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COMMONWEALTH COURT  
OF PENNSYLVANIA

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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 :

**CROSS-APPLICATION OF PA MEDIA GROUP, WITF, INC.  
AND HEARST PROPERTIES INC., d/b/a WGAL-TV  
IN THE NATURE OF A PETITION FOR DECLARATORY RELIEF**

AND NOW come PA MEDIA GROUP, WITF, INC. and HEARST  
PROPERTIES INC., d/b/a WGAL-TV (“Media Parties”), by and through its  
attorneys, NAUMAN, SMITH, SHISSLER & HALL, LLP, and file the within  
Cross-Application in the Nature of a Petition for Declaratory Relief seeking a  
declaration that Impact Harrisburg is an “agency” as defined under the

Pennsylvania Sunshine Act, 65 Pa. C.S.A. §701 et seq., representing in support thereof the following:

### **Jurisdiction and Venue**

1. This Application in the Nature of a Petition for Declaratory Relief is filed pursuant to the provisions of the Declaratory Judgment Act, 42 Pa. C.S. §7531 et seq. This Court has jurisdiction pursuant to Section 7532 thereof and pursuant to this Court's Order of February 25, 2014 at paragraph 3 wherein this Court retained jurisdiction over the financial recovery plan ("Harrisburg Strong Plan") submitted by the Receiver for the City of Harrisburg pursuant to the provisions of the Municipal Financial Recovery Act, 53 P.S. §11701.101 et seq. ("Act 47").

2. By this Court's Order of February 25, 2014, in addition to retaining jurisdiction over the enforcement of the Harrisburg Strong Plan, the Court reaffirmed the effectiveness of its Orders of September 23, 2013 and December 20, 2013 and further ordered that a "Coordinator" would be the "successor to the Receiver for all purposes relating to the Harrisburg Strong Plan and agreements attendant thereto." Order of February 25, 2014, ¶5.

3. The body at issue, Impact Harrisburg, was created pursuant to the express provisions of the Harrisburg Strong Plan ("Plan"), as originally conceived

by the Receiver, and further implemented by the Coordinator, pursuant to the express terms of the Plan as approved by this Court in its Order of September 23, 2013 and subsequent Orders.

4. Media Parties therefore assert that venue in this Court is proper.

### **Factual Background**

5. The averments set forth in paragraphs 1 through 4 above are incorporated by reference.

6. 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.

7. 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.

8. 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.

9. That Order further provided that the Receiver was to develop a “recovery 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.

10. The Receiver proceeded under the Court’s mandate which culminated in the creation of the Plan.

11. On September 23, 2013, the Court approved the Plan and noted that “a second critical component” of the Plan was to be the closing and funding of what was termed the “Parking Transaction.” This transaction involved the sale of the City’s parking garages to a private enterprise.

12. The Court further noted that the closing and funding of this transaction by December, 2013 would, in addition to helping to achieve balanced budgets and meet debt service for the City and its residents, benefit “fundings for City infrastructure improvements [and] economic development within the City.” Order of September 23, 2013, ¶11. The Order further authorized and required the Receiver to “take action necessary to cause the distribution of the resulting proceeds from such transaction [Parking Transaction] pursuant to the terms of the Plan.” Order of September 23, 2013, ¶18D.

13. A portion of the proceeds of the Parking Transaction were to be distributed “pursuant to the terms of the plan.” Order of September 23, 2013, ¶18D.

14. To comply with the Court’s mandate, the Plan provided for the creation of an entity known as “Impact Harrisburg” which was to work “to create a structure for the administration of the 12.3 million dollars that was set aside as part of the parking monetization to address infrastructure needs of the City and to incentivize economic development opportunities to aid the City in strengthening its tax base and addressing critical infrastructure needs thus enhancing the quality of life for City residents.” Plan, modified through 11/25/15, p. 71.

15. A task force created to determine the best method to accomplish the formation of Impact Harrisburg and the oversight of its mission decided the formation of a single non-profit corporation was warranted which was subsequently approved by this Court by its Order of November 25, 2014.

16. The Coordinator then proceeded to appoint a nine member Board of Directors (“Board”) for Impact Harrisburg. Id.

17. None of the members of Board of Impact Harrisburg were elected to those positions.

18. Pursuant to the provisions of Act 47, the City and its officials are under a mandatory duty to undertake the acts set forth in the Plan. 53 P.S. §11701.704.

19. The Board began meeting in 2015 and has continued to meet regularly since then with its most recent meeting believed to have occurred in February, 2016.

20. The Board has not provided notice of its meeting dates nor has it permitted the public to appear for purposes of observing the meetings or to make public comment.

21. Upon information and belief, the Board continues to meet and deliberate, take official action and vote on various courses of action, including the recent hiring of an Executive Director for an annual salary of \$100,000 and the approval of various costs associated with that hiring and with the selection of a financial institution within which to place the 12.3 million dollars it oversees.

22. On January 22, 2016, counsel for PA Media Group wrote to the Chairman of the Board, Neil Grover, Esquire, outlining its position that the Board was an “agency” under the provisions of the Pennsylvania Sunshine Act, 65 Pa. C.S.A. §701 et seq. and that it should be giving public notice of its meetings, holding its meetings, deliberations and votes in public and otherwise complying

with the provisions of the Sunshine Act. A copy of that letter is attached hereto and marked Exhibit "A".

23. A follow-up letter to Mr. Grover was sent by counsel for PA Media Group inquiring as to the position of the Board with regard to the Sunshine Act issue on February 16, 2016. A copy of that letter is attached hereto and marked Exhibit "B".

24. Mr. Grover did speak briefly on two occasions with counsel for PA Media Group and indicated Board was seeking legal advice on the issue.

25. The next contact received was the filing by Impact Harrisburg of its own Application for Declaratory Relief on February 25, 2016 asking this Court to declare that it was not an "agency" under the Sunshine Act.

### Declaratory Relief

26. The averments of paragraphs 1 through 25 above are herein incorporated by reference.

27. 65 Pa. C.S.A. §703 contains the definition of an agency under the Sunshine Act and provides as follows:

The body, and all committees thereof, authorized by the body to take official action or render advice on matters of agency business, of all of the following . . . , any board, council, authority or commission of the Commonwealth or any political subdivision of the Commonwealth or any State, municipal, township, or school authority . . . **or similar organizations**

**created by or pursuant to a statute which declares in substance that the organization performs or has for its purpose the performance of an essential government function and through the joint action of its members exercises governmental authority and takes official action.** (emphasis supplied)

28. Impact Harrisburg is a “similar organization” which has been created pursuant to the authority initially vested in the Receiver and then subsequently in the Coordinator and approved by the Court under the provisions of Act 47 and thus was created “pursuant to statute.”

29. Impact Harrisburg has only two specific missions. First, it is to use the funding available to provide for infrastructure improvements within the City and second, to provide for economic development projects within the City. Both of these functions are essential government functions.

30. The Board has been meeting regularly and has taken the affirmative steps of hiring an Executive Director, selecting a financial institution for the deposit of the funds available to it and begun consideration of guidelines for the awarding of funds to fulfill its mission set forth above. See Minutes of the Meetings of Impact Harrisburg dated December 1, 2015, January 19, 2016 and February 16, 2016, attached hereto as Exhibits “C-1”, “C-2” and “C-3”.

31. The Board has been deliberating and voting on various proposals including those concerning the items set forth in paragraph 30 above. Id.



32. None of its meetings have been open to the public nor has Impact Harrisburg at anytime ever advertised notice of its meetings for the public to attend.

33. The actions of Impact Harrisburg are not merely advisory, but are binding decisions by it on behalf of the City on the projects and items pertaining to its mission as set forth above.

34. Neither the City Council, Mayor nor any other City official may reject, modify or alter the decisions of Impact Harrisburg. 53 P.S. §11701.704.

35. Impact Harrisburg is an agency as defined under §703 of the Sunshine Act and therefore must comply with the provisions of the Sunshine Act.

36. Alternatively, Impact Harrisburg is a *de facto* body, or committee of the City and thus subject to the provisions of the Sunshine Act as any other body or committee with similar powers would be. 65 Pa.C.S. §703.

37. Impact Harrisburg is not complying with the requirements of the Sunshine Act, including but not limited to, public notice of its meeting, public access and public comment at its meetings and the conducting of deliberations, official action and voting in public meetings.

38. Impact Harrisburg denies that it is an agency subject to the provisions of the Sunshine Act. See Application for Relief filed February 25, 2016.

39. An actual controversy exists as to whether Impact Harrisburg is subject to the provisions of the Sunshine Act as an agency.

40. Impact Harrisburg has been entrusted with the custody of and the eventual expenditure of 12.3 million dollars in public funds generated solely by the sale of public assets, i.e. the public parking garages formerly owned by the City.

41. As stated by the Legislature in the opening provisions of the Sunshine Act:

. . . The right of the public to be present at all meetings of agencies and to witness the deliberation, policy formulation and decision-making of agencies is vital to the enhancement and proper functioning of the democratic process and that secrecy in public affairs undermines the faith of the public in government and the public's effectiveness in fulfilling its role in a democratic society.

65 Pa. C.S. §702(a).

42. An entity such as Impact Harrisburg which has control of a large sum of public funds and which decides how those public monies will be spent on public projects in secrecy undermines public confidence in the processes used and the decisions made.

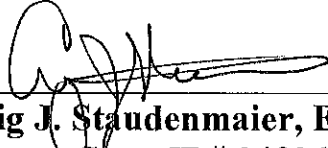
43. Particularly with regard to the City and its financial issues over the past several years, permitting Impact Harrisburg's Board to continue to meet in secret and to render decisions on 12.3 million dollars of public funds without the

public's ability to observe the process and to have input into the process will only serve to further undermine public confidence in the decisions made and, more particularly, in the processes employed.

WHEREFORE, PA MEDIA GROUP, WITF, INC. and HEARST PROPERTIES INC., d/b/a WGAL-TV, respectfully petitions this Court for the issuance of an Order declaring as a matter of law that Impact Harrisburg is an "agency" as defined under the Pennsylvania Sunshine Act, 65 Pa. C.S. §701 et seq., and that as such, it must comply with the requirements of the Sunshine Act and such other relief as the Court may deem just and necessary.

**NAUMAN, SMITH, SHISSLER & HALL, LLP**

By: \_\_\_\_\_

  
**Craig J. Staudenmaier, Esquire**  
Supreme Court ID# 34996

**Joshua D. Bonn, Esquire**  
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Counsel for PA MEDIA GROUP, WITF,  
INC., and HEARST PROPERTIES INC.,  
d/b/a WGAL-TV

**VERIFICATION**

I, CATE BARRON, Vice President of Content/PA Media Group, am authorized to make this verification on behalf of Pa Media Group, and do make the following statement subject to penalties of 18 Pa.C.S. 4904, relating to unsworn falsifications to authority, and do state that as Vice President of Content/PA Media Group, the facts set forth in the foregoing Cross-Application for Relief are true and correct to the best of my knowledge, information and belief.

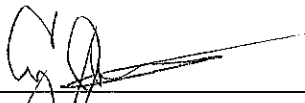


\_\_\_\_\_  
Cate Barron, Vice President of Content/PA Media Group

Date: March 9, 2016

**VERIFICATION**

I, **Craig J. Staudenmaier, Esquire**, a member of the firm of Nauman, Smith, Shissler & Hall, LLP, attorneys for WITF, INC., in the foregoing proceeding, make this verification in behalf of WITF, Inc. as its verification cannot be obtained within the time allowed for the filing of this pleading and making the following statement subject to the penalties of 18 Pa. C.S. §4904, relating to unsworn falsifications to authorities, and do state that as an attorney for WITF, INC., I am authorized to make this Verification on behalf of WITF, INC., and do state that the facts set forth in the foregoing Cross-Application in the Nature of a Petition for Declaratory Relief are true and correct to the best of my knowledge, information and belief.



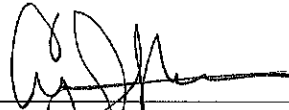
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**Craig J. Staudenmaier, Esquire**  
**Supreme Court ID# 34996**

Date: March 10, 2016

**VERIFICATION**

I, **Craig J. Staudenmaier, Esquire**, a member of the firm of Nauman, Smith, Shissler & Hall, LLP, attorneys for HEARST PROPERTIES INC., D/B/A WGAL-TV, in the foregoing proceeding, make this verification in behalf of HEARST PROPERTIES INC., d/b/a WGAL-TV as its verification cannot be obtained within the time allowed for the filing of this pleading and making the following statement subject to the penalties of 18 Pa. C.S. §4904, relating to unsworn falsifications to authorities, and do state that as an attorney for HEARST PROPERTIES INC., D/B/A WGAL-TV, I am authorized to make this Verification on behalf of HEARST PROPERTIES INC., D/B/A WGAL-TV, and do state that the facts set forth in the foregoing Cross-Application in the Nature of a Complaint for Declaratory Relief are true and correct to the best of my knowledge, information and belief.



---

**Craig J. Staudenmaier, Esquire**  
**Supreme Court ID# 34996**

Date: March 10, 2016

**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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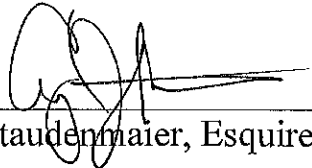
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\_\_\_\_\_  
Craig J. Staudenmaier, Esquire

Date: March 10, 2016



# Nauman Smith

Attorneys At Law

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Harrisburg, PA 17108-0840

Craig J. Staudenmaier  
E-mail: [cjstaud@nssh.com](mailto:cjstaud@nssh.com)  
Telephone Extension 22

January 22, 2016

Neil Grover, Esquire  
Solicitor, City of Harrisburg  
10 North Second Street, Suite 402  
Harrisburg, PA 17101-1681

**RE: Impact Harrisburg and Sunshine Act Issues**

Dear Mr. Grover:

I represent PA Media Group and its print and online properties, The Patriot News and PennLive. It is my understanding that you are currently the Chair of the Governing Board of Impact Harrisburg. It is my further understanding that the meetings of the Board have not been and are not scheduled to be open to the public pursuant to the provisions of 65 Pa.C.S.A. § 701 *et seq.*, commonly referred to as The Sunshine Act. Through discussions with my client and its reporters that have addressed this issue with you and other members of the Board, I am advised that the Board does not believe that it is subject to the open meeting provisions of the Act as Impact Harrisburg is a 501(c)(3) organization and the belief that it does not fit the definition of "agency" under the Act.

I have reviewed various documents, including the Harrisburg Strong Plan, minutes of your past meetings, the Municipal Financial Recovery Act and various Orders of the Commonwealth Court throughout the receivership proceedings which began back in late 2011. Based upon that review, I am writing to you as Board Chair to request that the Board reconsider its position, and that it immediately begin to hold its meetings in public, and that it comply with the notice and other applicable provisions of the Sunshine Act. I have summarized below my analysis which leads to this conclusion and hope that it will convince the Board of the correctness of this position before further proceedings occur outside of public view.

As you are probably aware, the origins of the Sunshine Act arise from the post-Watergate era. The Act in Pennsylvania and similar ones throughout the country were meant to cast light on the "deliberations, official action and votes of public bodies to ensure that the public had notice of meetings where such action would occur and a chance to personally view government in action." This overriding principle is set forth in the Act's statement of purpose which provides:

The General Assembly hereby declares that it be the public policy of this Commonwealth to ensure the right of its citizens to have notice



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Neil Grover, Esquire  
Solicitor, City of Harrisburg  
January 22, 2016  
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of and the right to attend all meetings of agencies at which any agency business is discussed or acted upon as provided in this Chapter. 65 Pa.C.S.A. § 702(b).

The General Assembly further announced that allowing the public to attend meetings was “vital to the enhancement and proper functioning of the democratic process and that secrecy in public affairs undermines the faith of the public in government.” *Id.*, at § 702(a). Generally speaking, the Act applies to “agencies.”

The definition of agency is broad. Within the definition, the following language appears:

The body, and all committees thereof, authorized by the body to take official action or render advice on matters of agency business, of all the following: the General Assembly, the Executive Branch . . . , any board, council, authority or commission of the Commonwealth or any political subdivision of the Commonwealth or any State, municipal, township or school authority . . . **or similar organizations created by or pursuant to a statute which declares in substance that the organization performs or has for its purpose a performance of an essential government function and through the joint action of its members exercises governmental authority and takes official action.** (emphasis supplied) 65 Pa.C.S.A. § 703.

A careful analysis of how Impact Harrisburg came into existence reveals that it appears to fit the definition of a “similar organization created by or pursuant to a statute . . .” Even entities which do not appear to be “typical” government bodies have been found to be an agency under the Act and subject to its provisions.

For example, the Commonwealth Court has held that “empowerment teams” of distressed school districts created pursuant to the provisions of the Education Empowerment Act were found to be *de facto* school boards or, at a minimum, committees of the school district subject to having their meetings held in public session pursuant to the Sunshine Act. Patriot News Co. v. Empowerment Team of Harrisburg School District, 763 A.2d 539 (Pa.Cmwlth. 2000).

The Court found that the team’s statutory ability to make recommendations, create policy, establish curriculum and related functions rendered it an agency under the Act subject to its provisions. In accord, see Hacker v. Colonial League, 2001 WL 34013625 (Lehigh 2001). One of the key factors in the Court’s decision in the Empowerment Team cases was that the teams were

Neil Grover, Esquire  
Solicitor, City of Harrisburg  
January 22, 2016  
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created by statute and weilded the ability to make policy decisions and recommendations and take other official action.

An analogous situation exists with regard to the Board here. The existence of Impact Harrisburg traces itself back to the City's petition to the Commonwealth Court for the appointment of a receiver pursuant to Act 47, commonly known as the Municipal Financial Recovery Act ("MFRA"), 53 P.S. § 11701.101, *et seq.*, on November 18, 2011. The filing of that Petition resulted in the entry of an initial Order on December 2, 2011, appointing a receiver under the MFRA. A detailed history of the further proceedings is not required, however, of particular significance is Judge Leadbetter's Order entered in the proceeding on September 23, 2013. In the Judge's Order, and in particular paragraph 11, a reference is made to the "second critical component" of the City's recovery plan (Harrisburg Strong Plan) being the closing and funding of the 'Parking Transaction' which was held to provide essential funding to the City for, among other things, 'infrastructure improvements, [ and] economic development.'"

The Court confirmed the Harrisburg Strong Plan pursuant to 53 P.S. § 11701.703(e). As part of that approval, the Court approved the Parking Transaction and "the distribution of proceeds resulting from such parking transaction pursuant to the terms of the Plan."

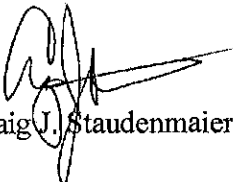
Referring to the Harrisburg Strong Plan as modified through November 25, 2015 (which can be found on both the City and DCED's web sites) as part of the Parking Transaction, a task force was created to create a structure to oversee and administer the \$12.3 million of taxpayer money that was set aside as part of the Parking Transaction. The two uses of these funds were to be improvement of infrastructure in the City and to "incentivize economic development opportunities." The task force eventually recommended the creation of a single non-profit to administer this money. The Coordinator submitted this proposal to the Commonwealth Court for approval and on November 25, 2014, the Court granted the Coordinator's request to approve this proposal and action plan for this entity to oversee the aforesaid funds. That entity, known as "Impact Harrisburg," is "to promote economic development and infrastructure improvements." Harrisburg Strong Plan, page 71, as modified 11/25/15, Order of November 25, 2014. Referring to the MFRA again, in § 704, the effective confirmation of a recovery plan or any modification thereto imposes upon the elected and appointed officials of the City a mandatory duty to undertake the acts set forth in the recovery plan. It further prohibits any interference by elected or appointed officials. In short, the creation and Court approval of the Harrisburg Strong Plan and, as part of that Plan, Impact Harrisburg, are all directly tied to the authority for same provided in statutory provisions found within the MFRA. Furthermore, under the express provisions of the MFRA, the Court has approved the plan and has specifically approved the creation of Impact Harrisburg as set forth above. Thus, Impact Harrisburg, exists as a "similar organization created pursuant to a statute."

Neil Grover, Esquire  
Solicitor, City of Harrisburg  
January 22, 2016  
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By the very terms of the Plan, Impact Harrisburg's two principal functions are to help fund infrastructure improvements in the City and promote economic development. These are clearly essential government functions. Thus, Impact Harrisburg is an agency as defined under the Sunshine Act as it is created by or pursuant to statute and its stated function is to make determinations of the expenditure of public funds for two essential government functions. Thus, it is required to comply with the notice, public access and related provisions of the Sunshine Act.

I believe the above analysis will convince you and the Board the correctness of the position asserted. We would, therefore, anticipate that the Board would open its next meeting and any subsequent meetings to the public and further comply with the advance notice and other related provisions of the Act. As City Solicitor, I am certain that you are aware of the penalty provisions under the Act contained in §§ 714 and 714.1. Please advise within seven business days whether the Board will be opening its future meetings. Thank you for your prompt consideration of the above.

Sincerely yours,



Craig J. Staudenmaier

CJS/jc

cc: C. Barron  
M. Feeley

# Nauman Smith

Attorneys At Law

Please Reply to:  
P. O. Box 840  
Harrisburg, PA 17108-0840

Craig J. Staudenmaier  
E-mail: [cjstaud@nssh.com](mailto:cjstaud@nssh.com)  
Telephone Extension 22

February 16, 2016

**Via Electronic Mail  
Confirmed via U.S. Mail**

Neil Grover, Esquire  
Solicitor, City of Harrisburg  
10 North Second Street, Suite 402  
Harrisburg, PA 17101-1681

**RE: Impact Harrisburg and Sunshine Act Issues**

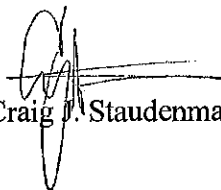
Dear Mr. Grover:

As you know from my previous letter of January 22, I represent PA Media Group. I had corresponded with you at that time as the Chair of the Governing Board of Impact Harrisburg regarding my client's concerns that the meetings of the Board were not being held in public under the provisions of the Sunshine Act, 65 Pa.C.S.A. § 701 *et seq.* A copy of my January 22, 2016, letter is enclosed.

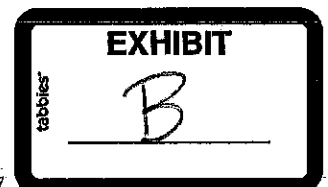
We spoke near the end of January, after you had received the letter, and you indicated that you would be addressing the letter at the Board's next meeting on February 2. I am assuming that the Board met as scheduled.

Two weeks have now passed since the Board's meeting, and I have not heard from you nor anyone else on the Board's behalf concerning the issues raised in my earlier letter. My client has asked that I contact you one final time as Chair of the Board to address these issues prior to considering what other actions it may need to take to address those concerns. Therefore, please respond to me on or before the close of business on Friday, February 19 concerning whether or not the Board will hold its future meetings in public. I look forward to speaking with you concerning this important subject.

Sincerely yours,

  
Craig J. Staudenmaier

CJS/jc  
Enclosure



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## MINUTES

### MEETING OF IMPACT HARRISBURG

December 1, 2015, 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  
Doug Hill, Vice-Chair  
Brittany Brock, Treasurer

#### Board of Directors Present:

Brian Hudson, Sr., Director  
Dale Laninga, Director  
Gloria Martin-Roberts, Director  
Karl Singleton, Director

#### Others Present:

Fred Reddig, Coordinator for the City of Harrisburg  
Anne Morrow, Recording Secretary

#### Officers and Directors of the Board Absent:

Les Ford, Secretary  
Jackie Parker, Director

Mr. Grover called the meeting to order at 2:13 p.m. Ms. Parker was absent from the meeting.

#### **1. Presentations for an Accountant**

Ms. Brock scheduled interviews with representatives of 3 firms, Maher Duessel, Baker Tilly and Hamilton and Musser, to present to the Board their proposal to serve as Accountant. A fourth firm was unavailable for today's meeting and will present at the December 15 meeting. Below is a brief summary of each presentation.

- Maher Duessel
  - Serves as auditor for City, HRA, HPA and CRW and is familiar with City finances and Impact Harrisburg's funding source
  - Experienced and proficient in working with Non-Profits
  - Annual Non-Profit update conference In July at no cost - will provide other training throughout year
  - Uses a ShareFile program to review client records
  - Provided 3 year not to exceed cost proposal for \$4,801, \$4,958 and \$5,115
  
- Baker Tilly
  - Recently merged with Parente Beard and now with SF & Company and is establishing a local presence in the community
  - Provides exceptional client service
  - Offers individual and group training
  - Utilizes IDEA, an electronic data mining/auditing tool to view client records
  - Provided not to exceed 1 year proposal for \$7,500 if done according to GAGAS and \$6,250 if done according to GAAS



- Hamilton and Musser
  - Specializes in Non-profits
  - Develop Internal controls and fraud prevention
  - Experienced Staff
  - Strive to exceed our expectations and provide training
  - Provided 3 year proposal for \$8,000, \$8,100 and \$8,200 plus \$1,000/year for IRS 990 and PA BCO-10 filings

## 2. Minutes of the November 17, 2015 meeting

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

**"The minutes from the Impact Harrisburg Board of Directors meeting of November 17, 2015 be adopted as amended to reflect that Mr. Ford departed the meeting prior to any discussions on the Executive Director Search Committee status."**

**MOTION CARRIED UNANIMOUSLY**

## 3. Resignation of Director Ford

At the start of the meeting, Mr. Ford provided the Chair with his resignation letter effective today, December 1, 2015, due to a conflict of interest. Mr. Grover shared the resignation letter with the Board, Mr. Reddig and Ms. Morrow. Mr. Ford had departed prior to the meeting starting.

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

**"The resignation of Les Ford as Board Director and Board Secretary be accepted by the Board."**

**MOTION CARRIED UNANIMOUSLY**

## 4. Executive Director Search Committee status

Mr. Hudson reported an offer for the position of Executive Director was presented to Sheila Dow-Ford. The terms of employment were discussed with the Board. For clarification of employment terms and to confirm Sheila Dow-Ford's acceptance of the Executive Director position, the Board contacted her by phone to finalize the terms and her start date of December 14, 2015.

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

**"To use the resources of Mr. Antonacci with McNeese Wallace & Nurick for the purpose of preparing an independent contractor agreement with Sheila Dow-Ford to serve as Executive Director."**

**MOTION CARRIED UNANIMOUSLY**

**ACTION: Mr. Grover will contact Mr. Antonacci to request his expertise in drafting an independent contractor agreement for Sheila Dow-Ford as Executive Director.**

**ACTION: Mr. Grover will contact Sheila Dow-Ford to discuss the necessity and cost of a laptop computer and cell phone that the Board will provide in her position as Executive Director.**

**ACTION: Mr. Grover asked Ms. Morrow to prepare the letters for the candidates not chosen for the ED position and advise them of the Board's decision.**

## **5. Investment Manager**

Ms. Brock reported Wilmington Trust would like to begin buying bonds in December, which will produce some cost savings on the investment of funds. She would like to get an account opened and funds transferred within the next week or two. Ms. Brock and Mr. Grover agreed to stay after the meeting to complete the necessary paperwork received from Wilmington Trust for an account to be opened by early next week. Once the account is opened, Wilmington Trust advised they would like to meet with the Board to discuss the investment of bonds.

It was suggested by Ms. Brock that a Finance Committee be formed to assist the Board with fund investment. She noted it will be crucial over the next 6 months to have many conversations with the Investment Manager about the disbursement of funds and the projects the Board will be approving. A Finance Committee would interact with the Trust and then report back to the Board. The Board was accepting of this suggestion.

Mr. Reddig noted the Bylaws state when forming a committee a resolution is to be adopted by a majority of the whole Board to include the general scope of activity the committee is charged with doing.

After further discussion, the Board agreed to make a motion, due to the immediate action at hand, to institute an Ad Hoc Finance Committee for the purpose of meeting with Wilmington Trust for the investment the funds. The Board will at a later date vote on a written formal resolution.

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

**"The Board waives the adoption of a resolution under Bylaw, Article III - Section 11. Committees, for the purpose of creating an Ad Hoc Finance Committee to meet with Wilmington Trust to evaluate investment options and set up the initial bond investment; participating members are Ms. Brock, Mr. Grover, Mr. Hill and Mr. Hudson."**

**MOTION CARRIED UNANIMOUSLY**

## **6. Board Insurance**

Ms. Brock reported she has not received the pricing for Officers & Directors insurance or Fidelity Bond. She will follow-up with Mr. Enders from Enders Insurance regarding the pricing and to be sure these coverages don't get cancelled due to lack of payment.



## **7. Accountant/Audit Services**

Wilmington Trust was selected by the Board at the November 17, 2015 Board meeting. Ms. Brock will send letters to the firms who weren't selected by the Board and advise them of the Board's decision.

## **8. Treasurer's Report**

Mr. Grover reported Ms. Brock signed the checks that were approved from the last Board meeting for Cincinnati Insurance and McNeese Wallace & Nurick. However, a notice of cancellation was received from Cincinnati Insurance requesting payment by December 14, 2015 because dual signatures were not on the check issued due to the crossing over from single signature checks to dual signature checks. Ms. Brock noted she contacted Mr. Enders with Enders Insurance regarding this matter and was advised it shouldn't be an issue.

Ms. Brock reported that Fulton Bank charged account maintenance fees but should not have. She reached out to Fulton Bank who agreed the fees shouldn't have been charged and will refund the fees that were charged.

Mr. Grover noted he now has the paperwork needed to open a PO Box and will initiate this task prior to the next Board meeting.

## **9. Office Space**

Mr. Singleton reported he received an email from Pinnacle Health advising a different office space was selected for the Board located on the Memorial lower level at the Polyclinic Campus. A revised Lease Agreement was attached to the email that will need to be executed. The new agreement outlines the items and services that will be provided by Pinnacle Health (see below). Mr. Singleton will forward the email to Ms. Morrow for distribution to the Board and for execution by the Chair.

The following items will be provided by Pinnacle Health:

- Utilities
- Taxes
- Miscellaneous pieces of furniture (2 desks and 2 task chairs). Impact Harrisburg will need to supplement with additional pieces where needed.
- 2 basic computers
- 2 single phone lines with code for long distance calling. If voicemail is required there will be a charge for the service.
- 2 parking decals for garage parking (4<sup>th</sup> Street)

Impact Harrisburg will need to provide:

- Computer software
- Fax machine
- Copier
- Other furniture/office equipment items not provided by Pinnacle.

## **10. Other Business**

Mr. Grover acknowledged letters to the depositories who responded to the Depository RFP need to be sent out.

Mr. Grover inquired with Mr. Reddig on his and Ms. Morrow's involvement at Board meetings once the Executive Director is on board. Mr. Reddig noted that he and Ms. Morrow will attend the December 15<sup>th</sup> Board meeting and assist with the transition of the ED but ultimately will withdraw from attending future meetings. The Board acknowledged a replacement for Mr. Ford as a Board of Director and Board Secretary will need to be accomplished in the near term.

**ACTION: Mr. Grover requested email nominations from the Board for a replacement for Mr. Ford be received by December 7, 2015.**

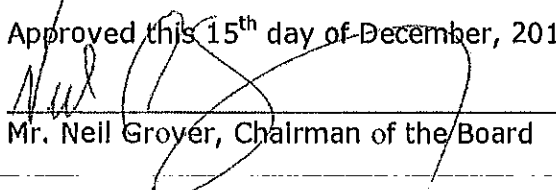
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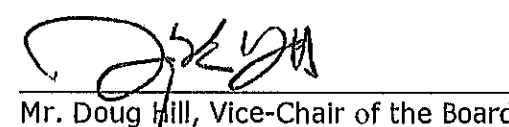
Mr. Grover adjourned the meeting at 4:27 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting will be on December 15, 2015, at 2 p.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 15<sup>th</sup> day of December, 2015.

  
Mr. Neil Grover, Chairman of the Board

  
Mr. Doug Hill, Vice-Chair of the Board

**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."**

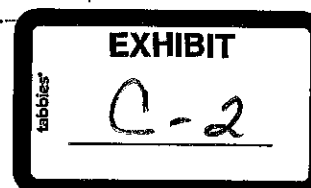
**MOTION CARRIED UNANIMOUSLY**

**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 15<sup>th</sup> of each month.



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 2<sup>nd</sup> at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 2<sup>nd</sup> 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 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**

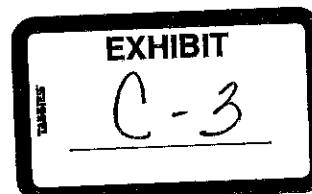
It was moved by Ms. Martin-Robert and seconded by Mr. Laninga that:

**"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 3<sup>rd</sup> at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 3<sup>rd</sup> 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.