

Board of Directors Meeting Minutes – March 13, 2024

A meeting of the Cumberland County Industrial Development Authority was held on March 13th at 12:00 p.m. at 170 Stover Drive, Carlisle, PA 17015.

BOARD OF DIRECTORS IN ATTENDANCE:

Kenn Tuckey, Chairman
Sarah Battisti, Secretary and Treasurer
Omar Shute, Assistant Treasurer
James Ross
George Tyson
Charles Wilson (via teleconference)
Andy Giorgione, Esquire

EXCUSED:

Parker Kuhns

OTHER ATTENDEES:

Paul Hartman
Kevin Benton, CPA
Janet Anderson, CAEDC
Katie Gray, CAEDC
Doreen Edwards, CAEDC

Kenn Tuckey, Chairman welcomed and thanked everyone for participating, in person or via teleconference, and called the meeting to order.

MINUTES

On a motion by James Ross, seconded by Sarah Battisti, the minutes of the February 14, 2024, meeting were adopted by majority vote. George Tyson abstained as he was not present at the February meeting.

TREASURER AND SECRETARY'S REPORT

Kevin Benton updated the board that on March 6, 2024, a check in the amount of \$16,250 was disbursed to Friends of the West Shore Theater from grant monies. He indicated that portions were contributed to two separate months.

Mr. Ross inquired why the earning interest at S&T Bank was so minimal. It was explained that S&T is a non-bearing interest account. Mr. Benton stated that the current balance is higher than normal but can be contributed to the \$16,000 received from the state and the check not being cut to the West Shore Theatre until March. Discussions were held regarding dissolution of the account with S&T Bank and move any monies to the Mid Penn Bank account. It was further explained that Mid Penn would also be a non-interest-bearing account, however the CD does accrue interest.

The Chairman stated that before going any further, is there a motion to adopt the report provided by Kevin Benton.

On a motion by Omar Shute, seconded by George Tyson, the financial report for the period ending 02/29/24 was accepted by majority vote.

Sarah Battisti stated that the Mid Penn Bank CD is up for renewal. She explained to the board that the current options are: 3 months at 5.2%, 6 months at 5.1% and 12 months @ 4.75%. Sarah asked the Board if there was a preference. Omar Shute indicated that operating funds need to be considered when making this decision.

Andy Giorgione asked Janet Anderson and Kevin Benton if there is any sense of projected revenue in the next few months that would impact the current discussion. Mr. Benton replied that he is not prepared to answer that question as the billing has not been completed. In response to Omar Shute's statement regarding operating budget, Andy stated that in the next few months as Kevin and Janet do some back filling, revenue from the 1% fee that is charged to grant holders and expected TIF funds mid-year in the amount of \$20,000 should be received and are significant. With the pending revenue in mind, Andy Giorgione stated that Sarah's recommendation to elongate the terms of the CD make complete sense but was wondering if it wouldn't be best to let things stand and allow the CD to roll over at 3 months. Omar Shute stated if the decision is to allow the CD to roll over into the checking, Sarah would be required to authorize that function through the bank, otherwise the CD will automatically renew for a period of 3 months. Kevin agreed with Andy Giorgione stating that legal and audit fees could total around \$20,000 in the next few months and those funds could be used for these fees. Kevin stated that his recommendation would be to allow the CD to roll over into the checking account. It would alleviate the stress of managing those funds until an assessment of revenue and expenses is completed over the next few months. Kevin Benton stated that allowing it to roll over after 3 months could mean a loss of \$390 in interest. Kevin further stated that after some adjustments are made over the next few months, he is in favor of moving the CD to a 6-month cycle.

On a motion by Sarah Battisti, and seconded by George Tyson, the Board agreed to allow the Mid Penn Bank CD to roll over into the checking account effective March 18, 2024, and that at a subsequent meeting, it will be determined what further action should be taken regarding the CD.

The Chairman, Kenn Tuckey stated that there is one more item under the Treasurer's report and that is an invoice for One Law. Mr. Tuckey stated that Sarah has recused herself from signing or voting on any issues involving One Law as Sarah's husband, Eric, works for One Law. Andy Giorgione wanted to clarify that Sarah's husband is not an attorney under One Law but that he and Eric have partnered up under One Law Strategies.

On a motion by Omar Shute, seconded by James Ross, Invoice #24-CCIDA-FEB in the amount of \$1,039.50 was approved for payment by majority vote. Sarah Battisti abstaining.

NEW BUSINESS

Katie Gray, CAEDC's Economic Development & Workforce Development Manager, briefed members on agreements currently before the Board for action.

On a motion by Omar Shute, seconded by Sarah Battisti, the approval to ratify execution of Cooperation Agreement between Cumberland County and CCIDA for Koloman Development/Removal of Blight and Redevelopment of Carlisle Pike RACP, was adopted by the Board.

On a motion by Omar Shute, seconded by George Tyson, the approval to ratify execution of Pay Request #1 for Koloman Development/Removal of Blight and Redevelopment of Carlisle Pike RACP, was adopted by the Board.

Before moving on Chairman Tuckey apologized for not introducing Doreen to the Board and asked if Janet or Doreen would like to say a few words. Janet stated that she was happy to announce Doreen Edwards as

Executive Assistant. She will be working with all our boards, including IDA. She comes with a lot of Board experience, I believe 32 years, having worked for the board at the Pennsylvania Higher Education Assistance Agency and Pennsylvania Gaming Control Board. Doreen thanked everyone for having her and looks forward to working with the board and getting to know everyone better.

OLD BUSINESS

A. Summerdale Project

Andy Giorgione stated that we received an important check today for the developers on the project as they have a lot of bills to be paid. Andy said it's the first time that monies were released from the TIF grant. He further explained that it's been quite a process and has taken approximately 5 months to receive the funds. Andy stated that the application was submitted to Penn Dot and rejected on 2 separate occasions. After several discussions, Penn Dot agreed that the TIF grant was the appropriate place in which to pull funds and was expected to be paid at the end of February. The check was wired and received today, although late, we are glad it was finally received. Construction costs to complete the infrastructure is expected to be about \$330,000. These grants have a 30% hold back on the funds which is equivalent to \$900,000. In terms of funds, Andy stated, that the draw down for the \$1.1 million funds is complete, the \$1.9 has been partially drawn down and the TIF will be completely drawn down but unsure if the entire \$5,000,000 will be used. Wawa has started construction beginning March and construction is supposed to move very quickly.

James Ross wanted to inform the Board that he is working with the developer, 200 First Street Associates, on the project. His Firm, NAI CIR has listed the property to sell the commercial lots but is not personally involved. He stated that if at any time there appeared to be a conflict of interest, he would recuse himself from any votes.

On a motion by Sarah Battisti, seconded by James Ross, the board approved the reimbursement check to the Sub-Grantee, Summerdale Infrastructure, LLC, in the amount of \$813,003.81. Approved by majority vote.

B. Audit

Chairman Tuckey requested an update on the Audit Status. Kevin Benton reported, from an accounting perspective, that whoever oversaw QuickBooks made a complete mess of it. Kevin stated that there were at least 8 or 9 issues to be addressed. Those issues have been resolved to date. Kevin also mentioned that he was able to provide Nick (outside Auditor) with what he needed from the accounting side and that it is his intention to start over in QuickBooks after the audit is complete. Janet commented that there have been at least 4 different employees, that she's aware of, who had access to QuickBooks so that could have a lot to do with the state it is in.

Janet updated the board on some billing issues regarding RACP's. There were issues with some of them where documentation was missing or destroyed. There were also documents that were completed but not signed. Further explaining, that Kenn may have signed but the other party did not. Janet stated and Katie confirmed that those issues are resolved. An additional issue was presented regarding Friends of the West Shore Theatre, where every expense was not run directly through our auditing process, so we were essentially trying to collect 50 pages of invoices. Today, the IDA Board ratified an agreement which would Indemnify the State, County and IDA of all payments. A lack of understanding with the RACP's has caused additional questions, however, we were able to satisfy the Auditor's needs. Following the audit, we hope to better inform the auditors on the RACP process.

Janet moved on to say that we are in the process of collecting fees via invoice submission. Kevin mentioned that there are items that need to be recorded for last year. In future years all information will be input as memorized transactions so it will be in the system each year.

Janet then mentioned for clarification purposes, that grant holders pay a one-time fee of 1% and \$1,000 for following years.

OPEN DISCUSSION

There being no issues to discuss the chairman requested a motion to adjourn.

ADJOURNMENT

On a motion by Omar Shute, seconded by George Tyson, the meeting was adjourned.