 2015 and has continued to meet on a regular basis since then.

21. Impact Harrisburg publicly issued requests for proposals to secure necessary professional and financial services, retained those services and, in early

2016, the Board secured the services of an Executive Director, for an annual contract amount of \$100,000.

22. With exception of the Executive Director, the Board has not hired staff to run Impact Harrisburg's daily operations; the Board is engaged in the day-to-day decision-making for the organization.

23. The Board has developed and adopted guidelines for making grants, developed a grant application package(s), has advertised for grant applicants, and has begun consideration of applications by various entities including Capital Region Water and the City of Harrisburg for funds for infrastructure improvement from the 12.3 million dollars it oversees.

24. Impact Harrisburg, since its creation, has not provided formal public notice of its Board meetings.

25. Starting in March 2016, the Board opened its meetings to the public and news media, but does not issue formal public notice of the date, time, and location of those meetings as would be required of an "agency" subject to the Sunshine Act.

26. The Board maintains minutes which it publishes on the website of DCED (http://www.newpa.com/library/?wpdmc2=meeting_minutes-impact_harrisburg) and its own website (<http://www.impactharrisburg.org/info/>) (although the minutes are not complete here).

27. The Board occasionally goes into “executive session” at various times during their meetings to discuss “legal matters” among other matters. See copies of Board minutes of April 5 and 19, 2016 attached as Exhibits E and F.

28. True and correct copies of all available minutes of the Board for 2016 are attached hereto as Exhibits A – G.

29. The Board has been deliberating and voting on various proposals including those set forth in paragraph 21 and 23 above.

30. The decisions of the Board of Impact Harrisburg are not advisory but are binding decisions subject to change at the Board’s sole discretion.

31. The Board is prohibited by the terms of The Harrisburg Strong Plan from use of the 12.3 million dollars in restricted funds paid to it from the Parking Transaction for purposes other than infrastructure improvement and economic development in the City of Harrisburg.

32. Impact Harrisburg is a Pennsylvania non-profit corporation created pursuant to the Harrisburg Strong Plan, with a principal office located at P. O. Box 61401, Harrisburg, PA 17106-1403.

33. Impact Harrisburg is currently governed by a nine member Board of Directors consisting of the following individuals: Neil Grover, President, Doug Hill, Vice President, Brian Hudson, Secretary, Brittany Brock, Treasurer, Dale Laninga, Russ Montgomery, Jacqueline Z. Parker, Gloria Martin Roberts and Karl K. Singleton.

34. PA Media Group is a print and digital news organization and the publisher of *PennLive/The Patriot-News*, with a general circulation throughout central Pennsylvania with its principal offices located at 2020 Technology Parkway, Suite 300, Mechanicsburg, Cumberland County, Pennsylvania.

35. WITF, Inc. is a Pennsylvania non-profit corporation with television and radio broadcast programming throughout 19 counties in central Pennsylvania with a focus on educational programming with its principal offices located at 4801 Lindle Road, Harrisburg, Dauphin County, Pennsylvania.

36. HEARST PROPERTIES, INC., d/b/a WGAL-TV, is a television broadcasting company which owns and operates WGAL, a television which

broadcasts throughout south central Pennsylvania with principal offices located at 1300 Columbia Avenue, Lancaster, Lancaster County, Pennsylvania.

37. In January 2016, local media articles appeared questioning whether Impact Harrisburg should be conducting open meetings in accordance with the Sunshine Act.

38. On January 22, 2016, counsel for PA Media Group wrote to the Chairman of the Board, Neil Grover, Esquire, outlining its position that Impact Harrisburg was an “agency” under the provisions of the Pennsylvania Sunshine Act, 65 Pa.C.S.A. §701 *et. seq.* and they should be complying with the provisions thereof.

39. On February 16, 2016, a follow up letter was sent by counsel for PA Media Group to Mr. Grover inquiring as to the Board’s position with regard to the previous letter.

40. After the Board consulted with legal counsel on the inquiry, the parties subsequently filed cross-motions for declaratory relief seeking a decision by this Court as to whether Impact Harrisburg is subject to the Sunshine Act, and this Stipulation of Facts is filed in regard to those cross-motions.

41. Impact Harrisburg is not restricted from securing additional funding from other sources or raising funds in its discretion for other uses, consistent with its non-profit corporate status.

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PROOF OF SERVICE

I, CRAIG J. STAUDENMAIER, hereby certify that I am this day serving the foregoing document upon the persons below via first class mail, which service satisfies the requirements of Pa. R.A.P. 121:

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s/Craig J. Staudenmaier
Craig J. Staudenmaier, Esquire

Date: June 7, 2016

MINUTES

MEETING OF IMPACT HARRISBURG

January 19, 2016, 2 P.M.

Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus
2501 North Third Street, Harrisburg

Officers of the Board Present:

Neil Grover, Chair
Brittany Brock, Treasurer

Board of Directors Present:

Brian Hudson, Director
Dale Laninga, Director
Gloria Martin-Roberts, 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 and Directors of the Board Absent:

Doug Hill, Vice-Chair

Mr. Grover called the meeting to order at 2:18 p.m. Mr. Hill was not present at the meeting.

1. Minutes of the December 15, 2015 meeting

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

"The minutes from Impact Harrisburg Board of Directors meeting of December 15, 2015 be adopted as printed."

MOTION CARRIED UNANIMOUSLY

2. Treasurer's Report

Ms. Brock reported on January 5, 2016 she and Mr. Grover went to Fulton Bank to sign the paperwork to transfer funds in the amount of \$12,118,910.50 to Wilmington Trust for investing into short and long-term securities. On January 16, 2016, Wilmington Trust confirmed they received the funds and invested the funds in short and long-term investments. The outstanding interest that was leftover will be transferred into the Operating Account. Ms. Brock will work with Gift & Associates, accountant, on segregating the interest back into the 2 funds - infrastructure and economic development.

Ms. Brock reported no new invoices were received at this time for approval or payment.

Ms. Brock reported the Board voted unanimously (electronically) on January 11, 2016 to set up an ACH (Automated Clearing House - next-day wire) for processing a monthly payment in the amount of \$8,333.33 to Sheila Dow-Ford, as Executive Director. The first payment to Ms. Dow-Ford was by check, however, going forward an ACH wire will be processed for payment on the 15th of each month.

EXHIBIT

A

Ms. Brock reported she received an email request from Mr. Miller with Miller Dixon Drake to obtain a copy of the proposal for accounting services from Gift & Associates, who was awarded the proposal. The Board had no issues in providing Mr. Miller the proposal from Gift & Associates.

ACTION: Ms. Brock and Ms. Dow-Ford will work together with advising Gift & Associates of the Board's decision to share Gift & Associates proposal with Miller Dixon Drake.

Ms. Brock reported she and Ms. Dow-Ford met both with Maher Duessel, Auditor, and Gift & Associates, Accountant, over the past couple weeks. Both meetings went well and each entity provided good advice on how to get the non-profit up and running. Ms. Brock is working on getting items together that each entity had requested and plans to respond to them later this week. She also noted that as the Board further develops internal controls with both check writing and disbursements to Grantees, it will want to be mindful on how they draw down on the disbursements as they finalize the guidelines. Mr. Reddig noted the draw down process is discussed in the Guidelines. Although the draft guidelines can be modified, the Board will need to coordinate that process with the auditors to insure proper internal controls are provided.

ACTION: Ms. Dow-Ford and Mr. Laninga will provide the Board with examples of internal controls for non-profits.

Ms. Brock reported Maher Duessel will begin their auditing process sometime between May and June. A trial balance sheet will be completed, with the back-up of QuickBooks and the preparation of a General Ledger. Between July and August Maher Duessel will complete a year-end audit. Maher Duessel will bill 90% the week of the audit when they will come on-site and the remaining 10% will be billed when the audit is completed. Maher Duessel advised that bank statements and invoices should be given first to the Treasurer for review and reconciliation and then given to the accountant for processing.

Ms. Brock reported she and Ms. Dow-Ford met with Gift & Associates this past Friday. Gift & Associates will complete the first report, reconciling back to the beginning when the Corporation was created. This will include all paid invoices for the period with a January 31 month-end. All invoices will be provided to Gift & Associates who will issue payment to the payee. Gift & Associates will also utilize their QuickBooks program to reconcile accounts monthly. With minimal activity, this is the cleanest process at this time. The Board can choose to alter their payment method in the future, if desired. Mr. Grover noted both Maher Duessel and Gift & Associates quoted a fee for filing a tax return. He requested clarification on who would do this filing.

ACTION: Ms. Brock will contact Maher Duessel for clarification regarding which entity, should file the Corporation's tax return. The Board will then ask the other entity to adjust their fee accordingly.

Ms. Brock reported the engagement letters to Maher Duessel and Gift & Associates were completed and ready to be distributed.

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

"The Engagement letters to Maher Duessel and Gift & Associates be approved contingent on the clarification of who will process Tax Form 990."

MOTION CARRIED UNANIMOUSLY

Ms. Brock reported she will add Ms. Dow-Ford to the Fulton accounts and to the Crime Policy held with Enders Insurance; as the Bylaws read "the Executive Director shall have the same power in the

name and on behalf of the Corporation to endorse for collection and deposit in any account maintained with any banking institution by the Corporation, all checks or other negotiable instruments payable to the order of the Corporation."

ACTION: Ms. Brock will work with both Fulton Bank and Enders Insurance to add Ms. Dow-Ford to the banking accounts and Crime Policy.

3. Executive Director Report

Ms. Dow-Ford reported that over the past couple weeks she has met with many of the Board of Directors, Coordinator for the City of Harrisburg, Mayor Papenfuse and Capital Region Water (CRW). These discussions were informative and provided insight on what the Board has accomplished to date and the direction the Board is moving in. In particular she wanted to obtain the Stakeholder's vision and the resources that the City and CRW can leverage to promote improvements in the city with the funds available, particularly with infrastructure.

Ms. Dow-Ford reported the independent contractor agreement has been finalized and executed. A copy of the agreement needs to be forwarded to Ms. Brock. Mr. Grover noted he would scan and email a copy of the agreement to Ms. Brock.

Ms. Dow-Ford noted she will purchase a cell phone and laptop, including computer programs, for the purpose of performing her duties as Executive Director and as an independent contractor. The Board will not pay for the cost of these items as initially noted at the last Board meeting. These items will be purchased out-of-pocket by Ms. Dow-Ford, as an independent contractor, and not reimbursed by the Board. Ms. Dow-Ford has the keys to the office space and will be picking up the parking passes in the near future.

The Board discussed where to house their electronic and paper files. Mr. Grover noted the independent contractor should not be the keeper of the records. The Board agreed and noted they could use "the Cloud" for electronic record storage with paper copies kept in a locked filing cabinet in their office at Pinnacle Health. Ms. Dow-Ford will work with Mr. Singleton in obtaining a filing cabinet.

Ms. Dow-Ford proposed that the Board send out an RFP to hire a website developer. She will have a draft proposal at the next Board meeting for review and approval. Names of website developers have been solicited from the Board. A letter of interest will be requested. Mr. Reddig suggested Harrisburg University may also be a good source to contact. The Board and ED will inquire with the web developers regarding a logo that will also be used on company letterhead and envelopes.

Ms. Dow-Ford will begin building a calendar that will not only show scheduled Board meetings, but after the Guidelines are finalized, will also reflect the complete application process. Having this process incorporated in a calendar will assist with publicizing the Board's goals and its application process. This task should begin in early February.

Mr. Grover asked Ms. Dow-Ford to prepare and bring to the next meeting a draft publicity release as a checklist for the Board to review. Ms. Brock suggested the Board prepare a press release reflecting the Board's achievements to date. Mr. Reddig also suggested the Board may want to consider having a press conference.

4. Program Guidelines

Ms. Dow-Ford will distribute the proposed Guidelines to the Board for review and to determine whether the Guidelines fit the Board's goals. At the next Board meeting the Directors should bring their proposed modifications along with them and be ready to discuss the changes they would like to make. Ms. Dow-Ford will also have a scoring matrix for the Board to review.

At this time the Chair suggested that the Board go into an executive session. Mr. Reddig was asked by the Chair to remove himself from the executive session until the Board reconvened back to the regular meeting. Mr. Reddig left the board room.

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

"The Board voted to go into executive session to discuss a potential legal matter. The executive session began at 3:04 p.m. and ended at 3:40 p.m."

MOTION CARRIED UNANIMOUSLY

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

"The Board reconvenes back to a regular session for the completion of the meeting agenda."

MOTION CARRIED UNANIMOUSLY

5. Other Business

The Board provided Ms. Dow-Ford with 5 candidates name for consideration as a replacement for Les Ford. They are Tim Anderson, Jeff Baltimore, Linda Goldstein, Russ Montgomery and David Madsen. Ms. Dow-Ford noted the resumes for these candidates have been either included in the binders that were handed out at the beginning of the meeting or will be forwarded to the Board after today's meeting. Questions to be asked of the candidates are 1.) What their availability is; and 2.) If there are any conflicts of interest that would render them unable to fully perform the duties of a Director of the Board. An electronic vote may be requested of the Board in the near future for the purpose of selecting a new Board member.

The Board further discussed Mr. Laninga's request for consideration to change the time and/or day of Board meetings. Beginning in February and over the next 3 months Mr. Laninga has another obligation that restricts him from attending Board meetings at 2 p.m. The Board agreed they would begin their meetings in February at 10:30 a.m. and revisit this request regarding future meetings.

Ms. Brock reported she had provided verbal notification to the depositories.

Mr. Grover adjourned the meeting at 3:58 p.m.

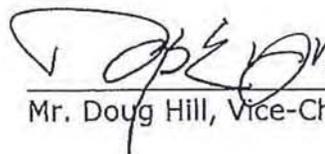
Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for February 2nd at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 2nd day of February, 2016.



Mr. Neil Grover, Chairman of the Board



Mr. Doug Hill, Vice-Chair of the Board

MINUTES

MEETING OF IMPACT HARRISBURG

February 2, 2016, 10:30 A.M.

Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus
2501 North Third Street, Harrisburg

Officers of the Board Present:

Neil Grover, Chair
Doug Hill, Vice-Chair
Brittany Brock, Treasurer
Secretary (vacant)

Board of Directors Present:

Brian Hudson, Director (by conference call)
Dale Laninga, Director
Gloria Martin-Roberts, 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

Mr. Grover advised Mr. Hill he would be a little late arriving at today's Board meeting. Mr. Hill called the meeting to order at 10:34 a.m.

1. Regular Minutes of January 19, 2016

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

"The minutes from Impact Harrisburg Board of Directors regular meeting of January 19, 2016 be amended under the Treasurer's Report - page 1, paragraph 1, last sentence, to state the segregated interest will go back into the 2 accounts for infrastructure and economic development; also amended, page 4 under the motion to go into executive session for the purpose of a potential legal matter; both minutes for regular and executive session be approved as amended."

MOTION CARRIED UNANIMOUSLY

Mr. Grover asked for a motion to go into executive session.

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

"The Board voted to go into executive session for the further discussion of a potential legal matter. The executive session began at 10:41 a.m. and ended at 10:50 a.m."

MOTION CARRIED UNANIMOUSLY



2. Nominations for new Board Member/Board Secretary

Ms. Dow-Ford provided the Board with resumes from 4 candidates, Timothy Anderson, Jeffrey Baltimore, David Madsen and Russell Montgomery, to fill the unexpired term on the Board of Directors. Ms. Dow-Ford noted Linda Goldstein had withdrawn her name from consideration. Ms. Dow-Ford inquired of each candidate the following questions: 1.) What was their availability to participate in Board meetings; and 2.) If there were any conflicts of interest that would render them unable to fully perform the duties of a Director of the Board.

After the Board had a discussion on the candidates, Ms. Martin-Roberts regretfully withdrew David Madsen from consideration due to a scheduling conflict with Board meetings and his work schedule.

The Chair opened the floor for nominations for a candidate to fill the vacant seat on the Board.

- Ms. Martin-Roberts nominated Jeffrey Baltimore; Mr. Singleton seconded.
- Ms. Parker nominated Russell Montgomery; Ms. Brock seconded.

There were no other nominations. The Chair asked the Board to write a name from the two candidates that were nominated on a piece of paper and pass their vote to the Executive Director.

- Jeffrey Baltimore – 2 votes
- Russell Montgomery – 5 votes

Mr. Grover asked Ms. Dow-Ford to notify Mr. Montgomery of the Board's selection to fill the vacant seat on the Board and provide him with a packet that consists of Board minutes and Bylaws.

Mr. Hudson had a prior commitment and ended his participation from the meeting by conference call at 11:10 a.m.

Mr. Grover asked if there was a volunteer from the Board or any nominations by the Board for the position of Board Secretary. Ms. Martin-Roberts nominated Mr. Hudson as Board Secretary.

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

"An offer be extended to Mr. Hudson to fill the position of Board Secretary."

MOTION CARRIED UNANIMOUSLY

3. Treasurer's Report

Ms. Brock reported the Board now has a PO Box which she will provide to Fulton Bank. This is where monthly statements, invoices and correspondence are to be sent. The operating balance is approximately \$153,000. Ms. Brock also noted she set-up ACH wire instructions for payments to be made to Ms. Dow-Ford on the 1st and 15th of each month.

Ms. Brock reported no new invoices were received at this time for approval or payment.

Ms. Brock reported the finance committee met with Wilmington Trust after the last Board meeting on January 19, 2016, to discuss an investment strategy. Wilmington Trust stated that they would like to purchase government bonds at a premium, which is where the market currently stands. The committee made it clear they didn't want the funds invested in anything risky and that the funds should be fairly liquid. An email, dated January 27, 2016, from Wilmington Trust sent to Ms. Brock requested the opinion of the Board on the purchase of bonds at a premium. This stems from their conversation around avoiding losses in the investment portfolio by holding the bonds until maturity. With premium bonds you are purchasing the bonds at a price greater than par (100%), yet the bonds at maturity would have a face value of par. This would appear that the bonds suffered a loss over the

holding period. Yet the increased price comes with an increase in coupon value which will include interest earned and thus a net gain would be attained. Ms. Brock forwarded the email to the finance committee for review and approval.

Ms. Parker asked if Wilmington Trust would be buying the bonds individually or in pools. Ms. Brock was unsure and noted she would inquire with Wilmington Trust and present an answer to the Board by their next meeting.

Mr. Grover noted the finance committee also discussed how to distribute the funds overall in investments. He noted \$6 million would likely be withdrawn this year for infrastructure projects and approximately \$1.5 million will be invested in long-term bonds. The remaining funds would be invested in more liquid investments.

Ms. Dow-Ford recommended the Board may want to invite Wilmington Trust to the next Board meeting on February 16, 2016 to give the presentation the finance committee received at the January 19, 2016 committee meeting to gain a better understanding of bond investments.

Mr. Grover didn't feel the finance committee would be successful in its duties if Board approval was required on their investment decisions. After further discussion the Board agreed they would give the finance committee approval to make the investment decisions on behalf of the Board for the funds at Wilmington Trust and provide the Board with a committee report.

It was moved by Ms. Martin-Robert and seconded by Ms. Parker that:

"The Board authorizes the Finance Committee to direct investments of Impact Harrisburg and trusts the committee to accept or reject Wilmington Trust proposals on how to invest the bonds that are in Wilmington Trust control for economic development and infrastructure improvements."

MOTION CARRIED UNANIMOUSLY

Ms. Brock reported she received clarification from Gift & Associates on who would be preparing the Form 990 and who would be preparing all the tax forms and schedules. Gift & Associates confirmed they would prepare the tax forms and schedules and Maher Duessel will prepare the Form 990. This is consistent with the costs that each outlined in their proposals. Ms. Brock noted only 1 signature was required for the Gift & Associates engagement letter, which she signed. Maher Duessel's engagement letter requires 2 signatures, which she and Ms. Dow-Ford will both sign.

Ms. Dow-Ford reported she contacted Gift & Associates regarding Dan Miller's (Miller Dixon Drake) request to obtain a copy of their proposal for accounting services. Mr. Gift was fine with the Board disclosing the substance of their proposal with Mr. Miller. A letter has been prepared to Mr. Miller and will be sent along with Gift's proposal. A copy of the letter will be sent to the Board electronically.

4. Executive Director Report

Ms. Dow-Ford reported she had purchased a laptop and cell phone. She has access to the office space and will be picking up the parking passes.

Ms. Dow-Ford passed out a draft trifold brochure that can be handed out to the public that provides pertinent information about Impact Harrisburg. Ms. Dow-Ford asked the Board to review and advise any changes prior to the next Board meeting. Changes should be sent to her by email.

Ms. Dow-Ford created a website design and maintenance RFP she'd like to send out as soon as possible to 4 potential firms. A list of the firms will be emailed to the Board after today's meeting. Ms. Dow-Ford asked the Board to review the RFP and provide any changes to her by Friday, February

5th. The due date to respond to the RFP will be approximately February 16th. Ms. Dow-Ford also contacted Harrisburg University regarding their assistance for website design, per Ms. Parker's suggestion, and is hopeful to talk with them in the next couple days. Ms. Dow-Ford will follow-up with the Board through email regarding her discussion with Harrisburg University prior to sending out the website design and maintenance RFP.

Ms. Dow-Ford will design the corporation's letterhead and share a copy of it at the next Board meeting.

Discussion on the calendar was tabled until the next Board meeting as this ties in directly to the application process.

Ms. Dow-Ford reported Capital Region Water is holding a series of forums to talk about "greening" the city. There is a forum today which Ms. Dow-Ford asked to be a part of. This is the beginning of getting the word out about who Impact Harrisburg is and why we exist. Her intentions are to be present, provide a FAQ and have a banner that says "Impact Harrisburg".

A post office box has been opened. The address is PO Box 61403, Harrisburg, PA 17106-1403. Ms. Dow-Ford is the signatory on the PO Box and one other signature is required. The person will have a second key to collect mail and serve as a signatory on the box. Due to time constraints, the Board will discuss who should be the secondary person on the PO Box at the next Board meeting. Ms. Dow-Ford will submit the invoice for reimbursement at the next Board meeting.

5. Program Guidelines

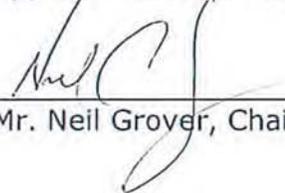
Ms. Dow-Ford noted she had distributed the proposed Guidelines for the Board's review but has not received any replies at this time. She noted to move forward, these Guidelines have to be finalized. The Board agreed this needs to be the focus of the next Board meeting. Ms. Dow-Ford plans to draft 2 application forms by this Friday, February 5, 2016, and will circulate them for the Board's review and comments.

Hearing no further business, Mr. Grover adjourned the meeting at 11:47 a.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for February 16th at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 16th day of February, 2016.



Mr. Neil Grover, Chairman of the Board



MINUTES
MEETING OF IMPACT HARRISBURG
February 16, 2016, 10:30 A.M.
Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus
2501 North Third Street, Harrisburg

Officers of the Board Present:

Neil Grover, Chair
Brittany Brock, Treasurer

Board of Directors Present:

Dale Laninga, Director
Gloria Martin-Roberts, Director
Russ Montgomery, Director
Jackie Parker, Director (by conference call)
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
Brian Hudson, Secretary

Mr. Grover advised the Board he would be a little late arriving at today's Board meeting. Ms. Brock called the meeting to order at 10:42 a.m.

1. Regular Minutes of February 2, 2016

It was moved by Ms. Martin-Robert and seconded by Mr. Singleton that:

"The minutes from Impact Harrisburg Board of Directors regular meeting of February 2, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

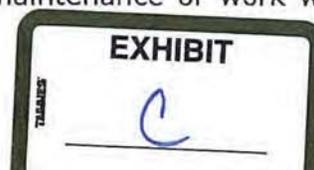
It was moved by Ms. Martin-Robert and seconded by Mr. Laninga that:

"The minutes from Impact Harrisburg Board of Directors executive session of February 2, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

2. Executive Director Report

Ms. Dow-Ford reported she will be meeting with Harrisburg University (HU) tomorrow morning at 11:30 a.m. regarding the prospect of enlisting a student and faculty to build a website for Impact Harrisburg, and to develop a branding strategy. HU advised Ms. Dow-Ford they have the resources and time to assist the Board with creating a website. If after the meeting it appears that HU's timeframe is a little longer than anticipated the Board can then decide if they want to move forward with an RFP process for website development and maintenance or work with HU. Additionally, Ms.



Dow-Ford will discuss with HU the design of Impact Harrisburg's letterhead, envelopes and a trifold brochure, which will all focus on the "branding" of Impact Harrisburg.

Mr. Montgomery inquired if HU was treating their involvement as a special project or as a credit opportunity for students. Ms. Dow-Ford will inquire of their intentions and report back to the Board.

Mr. Singleton stated he noticed when reviewing the trifold that there were no males of color represented and asked Ms. Dow-Ford for this to be a consideration. Mr. Singleton also inquired on the timeline Ms. Dow-Ford was pursuing with HU for the completion of the website. Ms. Dow-Ford believed HU would be able to build a website within a week, with the specifics then added.

Ms. Dow-Ford researched and viewed different program applications and preferred the application format that DCED uses. Ms. Dow-Ford met with Mr. Reddig to discuss using this type of format; however, the challenge will be converting the format to a readable document that can be accessed from Impact Harrisburg's website.

Ms. Brock inquired once the website is designed, will the site be stagnant or will HU or Impact Harrisburg have access to perform ongoing edits to the site. Ms. Dow-Ford emphasized the site should be dynamic as opposed to stagnant, with as much functionality as possible. This will be a factor if the Board uses HU.

Ms. Dow-Ford noted it is hopeful that these services will be provided to the Board at no cost; however, this will need to be clarified with HU.

3. Treasurer's Report

Ms. Brock reported she received an invoice for payment out of the Operating Account from Gift & Associates in the amount of \$315 for their monthly fee, per their executed engagement letter.

Ms. Brock reported all paid invoices, checks and bank statements since inception were forwarded to Gift & Associates for reconciliation. The January month-end bank statement from Fulton Bank should arrive in the next couple days and will be circulated at the next Board meeting.

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

"The invoice from Gift & Associates, in the amount of \$315.00, for their monthly fee, per their executed engagement letter, be approved for payment."

MOTION CARRIED UNANIMOUSLY

The finance committee had a conference call Friday, February 12, 2016, with Wilmington Trust to discuss the investment strategy of the funds.

A sample portfolio was previously distributed to the finance committee for review that outlined the liquidity needs and encompassed the investments of the portfolio.

- 65% will be invested in corporate bonds, which will reap a higher yield than would in treasuries;
- Agencies will account for 20% of the portfolio;
- The average credit quality is Aa3; and
- There are currently no below investment grade securities in the sample portfolio.

Given the need for short-term liquidity, the average maturity and effective duration are lower than the original portfolio provided.

The finance committee approved the following investment strategy with Wilmington Trust.

- \$3.2 million to mature before June 2016; (these funds are what could potentially be granted out to the City for the LED light project);
- Another \$3 million will be invested to mature in the fall timeframe; and
- The remaining (approximately) \$6 million will be laddered out over the next 1-3 yrs.; as these investments mature they will be rolled over into another investment if the need for these funds doesn't materialize when they mature.

Ms. Brock noted the finance committee will have regular communication with the investment manager throughout the application process. It is vital that the Board keep Wilmington Trust abreast of its decisions in awarding grants.

ACTION: Ms. Martin-Roberts asked Ms. Brock to send a copy of the sample portfolio by emailed to Ms. Dow-Ford for distribution to the Board.

The Board would like to invite the Mayor and Shannon Williams from Capital Region Water to a Board meeting for the purpose of learning about what projects they are working on or want to work on and how the two entities can partner together to leverage the funds that are currently available for infrastructure improvements.

ACTION: Ms. Dow-Ford will contact Mayor Papenfuse and Shannon William to arrange having them attend an upcoming Board meeting.

4. Program Guidelines

The Board discussed the proposed Guidelines and agreed on the following changes:

1. Add a clear and concise vision statement emphasizing the Principles for the application process.
2. Identify Diverse Business Enterprises (DBE) to include the following diverse businesses - minority-owned business, women-owned business and veteran-owned business
3. Throughout the document, replace "Guidelines" with "Requirements"
4. Page 2 - replace "Guiding Principles" with "Guiding Requirements"
5. Page 2 - under "Purpose", rewrite these paragraphs to be in alignment with the Bylaws and IRS 501(c)(3) filing.
6. Page 2 - under "Purpose", include involvement with DBE's.
7. Page 2-3 - under "Other General Requirements", add a bullet at the bottom to - "Provide a history in working with DBE's."
8. Page 3 - under "MBE Requirements", second bullet, remove "also encourages" and replace it with "required". (In accordance to Exhibit B)
9. Page 4 - under Deadlines for Applications, remove "semi-annually".
10. Page 4 - under Deadlines for Applications, add that all application periods will be publicly advertised in advance.
11. Page 4 - under "Prevailing Wage", check with legal counsel regarding this bullet.
12. Page 4 - under "Programs", remove the target percentages under Economic Development and Infrastructure Development for Large Project Grants, Community Building Grants and Infrastructure Project Grants; but showing 10 percent for only the Contingency Fund under both funding programs.
13. Page 5 - correct the typographical errors.

14. Page 5 – under “Grant Limit and Match Requirement”, the match requirement detail for \$250,000 to \$500,000 minimum should be a ratio of 1:3 not 3:1.
15. Page 6: under #6 and #7; Page 13: under #4 and #5 – tweak language to strengthen the reporting requirements of the Guidelines and Grant Contract.

Due to time constraints, discussion on the remainder of the Guidelines was tabled until the next Board meeting.

Mr. Grover asked for a motion to go into executive session.

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

“The Board voted to go into executive session for further discussion of a potential legal matter. The executive session began at 12:42 p.m. and ended at 12:54 p.m.”

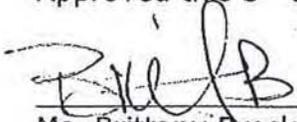
MOTION CARRIED UNANIMOUSLY

Hearing no further business, Ms. Brock adjourned the meeting at 12:55 p.m.

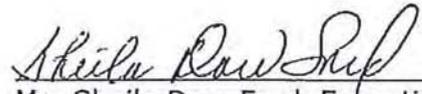
Meeting minutes were submitted by Recording Secretary, Anne Morrow.

*The next Board meeting is scheduled for March 3rd at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 3rd day of March, 2016.



Ms. Brittany Brock, Treasurer



Ms. Sheila Dow-Ford, Executive Director

*The next Board meeting was scheduled for Tuesday, March 1, 2016 at 10:30 a.m., however, due to scheduling conflicts the meeting was reschedule for Thursday, March 3, 2016 at a.m.

MINUTES

MEETING OF IMPACT HARRISBURG

March 3, 2016, 10:30 A.M.

Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus
2501 North Third 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
Karl Singleton, Director

Others Present:

Sheila Dow-Ford, Executive Director
Anne Morrow, Recording Secretary

Officers of the Board Absent:

Doug Hill, Vice-Chair
Russ Montgomery, Director
Jackie Parker, Director
Fred Reddig, Coordinator for the City of Harrisburg

Ms. Dow-Ford called the meeting to order at 10:40 a.m.

Ms. Dow-Ford advised that Mr. Hill, Mr. Montgomery and Ms. Parker had reported they were unable to attend the meeting today and Mr. Grover and Mr. Hudson would arrive a little late.

1. Regular Minutes of February 16, 2016

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

"The minutes from Impact Harrisburg Board of Directors regular meeting of February 16, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

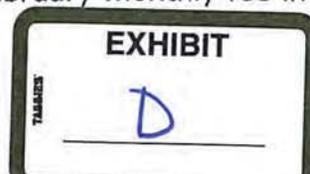
It was moved by Ms. Martin-Robert and seconded by Mr. Laninga that:

"The minutes from Impact Harrisburg Board of Directors executive session of February 16, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

2. Treasurer's Report

Ms. Brock reported 2 invoices were received for payment from the Operating Account. The first invoice was from Pinnacle Health for the monthly fee for phone service in the amount of \$12 and the second invoice was from Gift & Associates for their February monthly fee in the amount of \$315, per their executed engagement letter.



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

"The invoices from Pinnacle Health, in the amount of \$12 for the monthly phone service and from Gift & Associates, in the amount of \$315.00, for their February monthly fee, be approved for payment."

MOTION CARRIED UNANIMOUSLY

Mr. Grover noted he also received an invoice from Cincinnati Insurance. The invoice will be given to Ms. Dow-Ford before submitting it for payment.

Ms. Brock reported Wilmington Trust has begun investing the funds as per the investment portfolio.

No other items were reported.

3. Executive Director Report

Ms. Dow-Ford reported she met with two students from Harrisburg University (HU), Brandon L. Campbell and Nigel Alston, who will work on designing a website for Impact Harrisburg. This web design will be a template for public relations and for creating a branding and other various materials needed to further publicize the mission and work of IH.

Ms. Dow-Ford invited the students to the Board meeting to present their web design and branding ideas. The students shared three different websites, which were presented to the Board by way of their iPhone. After some Q&A, the Board expressed their excitement and was pleased with the designs Nigel and Brandon created. By consensus, the Board agreed on a website design to represent IH.

The main components to the website are the Guidelines and project applications. Ms. Dow-Ford noted to expedite the work required to finalize the Guidelines that the Board delegate to her the duties to create and work with an Ad Hoc sub-committee, which will work on finalizing the Guidelines. This work product will be presented to the Board at its next Board meeting on April 5, 2016 for final approval. The proposed Ad Hoc committee members are Ms. Martin-Roberts, Mr. Laninga, Mr. Singleton, Mr. Montgomery and Ms. Brock. The Ad Hoc committee will meet on Wednesday, March 9th from 1 p.m. – 2 p.m. and on Tuesday, March 15th from 10:30 a.m. – 12:30 p.m.

ACTION: Ms. Dow-Ford will distribute the final draft of the proposed Guidelines to the Board for review and comments on Wednesday, March 30, prior to the next Board meeting.

Work is underway on the two applications for Infrastructure Fund and Economic Development Fund. The City's community development block application will be the template that will be modified towards the needs of IH and used for project applications.

Mr. Grover asked for a motion to go into executive session.

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

"The Board voted to go into executive session to further discuss a potential legal matter. The executive session began at 11:17 a.m. and ended at 11:47 a.m."

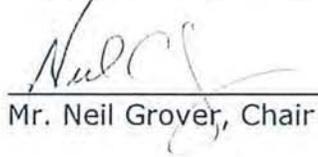
MOTION CARRIED UNANIMOUSLY

The Chair adjourned the meeting at 11:53 a.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

Due to scheduling conflicts the Board was unable to meet on March 16th. The next Board meeting is scheduled for April 5th at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 5th day of April, 2016.



Mr. Neil Grover, Chair



Ms. Sheila Dow-Ford, Executive Director

MINUTES

MEETING OF IMPACT HARRISBURG

April 5, 2016, 10:30 A.M.

Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus
2501 North Third 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
Russ Montgomery, Director
Jackie Parker, 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:

Brian Hudson, Secretary
Karl Singleton, Director

Mr. Grover called the meeting to order at 10:41 a.m.

Mr. Grover advised Mr. Singleton notified him that he would not be in attendance at today's meeting. Ms. Dow-Ford also noted Mr. Hudson advised her that he would not be in attendance at today's meeting.

1. Regular Minutes of March 3, 2016

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

"The minutes from Impact Harrisburg Board of Directors regular meeting of March 3, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

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

"The minutes from Impact Harrisburg Board of Directors executive session of March 3, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

2. Treasurer's Report

Ms. Brock provided the Board with the February 29, 2016 month-end statement she received from the accountant, Gift & Associates. The statements reflect the following current assets:

- Fulton Operating Account: \$144,631.97
- Fulton, Money Market: \$417.15



- Investments: \$12,118,910.50
- Wilmington Trust: \$200,554.05

Ms. Brock reported she is in receipt of an invoice from Gift & Associates requesting payment for their March monthly fee in the amount of \$315, per their engagement letter.

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

"The invoice from Gift & Associates, in the amount of \$315.00, for their March monthly fee, be approved for payment."

MOTION CARRIED UNANIMOUSLY

Mr. Grover noted he was in receipt of an invoice from Cincinnati Insurance in the amount of \$25. The invoice will be submitted to Ms. Dow-Ford for processing by the Treasurer. Ms. Brock noted she will ask for a motion to pay at the next Board meeting. Mr. Grover asked Ms. Brock to contact Cincinnati Insurance and provide them with the Board's PO Box address to avoid any delays with payments.

Ms. Brock reported she had a brief discussion with Wilmington Trust regarding any changes to the investments or if there were any anticipated disbursements. Having none at this time, Ms. Brock had nothing further to report.

3. Executive Director Report

Ms. Dow-Ford reported she invited the two students from Harrisburg University (HU), Brandon L. Campbell and Nigel Alston, to today's meeting to provide the Board with an update on the progress they've achieved with designing a website for Impact Harrisburg. Board members were asked to type the following web address, www.impactharrisburg.org, into their cell phones to access and view the newly created website designed for Impact Harrisburg.

Brandon and Nigel reported the website theme, which the Board selected at the last Board meeting, is now live. The site will only be live for a brief period for the Board to view and then will be inaccessible until all the data is uploaded, which will take approximately 2 weeks. The plan is to have the website up for the public to view by Friday, April 15th.

The students reported the site was installed on DreamHost and the domain name that was registered is impactharrisburg.org. A content manager was also installed, which will allow for easy interface of updates or postings of additional content to the website.

Ms. Dow-Ford suggested paying Brandon and Nigel a small stipend of \$125 each for their time and work with designing Impact Harrisburg's website. She is willing to pay them out of her own pocket and asked for reimbursement if the Board approves of this expense.

Ms. Dow-Ford noted another meeting has been scheduled with Brandon and Nigel for this Thursday, April 7th, at the Heinz-Menaker Senior Center to discuss how to refine the website and for loading more content. She extended an invitation to the Board should they desire to attend.

Ms. Dow-Ford handed out a draft application kit for the Board's review. She noted a meeting is scheduled with Mr. Hudson, Board Secretary, for this Friday, April 8th at 10:30 a.m. at PFHA to review and discuss the guideline requirements and draft application kit. She noted she has already met with the Ad Hoc Committee as well as others on the Board and Mr. Reddig regarding these documents and emphasized Mr. Hudson will also be a good resource with finalizing the requirements and application. Again, Board members are welcome to attend.

Moving forward, Ms. Dow-Ford set some ambitious timelines to finalize the guideline requirements and project application kit. After some discussion, she and Board established the following dates for projects relating to the funding for economic development:

- Round I Application Opening Date: Friday, April 15, 2016
- Public meetings announcing the roll-out for economic development project applications:
 - Heinz-Menaker Senior Center, Monday, April 18th at 5:30 p.m.
 - Hamilton Health Center, Tuesday, April 19th at 5:30 p.m.
 - Latino Hispanic American Community Center, Wednesday, April 20th at 5:30 p.m.
- Pre-application Workshop: Heinz-Menaker Senior Center, Monday, May 16th by 5:30 p.m.
- Round I Application Due Date: Wednesday, June 15, 2016

Ms. Dow-Ford will use traditional media sources and public advertising as well as other community group listings for announcing these important dates to the public.

ACTION: Ms. Dow-Ford was asked by Ms. Brock to put together a list of all media and community groups who will be notified of the economic development application dates. The list will be distributed to the Board electronically by Friday, April 8th.

In reviewing the Guidelines and Application Kit, Ms. Brock presented the following edits/questions:

1. Guidelines: Economic Development Projects - Add to Page 2 under Requirements

Question: Will the Board fund economic development projects that have already started?

Response: The Board agreed projects that have already begun will not be funded.

2. Application Kit: Page 8 and throughout the various program Guidelines

Page 8, #2. Certification from the City's Planning Department that the project is consistent with Harrisburg's Comprehensive Plan.

Response: Yes, the Board agreed.

3. Guidelines: Page 10, Under Process for accessing funds; #2 and Page 13, #2

The Board agreed that this section on both pages should be consistent. Ms. Dow-Ford suggested the Board maintain the language with the understanding that it's going to require careful oversight. The Board also acknowledged the language does state that detailed invoices are required.

4. Guidelines: Exhibit C

Question: Has the scoring matrix been established with the evaluation criteria?

Response: Ms. Dow-Ford noted the scoring matrix hasn't been established at this time but she will work with the Ad Hoc Committee to come up with proposed weighted percentages for each criteria based upon the grid on the back of the guidelines that lays out the factors that are within the scoring matrix, for each category of funding. Once obtained and completed it will be shared with the Board.

Mr. Grover presented the following edits/questions:

1. Guidelines: Page 3 under Other General Requirements; last bullet

- Projects must be audited with 180 days.....

Suggested language:

Projects must be audited independently by a CPA within 180 days...and furnished to the Board.

2. Guidelines: Page 4 under Prevailing Wage – further clarification is needed. This section is also addressed in the application kit.

Response: Ms. Dow-Ford inquired and will inquire again with McNees Wallace & Nurick for clarification regarding Prevailing Wages and will convey a clearer understanding in the program requirements and application kit.

3. Application Kit: Page 16, Exhibit C under Large Economic Development Projects

Remove the extra "0" in the following amounts:

Under Match Requirement - should be listed as \$50,000 to \$250,000, minimum 1:1; \$250,000 to \$500,000, minimum 1:3; and

Under Infrastructure Contingency Fund Guidelines - should be listed as Maximum Grant Amount is \$500,000

The Board decided they would wait before making a motion to accept the Guidelines and Application Kit so that additional technical amendments can be completed.

Ms. Brock volunteered to make the changes to both the Guidelines and Application Kit as discussed.

Once the edits are made, Ms. Dow-Ford will distribute the revised Guidelines and Application Kit for final review on Friday, April 8th.

A 48 hour timeline was agreed upon by the Board to review the final product and hold an electronic vote to accept the Guidelines and Application Kit. Once accepted, Ms. Dow-Ford will work with Brandon and Nigel on loading these documents to the website by Friday, April 15th.

Mr. Grover asked for a motion to go into executive session.

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

"The Board voted to go into executive session to further discuss a potential legal matter. The executive session began at 11:54 a.m. and ended at 12 p.m."

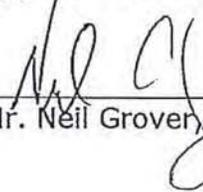
MOTION CARRIED UNANIMOUSLY

The Chair adjourned the meeting at 12 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for April 19th at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 19th day of April, 2016.



Mr. Neil Grover, Chair



Ms. Sheila Dow-Ford, Executive Director

MINUTES

MEETING OF IMPACT HARRISBURG

April 19, 2016, 10:30 A.M.

Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus
2501 North Third 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
Jackie Parker, Director
Karl Singleton, Director

Board of Directors Absent

Russ Montgomery, Director

Others Present:

Sheila Dow-Ford, Executive Director
Fred Reddig, Coordinator for the City of Harrisburg
Anne Morrow, Recording Secretary

Mr. Grover called the meeting to order at 10:42 a.m. Ms. Brock arrived at 11:00 a.m.

1. Regular Minutes of April 5, 2016

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

"The minutes from Impact Harrisburg Board of Directors regular meeting of April 5, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

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

"The minutes from Impact Harrisburg Board of Directors executive session of April 5, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

2. Executive Director Report

Ms. Dow-Ford reported the website for Impact Harrisburg (IH) was ready for public viewing by the due date given of April 15, 2016. However, the site was parked and will not be released to the public until decisions by the Board are reached. These decisions will be discussed later in executive session.

Ms. Dow-Ford reported all project applications will be accessible on the website and can either be downloaded or completed online. Brandon Campbell and Nigel Alston, who have been assisting IH with the website, have put a tremendous amount of work into creating the website for IH. Brandon



has been the lead person on the project with Nigel assisting when able. Due to Nigel's workload on another project, Ms. Dow-Ford recruited another student, Nora Peach, from Harrisburg University to help with populating the site and with the branding of IH. Ms. Dow-Ford inquired with Nora regarding the cost for the branding of the website and brochure. An amount of \$200 was quoted, which Ms. Dow-Ford felt was a bargain. An example of the brochure was handed out to the Board for their review. It was noted that the end result will be a tri-fold brochure that will conform to the large economic application kit. Ms. Dow-Ford noted she was aware that resources had been put aside for these types of services and that the Board had discussed creating a budget but that a budget was not established at this time. An invoice was submitted to Ms. Brock for Nora Peach's services in the amount of \$200.

At the last Board meeting Ms. Dow-Ford noted she wanted to give the students a stipend for their services. Mr. Hudson suggested a payment of some type should be considered for the student's time and work that was put into developing the website and branding for IH. The Board was in agreement. Ms. Dow-Ford proposed the following payments: \$500 be paid to Brandon Campbell, project leader; \$250 be paid to Nigel Alston, project assistant and \$200 to Nora Peach, project assistant. Ms. Dow-Ford noted Nora is finalizing the branding work and will be submitting one or two additional invoices for payment. Ms. Dow-Ford noted if the Board went elsewhere for these services (the creation of an entire website and branding) the cost would most likely go over \$1,200.

Mr. Grover suggested that the Board pass a line item budget for these services.

It was moved by Mr. Grover and seconded by Mr. Hudson that:

"A website IT budget be approved for the remainder of 2016 with a \$3,000 allocation; and that any expenses related to this line item be tracked by invoices and/or receipts, and be reported to the Treasurer and Board."

MOTION CARRIED UNANIMOUSLY

Ms. Dow-Ford provided the Board with a sample application and reviewed it with the Board. She noted an application form was designed for each program. At the bottom of each application there is a checklist to assist the applicant in cross-checking their information and paperwork. Ms. Martin-Roberts requested a complete packet of program applications once they are finalized. Mr. Reddig also suggested including a filing address and/or email address that identifies the location of where the applications are to be submitted.

ACTION: Ms. Dow-Ford will paginate and date each program application and provide a complete packet electronically to the Board once finalized.

Ms. Dow-Ford acknowledged she is currently working out of the office of Heniz-Menaker Senior Center at 1824 North Fourth Street, Harrisburg. Heniz-Menaker Board has agreed to allow Ms. Dow-Ford to utilize some space at the Center until she is able to move into a permanent office location. Ms. Dow-Ford is giving an in-kind contribution to the Center and is not being charged for the space she is using at the Center to conduct IH business. The current office space at Pinnacle Health is not conducive to business at this time. Ms. Dow-Ford will look for a different office location that is readily visible and accessible to the public.

Ms. Dow-Ford reported she scheduled several public meetings at the following locations and time. At these public meetings, Ms. Dow-Ford will provide insight on the organization, program information along with the project application deadlines. These meetings have been posted on the local neighbor website, "Nextdoor Downtown Harrisburg" and an interview was conducted with WGAL-TV.

- Tuesday, April 19 – Latino Hispanic American Community Center (LHACC) at 5:30 p.m.
- Wednesday, April 20 – Hamilton Health Center at 5:30 p.m.

- Monday, April 25 – Heinz-Menaker Senior Center at 5:30 p.m.
- Thursday, April 28 - Latino Hispanic American Community Center (LHACC) at 5:30 p.m.
- Tentative meeting - Monday, May 2 – Madeline L. Olewine Library at 5:30 p.m.

3. Treasurer's Report

Ms. Brock reported she received the Fulton Bank month-end statement for March 31, 2016 showing the current balance in the operating account is \$127,018.73.

Ms. Brock reported she has several invoices for approval. The first is an invoice from Pinnacle Health in the amount of \$10.90 for the March monthly phone service.

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

"The invoice from Pinnacle Health, in the amount of \$10.90, for the March monthly phone service, be approved for payment."

MOTION CARRIED UNANIMOUSLY

Three invoices were from McNees Wallace & Nurick in the amounts of \$4,052.32 and \$3,128.20 for litigation services, and \$8,020.87 for organizational services.

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

"The invoices from McNees Wallace & Nurick, in the amount of \$4,052.32 and \$3,128.20 for litigation services, and \$8,020.87 for organizational services, be approved for payment."

MOTION CARRIED on a 7-1 vote with Mr. Singleton voting no

Further discussion then occurred regarding the limit that was agreed upon by McNees Wallace & Nurick for litigation services. Mr. Grover and Ms. Dow-Ford agreed they recalled that the Board agreed to set a cap of \$8,000 for litigation services by McNees Wallace & Nurick and that this had been discussed with the firm. The Board decided to review prior meeting minutes to determine what the cap limit amount was set at before paying the invoices.

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

"The motion to pay the invoices from McNees Wallace & Nurick in the amount of \$4,052.32 and \$3,128.20 for litigation services and \$8,020.87 for organizational services be rescinded until information regarding the capped amount is confirmed and an electronic vote can then be taken."

MOTION CARRIED UNANIMOUSLY

Ms. Brock asked for a motion to pay an invoice from Nora Peach in the amount of \$200 for graphic and IT services relating to IH website and branding.

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

"The invoice from Nora Peach, in the amount of \$200, for graphic and IT services relating to IH website and branding, be approved for payment."

MOTION CARRIED UNANIMOUSLY

Ms. Brock reported she received a quarterly statement ending March 31, 2016 from Wilmington Trust. The statement reflected the following:

- Ending Market Value: \$12,059,721.88
- Asset Allocation: \$9,314,497.86 (77% in fixed income) and
- Cash & Equivalence: 23% (funds that are anticipated for grants)
- Yield: 1.36%
- Estimated Annual Income: \$245,376.84

Mr. Reddig provided comment on the budget issue and advised that there is some guidance in the Court Order that approved the Task Force report in terms of administrative costs. This guidance should be taken into account as part of the development of the budget. The Board was receptive.

The Board went then went into executive session.

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

"The Board voted to go into executive session to further discuss a legal matter and other concerns with the project applications. The executive session began at 11:38 a.m. and ended at 12:48 p.m."

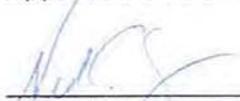
MOTION CARRIED UNANIMOUSLY

The Chair adjourned the meeting at 12:48 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for May 5th, at 10:00 a.m. at the Pennsylvania Housing Finance Authority, 211 North Front Street, Harrisburg, PA.

Approved this 5th day of May, 2016.



Mr. Neil Grover, Chair



Mr. Brian Hudson, Secretary

MINUTES
MEETING OF IMPACT HARRISBURG
May 5, 2016, 10:30 A.M.
Pennsylvania Housing Finance Authority
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

Board of Directors Absent

Doug Hill, Vice-Chair
Brittany Brock, Treasurer

Others Present:

Sheila Dow-Ford, Executive Director
Fred Reddig, Coordinator for the City of Harrisburg
Anne Morrow, Recording Secretary

Mr. Grover called the meeting to order at 10:21 a.m.

Ms. Dow-Ford provided a brief update on the public presentations that took place over the past 2 weeks. Five community sessions were held at the following locations:

- Tuesday, April 19 – Latino Hispanic American Community Center (LHACC) at 5:30 p.m.; 17 participants attended
- Wednesday, April 20 – Hamilton Health Center at 5:30 p.m.; 17 participants attended
- Monday, April 25 – Heinz-Menaker Senior Center at 5:30 p.m.; 13 participants attended
- Thursday, April 28 – Latino Hispanic American Community Center (LHACC) at 5:30 p.m.; 6 participants attended
- Monday, May 2 – Madeline L. Olewine Library at 5:30 p.m.; 15-17 participants attended

Major questions and concerns by the community:

- Match: hard versus soft

Further Board discussion will take place in executive session after the presentations are given by Capital Region Water (CRW) and the City of Harrisburg.

Mr. Grover's opening statement noted that the Board has been given the responsibility of being good stewards of public money, and the Board is performing their due diligence with what the court has entrusted to them as a Board.

Past year Accomplishments by the Board

- The creation of a Non-profit Corporation,



- The process of selecting an Executive Director, Financial Advisor, Accountant, Auditor and Depository Bank.
- Creation of a website and branding of Impact Harrisburg,
- Project Application Kits and
- Public Presentations

The Board's commitment is to release infrastructure improvement funds to CRW and the City, the only two applicants able to receive these funds, by year-end. The infrastructure fund has a little over \$6 million available to be granted to these entities. The Board acknowledges that the needs for infrastructure in the City far exceed the available funds.

The Board's intent from the last Board meeting was to have both parties come before the Board at the same time to present each entity's infrastructure needs. The purpose of these presentations is to help the Board prioritize current and/or future projects and to see how CRW and the City can partner together on projects and to see how the funds can be best leveraged.

Presentations were provided by Capital Region Water (CRW) and the City of Harrisburg with relation to infrastructure project for the City of Harrisburg.

I. Capital Region Water (CRW) - Proposed Infrastructure Projects

Ms. Shannon Williams, CEO of CRW, noted CRW stewards the public water resources servicing the Harrisburg area: drinking water, wastewater and stormwater. CRW oversees a combined annual budget of nearly \$60 million including \$24 million in Capital Projects. The following proposed projects have not been officially approved by CRW's Board of Directors but are projects that Ms. Williams and her staff have identified that fit the criteria for eligibility and are the basis for these funds.

Team Members that spoke on behalf of CRW were: Ms. Shannon Williams, P.E., CEO, Mr. Marc Kurowski, P.E., Chairman and Ms. Lexie Grant, Grant and Funding Coordinator

- A. **City Beautiful H₂O: Wet Weather Compliance (MS4 & CSO) Projects within the City of Harrisburg** (Total Project Cost: \$17 million [\$5 million IH Funds Request; \$12 million CRW Match])
 - i. Blue or green roofs on City buildings
 - ii. Improvements to City parks and playgrounds that include stormwater management
 - iii. Conversion of blighted properties to green space (parks, gardens, etc.)
 - iv. Other green stormwater infrastructure on City-owned properties (Through the Strong Plan a Shared Services Agreement was entered into by CRW and the City, interconnecting both parties.)
- B. **City Beautiful H₂O: Community-Based Greening** (Total Project Cost: \$700,000 [\$350,000 IH Funds Request; \$350,000 CRW Match])
 - i. Programs focused on wet weather compliance including green stormwater infrastructure
- C. **Harrisburg City-wide Failing sewer Replacement Project** (Total Project Cost: \$1.5 million [\$750,000 IH Funds Request; \$141,760 H₂O PA Grant Awarded; \$608,240 CRW Match])
 - i. Continue operation of the system
 - ii. Avoid the formation of sinkholes and other complicating issues associated with pipe failure
 - iii. Extend the useful life of the existing system

- iv. Decrease the costs associated with conveying and treating groundwater infiltration and stormwater inflow
 - v. Improve the hydraulic capacity of the system
 - vi. Decrease the probability of further failure and deterioration in the system
- D. **CRW finished Drinking Water Reservoir Rehabilitation Project** (Reservoir Park) (Total Project Cost: \$870,000* [\$435,000 IH Funds Request; \$435,000 CRW Match]) *Project costs may change depending on the findings of the cleaning and inspection portion of the work
- i. Exhibits issues expected from a facility of its age and level of maintenance
 - a. Evidence of tank leakage by the surfacing of springs with chlorine residue
 - ii. Draining, cleaning, inspection and rehabilitation of upper finished water reservoir
- E. **Harrisburg AWTF Headworks Screening Project** (Total Project Cost: \$5.5 million [\$3 million IH Funds Request; \$2.5 million CRW Match-requested through PENNVEST]) CRW will be applying for funding through PENNVEST on May 11 and expects notification on an award within a 60 day period.
- i. Will provide the necessary protection for CRW's new biological nutrient removal system improving system efficiency and reducing the cost of treatment borne by City ratepayers
- F. **Arsenal Boulevard Sewer Rehabilitation Project** (Total Project Cost: \$1.5 million [\$750,000 IH Funds Request; \$750,000 CRW Match]) *Project is not budgeted.
- i. CRW and PA DEP identified release of wastewater to an unnamed tributary to Asylum Run caused by a series of damaged sections of CRW's Asylum Run interceptor.
 - a. Repair this severely damaged section following the recommendations made within a condition assessment of the Arsenal Blvd. area's sanitary sewer CCTV investigation
 - b. Address the severe structural, operational and maintenance deficiencies
 - c. Due to the severity of these deficiencies and their adverse impact on health and safety, CRW will need to complete this project as soon as possible even though it was not included in the 2015-2016 budget.
- G. **Citizen Assistance Program for Water/Sewer Line Repair/Replacement*** (Total Project Cost: \$5 million [\$2.5 million IH Funds Request; \$2.5 million CRW Match]) *Contingent upon legal ability to implement such a program under the Municipal Authorities Act. *Project is not budgeted for this year.*
- i. As a benefit to Harrisburg residents that cannot afford required maintenance of their service laterals, CRW will develop, operate and maintain a revolving loan/grant program to assist with the financing costs associated with sewer/water lateral repairs or replacement.
 - ii. The Water/Sewer Line Repair/Replacement Program will provide a way for City residents to pay for the cost of repairs to their sewer and water service line(s). Repair work will be completed, and the cost will be placed on the property owner's water and sewer bill and paid over a five-year period at a low interest rate.

Board Questions and Answers:

- Ms. Dow-Ford: What is the expense for a home owner?
- Ms. Williams: It can range between \$5,000-\$10,000 but depends on variables; how deep or how long the lateral is or if the repair is under a sidewalk or roadway.
- Ms. Dow-Ford: Is CRW doing the research to confirm if it is permissible under the Municipal Authorities Act?
- Ms. Williams: Yes, CRW is doing the research. It may be different under sewer vs water because of the impact on our Wet Weather Program.
- Ms. Martin-Roberts: How many home owners do you think are affected?
- Ms. Williams: CRW doesn't have a good handle on the number of property owners who are affected at this time. CRW is currently aware of a hand full of residents. They are working with the City to make sure they are collaborating on issues that arise as well as sharing information with the home owner regarding the home owner's responsibilities.
- Ms. Parker: The City dealt with a shared lateral issue and the City was able to help the property owner.
- Ms. Dow-Ford: Are there other funding sources for this project? The questions being asked have come up at the community meetings.
- Ms. Parker: No, the funding is limited. But as more come up Ms. Williams has a point that it's related to aging structure.
- Ms. Grant: Once a program is established, CRW can leverage additional funds from private donors for this type of program.
- Mr. Grover: Would it be that the laterals are basically as old as the sewer?
- Ms. Williams: Yes.
- Mr. Singleton: Is there something specifically we can do for home owners when a lateral/party line is involved, if it's indicated that the project is for a senior citizen? Understanding we may not be able to assist everyone but is there something CRW can drill down on to assist some home owners?
- Ms. Williams: As CRW develops this program, we would establish our eligibility requirements and depending on the additional fund sources, there may be additional pockets of money available to match that's related to the senior population and/or related to low income population or some other type. This program is in the conceptual stage but it's something that is on our list of projects. It's being presented today to see if this is something IH is interested in funding.

- H. **Water & Sewer Incentives for Economic Development*** (Total Project Cost: \$498,000 [\$249,000 IH Funds Request; \$249,000 CRW Match]) *Contingent upon legal ability to implement such a program under the Municipal Authorities Act. *Project is not budgeted for this year.*
- i. The City Beautiful H₂O Water and Sewer Economic Development Project will subsidize water and sewer rates for new businesses and provide water and sewer fee forgiveness for previously vacant or blighted properties within the City of Harrisburg.

Board Questions and Answers:

Mr. Hudson: That cost could be greater depending on the number of blighted properties in the city as you move forward with this project?

Ms. Williams: Yes.

Ms. Dow-Ford: Are there funds set up in other cities that you've researched?

Ms. Williams: There has not been much research on this project at this time.

Ms. Martin-Roberts: Have you prioritized these projects?

Ms. Williams: These are the projects that CRW has identified and were presented to the Board at the last Board meeting 2 weeks ago. There were several questions that were raised from the Board members that couldn't be answered. She hoped to get some guidance from IH as we move forward.

Ms. Williams ended CRW's presentation by stating some of these projects are shovel-ready projects. Any funds Impact Harrisburg is willing to grant towards these projects will be beneficial. There may be some projects that arise from the City's Comprehensive Plan or out of the CRW Green Infrastructure Plan that would also benefit from these funds. If IH is looking to spend the money right away then these are the projects IH can review to fund. If the desire is to wait to see what the City's Comprehensive Plan recommends and for both CRW and the City to work on a larger project together, to leverage additional funding thru FEMA or the Core of Engineers, then those projects are not ready at this time but CRW is more than willing to enter into a conversation to assess these types of larger projects.

Mr. Kurowski reiterated CRW presented several projects today that are ready to go projects if this is the direction IH wants to proceed with. However, from the perspective of the CRW's Board, with the City's Comprehensive Plan near completion and IH's infrastructure application kit pending, it may be that IH might want a bigger footprint, a wider base for innovative economic development/infrastructure projects for the City. That type of project will take a little longer to evaluate and isn't something CRW can identify today. With that said it may be best to hear what projects the City has identified to see what project(s) makes the most sense to everyone.

Board Questions and Answers:

Mr. Hudson: Of the list presented which project(s) would you identify as being more critical because it would either be more costly or have a negative impact on City residents down the road?

Mr. Hudson: Also, is the source of CRW's match on these projects from your fund balance?

Ms. Williams: Yes, if those projects are identified with a CRW match then it's currently identified as a project CRW has allocated funds for. We are continuing to find alternative funding but a lot of the projects are included in our Capital Program budget.

Mr. Hudson: With regard to the request for PENNVEST assistance, where does that stand?

Ms. Williams: CRW has submitted an application in the last funding round but our permits weren't quite buttoned up in time.

Ms. Grants: CRW will be applying on May 11, 2016 and should receive a response in 60 days as to whether CRW will get funded.

Mr. Reddig: What is the scope of that project?

Ms. Williams: That's the Headworks Project.

- Mr. Reddig: Have you talked with PENNVEST about the MS4 project? I've had discussion with them with respect to other communities and they are very interested in stormwater related projects.
- Ms. Williams: CRW continues to dialog and work with them on projects CRW has identified. A lot of the upfront work right now on the City Beautiful work involves a lot of planning and design type work as opposed to implementation. Once we get to the implementation phase we anticipate requesting help from PENNVEST. We will also be looking at potential bond funding on some of the projects as we move forward.
- Mr. Grover: Is there a priority from this list that CRW presented? It's a long list and the Board would like to know which project(s) CRW wants to move forward on first?
- Mr. Kurowski: This was the question CRW was coming to the table with as it depends on what lens you want to apply to prioritization. CRW could build every one of these projects and all are needed tomorrow. CRW would like direction from IH on what type of projects IH wants to fund. It may be best to wait to see what projects are put on the table by both parties, see the criteria matrix and then make a decision.
- Mr. Montgomery: Regarding the Citizen's Assistance Program, is this project budgeted?
- Ms. Williams: No, this project is not budgeted. The last 3 projects are not budgeted for this year; Arsenal Blvd. Sewer Rehabilitation Project, Citizen Assistance Program for Water/Sewer Line Repair/Replacement and Water & Sewer Incentives for Economic Development.
- Ms. Parker: The last project for the Water & Sewer Incentives for Economic Development, working with other communities, most water authorities will work with developers, especially if they are large water users. To me that isn't something that we would need to use IH money for. Shouldn't CRW be doing that since you'd be helping with economic development project?
- Ms. Williams: Again, it depends on the legalities of it. I don't know which customers they are. My understanding of the law is that we cannot provide different rates for different customers. We can provide different rates for different customer classes but not for particular customers. There are ways that this can be done and worked through but we would have to make the business case for it to show that it's in the best interest of our rate payers.
- Ms. Parker: And the forgiveness, you can do this also for vacant or blighted properties in the city?
- Ms. Williams: If it were a holistic program, yes.
- Mr. Reddig: The Arsenal Blvd. Sewer Rehabilitation Project you said is not budgeted, though that would have an adverse impact on the health and welfare, would it not?
- Ms. Williams: Yes, it absolutely would.

II. City of Harrisburg (City) - Proposed Infrastructure Projects

Mayor Papenfuse advised the City's presentation will reflect infrastructure projects that have been determined and prioritized, presented to the public, ratified by City Council and are critically essential to the City's economic recovery. Wayne Martin, City Engineer, will begin by talking about what the infrastructure priorities are of the City, Geoffrey Knight, Director of Planning, will discuss how the City's priorities mesh with the public's priorities as expressed

during the recent Comprehensive Planning process and Bruce Weber, Director of Finance, will end the presentation by talking about why IH's funding is necessary for these projects to move forward and will talk about the dire financial straits of the City and why the City can't afford to wait for funding. The City doesn't have the opportunity to borrow or the luxury of waiting for other types of funding. Mayor Papenfuse stressed that these projects will not be able to happen without the funding support of Impact Harrisburg.

Team Members that spoke on behalf of the City were: Mayor Papenfuse; Mr. Wayne Martin, P.E. Esq., City Engineer; Mr. Geoffrey Knight, AICP, ASFPM, Director of Planning; and Mr. Bruce Weber, Director of Finance.

- A. **Harrisburg Streetlight Project** (Recommended through the Harrisburg Strong Plan; Total Cost: \$3.1 million)
- i. Replacement of 6,127 metal halide/mercury vapor and high pressure sodium roadway luminaries into energy efficient LED roadway luminaries.
 - ii. The cost savings per year will be \$422,395 (This savings is enough to power electricity to 293 homes every year.)
 - a. With the cost savings over 7 years, the City will be able to seal 500,000 linear feet of cracks (this is the most efficient, cost effective way to seal and maintain asphalt roads),
 - b. Repair 63,000 square feet of potholes (average pot hole is 4' x 4'; total would be a little less than 4,000 pot holes),
 - c. Pave over 2 miles of neighborhood streets, and
 - d. These savings will also help CRW (inlets would be replaced or have rehabilitation completed).
 - iii. Annual Maintenance savings will be \$157,379
 - iv. This will lead to a reduction of crime and encouragement of private investment/development.
 - v. 4,012 of 4,250 of cobrahead fixtures have been installed (94% completion)
 - vi. 1,420 of 1,824 of the decorative and miscellaneous fixtures have been installed (78% completion)

Board Questions and Answers:

- Ms. Dow-Ford: How would this coordinate with CRW? Citizens are always talking about when the streets are dig up what's going on underneath?
- Mr. Martin: Two streets were completed last year on South 17th & 15th Streets. First thing the City did was notify all the utilities. CRW is a utility and was notified. UGI and NRG identified some problems with their facilities. Through the Shared Services Agreement the City handled and paid for all the design work, specifications, and bidding. CRW reimbursed the City for all this cost.
- Ms. Martin-Roberts: Regarding potholes, Mr. Martin said this would help with the employment of City residents. What does that mean? I know you have union issues so you can't just hire people off the streets. Tell us how this is specifically going to help employ City residents.
- Mr. Martin: Currently the City budgets approx. \$200,000 a year to repair streets. Most of the money is used for materials, like asphalt. If the City tripled the amount of money available for repairs, which is essentially what the City is proposing. The City would like to hire additional employees to assist with items a. & b. above. This would save using State Liquid Fuels Funds and would be allocated by City Council for other purposes. Funds could be allocated to labor, maintenance, or contracted forces. It's the

Administration's proposal to do a blend with its annual allocation. Some of the work would stay in-house with the City's own forces but some work may need to be sourced out.

Mayor Papenfuse: This would give the City the option of potentially continuing to grow our Unionized Neighborhood Services workforce, which the City grew last year and had a positive impact on City services. Without the funding the money would simply go to the bank and we would not have that option.

- B. **MultiModal Project** (Recommended through the Harrisburg Strong Plan; Total Cost: \$3 million) The Strong Plan didn't lay out how the Department of Transportation was to give the City of Harrisburg \$10 million dollars. Through various meetings and collaboration, the parties determined the MultiModal grant program would be the mechanism for the Department of Transportation to provide funds to the City, however, there is a 30% matching requirement.
- i. PennDOT committed to working with the City to assist with its transportation infrastructure needs by providing \$2 million for eligible highway and bridge projects in the city for each calendar year from 2014 through 2018.
 - a. City street resurfacing: 15th Street from Herr Street to State Street; 17th Street from Sumner Road to Hanover Road; Marion Street from Reily Street to Verbeke Street (Total Cost: \$960,000; [Local Cost: \$288,000; State Cost: \$672,000]) Project Completed/Funds received
 - b. 3rd Street resurfacing: Chestnut Street to State Street; Forster Street to Muench Street and Maclay Street to Seneca Street (Total Cost: \$3,740,000; [Local Costs \$1,122,000; State Cost: \$2,618,000]) Issued design RFP Sept. 11, 2015; Construction: July-October 2016
 - c. Berryhill Street pedestrian improvements: 19th Street to Cameron Street (Total Cost: \$750,000; [Local Cost: \$225,000; State Cost: \$525,000]) Construction: 2020
 1. Will improve pedestrian safety and multimodal function,
 2. Roadway improvements,
 3. Signal improvements at Derry Street/Berryhill Street and 19th Street and
 4. Traffic calming measures.
 - d. N. 17th Street reconstruction: Herr Street to Arsenal Blvd (Total Cost: \$1 million; [Local Cost: \$300,000; State Cost: \$700,000])
 1. Replace traffic signal at North 17th Street and Arsenal Blvd. with a modern-day roundabout,
 2. Reduction of crashes at awkward intersection,
 3. Improve the level of service,
 4. Reduce vehicle conflicts with pedestrians and bicyclists and
 5. School District use of land as a bus transportation center.
 - e. North Second Street, North 7th Street and Division Street MultiModal: Second Street from Division Street to Mulberry Street; 7th Street from Maclay Street to Division Street; Division Street from 7th Street to Front Street (Total Cost: \$7,835,714; [Local

Cost: \$2,350,714; State Cost: \$5,485,000] Construction: 2017-2018

1. Converting North Second Street to a Two-Way street,
2. Remove traffic signals along North Second Street,
3. Improve pedestrian crossing at North 7th Street between Herr Street and Reily Street (PHEAA),
4. Other improvements stated in the PennDOT letter to Mayor Papenfuse dated February 12, 2015,
5. Retime lights along Maclay Street corridor,
6. More pedestrian and bicycle friendly,
7. The project will impact the most vulnerable residents,
8. Traffic flow with proposed composting facility,
9. Utility coordination is already completed,
10. Ties in with other projects and
11. History for project but also fits current planning trends.

Second Street Study

- Projects will involve the replacing of inlets and rehabilitation; partnering with CRW.
- PennDOT deemed this project ¹feasible but must be supported by a number of improvements on Second Street as well as other area roadways in order to safely accommodate redistributed traffic."
- ²"By converting Second Street to a two-way street, southbound traffic will have additional access to Forester Street allowing local travelers a more convenient route to the central business district and Capitol Complex."
- ³"Once Second Street has been converted to a two-lane, two direction roadway, commuters currently traveling out of the City via Second Street will need an alternative route."

Board Questions and Answers:

Mr. Grover: Is there any coordination with the School District (SD) on their needs regarding the Berryhill Street pedestrian improvements project? Is the SD able to put anything on the table to help match the funds?

Mr. Martin: The City has had discussions regarding the SD's involvement and input. Good ideas were discussed about what could be done with this intersection. As far as the SD committing dollars, we have not had that discussion yet but the SD is willing to coordinate with the City.

Ms. Martin-Roberts: Has the City surveyed residents on Second Street to determine whether they are comfortable with having that increased traffic pattern?

Mr. Martin: Yes. In the past the City has taken a survey regarding the Second Street project. At the time of the survey there was overwhelming support in favor of this project. A survey has not been taken over the past 5 years. Mr. Knight can respond further when he speaks regarding his current involvement with community outreach and the Comprehensive Plan.

Mr. Grover: It's a theory that the traffic will decrease on Second Street. At least that's the concept.

Ms. Dow-Ford: What is the timing in terms of the sequencing of these projects and their prioritizations?

¹ Michael C. Keiser, P.E., PennDOT District Executive, communication by letter, February 12, 2015

² Michael C. Keiser, P.E., PennDOT District Executive, communication by letter, February 12, 2015

³ Michael C. Keiser, P.E., PennDOT District Executive, communication by letter, February 12, 2015

- Mr. Martin: The City's timeline on these projects is outlined above. The Streetlight project is the top priority, which we can reinvest in neighborhoods right away and then the MultiModal projects would follow.
- Mr. Hudson: The letter from PennDOT recommended the Tri-County Planning Commission. Are they involved in the MultiModal project now?
- Mr. Martin: Tri-County Planning Commission did some modeling for the City on Second Street. They will be involved when the preliminary engineering is done and are very much at the table.
- Mr. Grover: Has anyone been able to speak to the point of an alternative corridor?
- Mr. Martin: There are a lot of theories on traffic flow. The one that seems to be getting a lot of attraction, at least with some of the things that New York City is doing, is induced demand.
- Ms. Dow-Ford: Is there dialog currently between the City and CRW regarding the Green infrastructure program?
- Mr. Knight: Yes, I meet with CRW at least once a month to talk about aligning the City's codes and regulations so that we are better able to be in concert with one another when we are doing projects. We bring CRW in whenever we are doing a Planned Development plan and whenever someone comes to us with a big project we reach out to them immediately. We are in constant contact with one another.

Mayor Papenfuse ended the presentation by stating that the City will either need to pay on their debt service loan over the next 7 years for the streetlight project or with the help of IH the City will be able to repave city streets. Simply stated, the City cannot do both. The Mayor further noted he would not have gone forward with the loan or the streetlight project had he not felt it was an appropriate infrastructure project for Impact Harrisburg to fund. The Strong Plan also described this project as being a necessary component of the City's recovery. The next debt service payment is due June 26, 2016 in the amount of \$500,000.

Ms. Dow-Ford advised both CRW and the City that the Board has constructed a one-month time frame for receiving infrastructure applications once applications are available. Fund distribution will be discussed further when the Board reconvenes to finalize these steps. The Board acknowledged they are aware the funds are desperately needed for infrastructure projects and that they will be released as quickly as possible.

Mr. Grover thanked both CRW and the City for presenting their infrastructure project to the Board. The Board will take their fiduciary responsibility seriously in considering funding for these projects.

Mr. Grover asked for a motion to go into executive session.

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

"The Board voted to go into executive session to further discuss the Infrastructure presentations by Capital Region Water (CRW) and the City of Harrisburg, matters relating to project applications and further legal matters. The executive session began at 12:43 p.m. and ended at 2:01 p.m."

MOTION CARRIED UNANIMOUSLY

1. Executive Director Report

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

"The Economic Development and Infrastructure Project Application packages be ratified along with the scoring matrix."

MOTION CARRIED UNANIMOUSLY

2. Regular and Executive Meeting Minutes of April 19, 2016

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

"The minutes from Impact Harrisburg Board of Directors executive session of April 19, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

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

"The minutes from Impact Harrisburg Board of Directors regular meeting of April 19, 2016 be approved as printed."

MOTION CARRIED UNANIMOUSLY

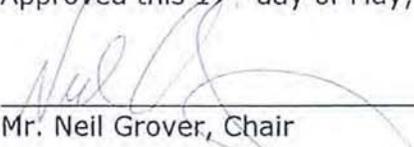
The Board had no further business to discuss.

The Chair adjourned the meeting at 2:02 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

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

Approved this 17th day of May, 2016.



Mr. Neil Grover, Chair



Mr. Brian Hudson, Secretary