



NORTH CENTRAL PENNSYLVANIA REGIONAL PLANNING and DEVELOPMENT COMMISSION

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North Central Board Meeting

Wednesday, March 25, 2020

Members via Zoom

Ann Losey
Cliff Clark
Dave Glass
Kristy Smith
Matt Quesenberry
Eric Wolfe
Padraic McGrath
Jodi Foster
Jeff Pisarcik
Jack Matson
Jamie Lefever
Jim Sleigh
Carol Duffy
Tom Kreiner
Jeremy Morey
Susan Zook Wilson
Doug Morley

Cameron County
Cameron County
Clearfield County
Clearfield County
Elk County
Elk County
Elk County
Elk County
Jefferson County
Jefferson County
Jefferson County
Jefferson County
McKean County
McKean County
McKean County
McKean County
Potter County

Staff via in person or Zoom

Jim Chorney
Amy Kessler
Christine Perneski
Katie Geci
Julie Kasmierski
Jennifer Hibbard
Ed Matts
Mary Lou Jessop

Guests via Zoom

Bill Seymour
Debra Thompson
Jay Breneman
Carolyn Newhouse
Shawn Arbaugh
Thomas Beveridge
Brian Stockman

SB& Company, Inc.
Strategy Solutions
Strategy Solutions
Bradford Alliance
Sandy Township
Solicitor
Ridgway Record/Daily Press

Chair Pisarcik called the meeting to order at 1:00 PM via Zoom with the pledge to the flag.

QUORUM/INTRODUCTIONS

With using Zoom a roll call was taken to make sure everyone on the meeting was captured. There was a quorum for the meeting.

AUDIT Presentation

Mr. William Seymour of SB & Company presented the Uniform Guidance Single Audit Report for the period of July 1, 2018 through June 30, 2019. The Auditors reported they found no instances of fraud or illegal acts. They also found internal processes and finances were in accordance with accepted practice, giving them a rating of effective with no suggested improvements. The Auditors reviewed the significant accounting policies adopted by North Central and have determined that these policies are acceptable account policies.

Therefore, the Auditing Firm intends to give a positive review of the Commission's finances.

With no other questions or discussion, Chair Pisarcik asked for a motion to accept and submit the Audit Report to the Federal and State Clearinghouses.

Dave Glass moved to accept the audit report as presented and submit the report to the Federal and State Clearinghouses, seconded by Padraic McGrath. Motion unanimously passed.

MINUTES

With no corrections or amendments to the January 22, 2020, Executive Committee Minutes, Doug Morley moved to accept the minutes as presented, seconded by Ann Losey. Motion unanimously passed.

NEW BUSINESS

Financial Reports

Jim noted that we are in the process of doing budget modifications so you will see changes in numbers in the next Financial Report.

With no other comments or questions on the January/February Financial Reports, Kristy Smith moved to accept the Financial Reports as presented, seconded by Ann Losey. Motion unanimously passed.

A95s

A95s make people aware that the Federal Government is making an investment in the area named. North Central, in turn, sends it out to those organizations/people whose area is involved. It then gives those involved an opportunity to voice their concerns either for or against the project. This is an informational process only that requires no voting; however the Board does acknowledge receipt of the A95(s).

One A95 was presented for review. A95 2749 – Clearfield County Housing Authority, Clearfield County, Capital Fund Program monies to be used for three projects for a total of \$977,615 in HUD funds.

Correspondence

There was one letter of support regarding North Central's support to the collaborative partners of Ben Franklin, PA Wilds, the Small Business Development Centers and PennTAP in the submission of an

Appalachian Regional Commission (ARC) Power Application entitled “Igniting Innovation in the PA Wilds Region.”

Purchases

Jenn Hibbard requested approval for the purchase of loan document review and revision services regarding the standard loan documents used for closing North Central loans.

Jenn sent standard loan documents to each firm to evaluate the work. Each of these firms have attorneys and associates on staff that concentrate in commercial lending transaction law. The cost estimates are based on the firms’ hourly rates of \$225 to \$250/hour and an estimated 20 hours to complete this project.

She received emails from three law firms regarding this service:

- Burns White - \$5,000
- Knox McLaughlin Gornell & Sennett, PC - \$5,000 to \$8,000
- Marsh Schaaf LLP - \$5,000

Although Jenn said she would be comfortable with any of these firms, her recommendation would be to use Marsh Schaaf LLP which is the firm Attorney Gary Skiba works for. Gary has represented North Central since 2018 for loans that require legal action including liquidations and bankruptcies and it would be an advantage to have an attorney that represents us in future cases be the same one who is the most closely connected and familiar with our documents.

We have been using the same documents since the 1990s that have had little or no revisions made. And we have recently encountered challenges in how we can proceed with legal actions on defaulted loans due to language discrepancies between documents and language this is not included in the documents.

After a brief discussion, Jodi Foster made the motion to accept Marsh Schaaf LLP to review our standard loan documents not to exceed \$5,000, seconded by Carol Duffy. Motion unanimously passed.

Resolutions

Resolution #20-03-3000 was presented. This resolution is that North Central desires to undertake the project “North Central PA Greenways Plan 2020 Update.”

Also Resolution #20-03-3002 was presented. This resolution is regarding the PDIA COVID-19 Working Capital Access Program. This is in regard to PIDA’s creation of the CWCA Program for financing small businesses that are adversely impacted by the COVID-19 outbreak.

Dave Glass moved to approve Resolutions #20-03-3000 and 20-03-3002, seconded by Ann Losey. Motion unanimously passed.

Loans

First Fork Lodge LLC, Austin, Potter County, has requested a loan in the amount of \$55,000 from the USDA Intermediary Relending Program for 15 years at the rate of 3% for purchased of North Fork Lodge. North Central’s collateral will be shared second mortgage on real estate and second lien security interest

on business assets subject to first mortgage/first lien security interest of Juniata Valley Bank, as well as the personal guarantees of the owner and spouse. One full time job and two part time jobs will be created within three years.

This loan was discussed at the January meeting and at that time we were waiting on the appraisal report, which came in over \$200,000.

Doug Morley moved to accept the loan to First Fork Lodge LLC, seconded by Jeremy Morey. Motion unanimously passed

One other item Jenn spoke on was the request from the Loan Review Committee that the Loan Review Committee communicate to our borrowers of the North Central Revolving Loan Funds to defer their scheduled principal and interest payments for the month of April 2020 in an effort to provide relief from the recent COVID 19 events. No late fees will be charged to borrowers who wish to exercise this option. The maturity date of these loans will be extended to accommodate the payment deferral and any additional interest that will accrue during this period.

The Loan Review Committee will revisit this initiative in April to evaluate the need to extend this deferral period for future payments.

Jamie Lefever moved to approve the request of the Loan Review Committee as noted above, seconded by Kristy Smith. Motion unanimously passed.

Broadband

Regarding Broadband Ed stated we are trying to keep everything up and running. The volume of traffic is astronomic with all the college students being home and all the kids in general. They are not really doing any installs with just the landscape of things. If there are failures that need repaired, we are doing that. Ed's sure he will get a ton of requests from the school districts as he thinks they are looking at doing some sort of cyber school to get through the end of the year. He has been in contact with a few of the superintendents to see what their thoughts are. However, he hasn't received anything concrete from any of them. So for now we are just holding tight.

When asked if we are getting close to maximum usage, Ed said we just added capacity in the last month; and Zito sent Ed some information that if he needs more capability, they can do it for him. On a percentage basis we are running about 50-60% when really busy which doesn't last more than about an hour. Ed's been monitoring links and he knows the links that have two or three college students at home and everything is holding its own right now.

Governance Committee Report

Jack Matson, Chair of the Governance Committee, presented the recommendations from that Committee regarding members for the Audit and Finance Committee for approval. The recommendations are:

- Padraic McGrath – Elk County – Chair
- Tom Kreiner – McKean County
- Kimberlea Whiting – Cameron County

- Doug Morley – Potter County
- Dave Glass – Clearfield County
- Larry Chenoga – Jefferson County

Carol Duffy moved to accept the recommendation of the Governance Committee for Audit and Finance Committee members, seconded by Ann Losey. Motion unanimously passed.

Jim gave a brief update as to what North Central is doing amid the COVID-19 pandemic. Most of our staff are working remotely. We are required to run the WIC program so all WIC staff are working. Certain clinics that are more remote have been closed. Physical barriers were put up in the clinics that are open to keep client contact at a very minimum. Staff are seeing customers as far as the necessary reloading their eWIC cards.

We are working with a skeleton crew in the office making sure we keep things going, running payroll, doing the necessary things that have to be done. If you are trying to get a hold of someone, everyone is monitoring their voice mails and emails from home and will respond as quickly as they possibly can. It's business as unusual, but we are working and responding to any requests we receive. Please don't hesitate to get in touch with us if you there is something you need.

FUTURE MEETINGS

Jeff stated that even though we have scheduled our meetings for every other month, he feels that during this time we should either be meeting by video conferencing every month at the minimum, or if it is an emergency, every two weeks if needed.

Jack said he and Jeff were talking with Jim earlier and North Central is one of our frontline tools for this economic recovery. We are going to need them to be ready to go for our businesses who are going to be hurting coming out of this situation. What we can do is help them navigate these waters as best we can. If we can have emergency meetings as needed, it will help everyone. He added that in Jefferson County they now understand what the restrictions are and where the boundaries are so they have been asking their businesses if they have any success stories. They are trying to accumulate and publish them so perhaps it will inspire other businesses to think outside the norm because that is what we need to do to survive.

After further discussion it was decided to have two Virtual meetings in April, Wednesday, April 8, and Wednesday, April 22, both starting at 1:00 PM. And if we don't need to have a meeting, it can be cancelled.

Jim will confirm the call in information and Ed will reschedule some of the meetings.

Brian stated that the Sunshine Law still applies whenever possible so try to get the information out to the press and the media so we are in compliance.

Carol Duffy stated that perhaps the Bradford Era could be given the information as well as Ted Lutz from the Kane Republican.

Jim said we typically advertise in the Bradford Era and Courier Express because they are the two larger circulation papers. We can do more and we also put it out on our social media sites as well.

Regarding the April 14 RPO meeting, Amy stated she re-advertised because that meeting is going Virtual. The challenge they have right now and until they figure it out are the public participation Title VI and EJ Plans that are out for 45-day public comment period that ends April 9. The public meeting was held on March 12, and they contacted all the locations where the documents were out for comment and had no comments. Now the problem is all the places where the documents are out for public comment are closed; and we're trying to find out what the ramifications of that are to our public involvement process. It is still available online, people still have that opportunity, but the locations that we advertised to, i.e. county courthouses where the public can't just walk in and look at the document, CareerLinks, etc. are closed. We feel we have gotten through the public comment meeting with no comments so we are likely to be okay.

However, moving forward, we have a 30-day public comment period for the TIP coming up in May. We are going to have to figure out how we involve the public, specifically low-income, minority populations in those conversations if libraries are closed, CareerLinks and other avenues are closed. We are waiting for some guidance from the Federal level of what we do. This is just so you are aware that we're not sure how that works. Amy has an online call live meeting later today. Any ideas would be great. We are doing everything with the Sunshine Law but this is kind of a sticky situation on how you handle things that have already been in the advertising realm and now things are closed.

Regarding McKean County Courthouse, Carol said they have all the phone numbers posted on their doors so if someone needs to get into an office, they can call and make an appointment and they could certainly come in and view that document.

Amy said we haven't had any comments so she's not overly concerned but some of the places aren't operating like that. The CareerLinks aren't even taking appointments, libraries are closed, so there are documents sitting there that no one can get to. And after March 12 and until they were closed, if anyone happened to go in, there is no way for us to know if any comments were received.

Jack said one of the solutions they came up with in Jefferson County was doing hands-free calling. They are by appointment only but also understand that people don't always follow directions. To help, he took an Alexa and slaved it to a mobile phone and put the county directory on that phone. So when someone walks in to any of the lobbies, all they have to do is say "Alexa, call the Commissioners, call County Planning, etc." and that connects them to the office hands free. Then the office can decide whether they need a face-to-face meeting or if something can be done via email, through interoffice mail or snail mail. Jack also offered his help on setting this up in your offices.

STRATEGY SOLUTIONS

Regarding the Strategic Plan, Deb asked Jim if the board members received a copy of the Strategic Plan to talk about today to which Jim stated they did not.

Deb said the outstanding thing that wasn't talked about at the January Board Meeting that should have been on the agenda was approving the Strategic Plan. It was talked about and reviewed; but we never took an official vote on it. She stated the Chairman could call for a vote on it; but before that if anyone wanted to continue to talk about it and go over the Goals and Objectives again, she suggested having a dedicated conversation about that at the April 8 meeting. The Plan will be sent out as part of the board packet.

That will give us something to talk about and give us extra time to review it.

The other thing Deb gave a quick update on was related to the Governance Committee work. The Governance Committee has been working on revisions to the By-laws and Articles of Incorporation in line with the restructuring decision that was made at the January Board meeting. The Committee is doing their due diligence on some questions that came up as part of the discussion related to the liability and ramifications of the counties being members. We are suggesting that if any of the counties have any concerns about the idea of being members, Deb is preparing a document, from a non-profit attorney that has been working with the Governance Committee, on those items to explain the rationale for the wording changes in the Articles of Incorporation. Hopefully in the next several days everyone on the board will receive those documents to review. We are encouraging the County Commissioners to talk to their respective solicitors and/or have your solicitors talk to Tom Beveridge, North Central's solicitor, if there are any questions or concerns that come up with the language in either the By-laws or Articles of Incorporation.

Jim said we will get everything set up for the April 8 meeting, making sure everyone has the information and we will get it out to the board as quickly as possible.

Jeff also noted that everyone is receiving massive mail regarding the Census so please be counted because it helps our counties and towns and our region.

Brian noted that if interested people can go to <https://2020census.gov/en/response-rates.html> and click on their state and individual counties and even individual towns to see what the percentage rate is on how many people have returned the Census. Right now Elk County is a little bit below the Pennsylvania average but we are above the national average.

Commissioner Glass made a challenge to Jefferson County so Jefferson is going to try their best to beat Clearfield.

The next NC Board Meeting will be held on Wednesday, April 8, starting at 1:00 PM via Zoom.

Jeff thanked everyone for participating in the meeting.

ADJOURN

With no additional items to be discussed, Chair Pisarcik called for a motion to adjourn. Jeremy Morey moved to adjourn the meeting, seconded by Carol Duffy. The meeting adjourned at 2:00 PM.

Respectfully submitted,

Padraic McGrath, CPA
Secretary/Treasurer