



DRIVE Board Meeting Minutes
July 8, 2020

MEMBERS PRESENT: Denny Hummer, Greg Cole, Dan Knorr, Dean Girton, Lance Diehl, Harold Hurst, Susan McGarry, Trevor Finn, Chris Young, Dr. John DeFinnis, Jennifer Wakeman (Executive Director)

MEMBERS ABSENT: Al Neuner

GUESTS PRESENT: Karen Hackman (Solicitor) Bob Snyder, Aidan McDonald (Administrative Assistant)

The meeting was called to order by Denny Hummer at 8:41 a.m.

Since the meeting was held via Zoom Video, a roll call was taken, as reflected above.

Denny Hummer announced that an information session was held prior to the meeting. No actions or votes were taken.

MINUTES:

- June 3rd 2020 Board Meeting: Motion by Dean Girton to accept the June 3rd minutes, John DeFinnis seconded the motion; carried unanimously.

TREASURER'S REPORT

Dan Knorr presented the Treasurer's Report. On the balance sheet, he noted total assets of just over \$1.25 million. Combined checking and savings total is approximately \$67,000. Dan informed the board we are transferring \$85,000 from the trust account to checking to help cover current cash needs. DRIVE Currently has \$101,000 in cash in the trust account now so no assets have to be sold to cover this transfer. The Finance Committee and staff are tracking cash flow and transfers from the trust account so we can make the trust account whole after monthly cash flows turn positive.

A \$304,000 transfer from DCED for Multimodal grant reimbursement was sent to Montour County as the technical grantee. DRIVE will receive those funds from the county by the end of the week. Those funds will go into the multimodal account to pay other multimodal project expenses.

Tim Hippensteel (office and project manager) is working on profit and loss spreadsheets for other DRIVE projects, and we anticipate including those in the August board packet to provide an

overview of project expenses.

Motion to approve the Treasurer's Report made by John DeFinnis, seconded by Lance Diehl; carried unanimously.

EXECUTIVE DIRECTOR'S REPORT:

Jennifer Wakeman presented the Executive Director's report.

Letters of Intent for the RFP related to the former Days Inn are due on Friday July 10th. We have received one letter of intent already. The RFP was advertised twice and has been posted on the DRIVE website. It was also sent to several developers who had previously reached out to DRIVE when they saw news of the conservatorship in local papers, etc. Proposals are due Friday July 24th, and on Monday July 27th the property committee will meet, with Attorney Hackman in attendance, to review those proposals and make a recommendation to the board for the August 5th board meeting. After approval by the DRIVE board, we will submit a petition to the court with our recommendation.

Work continues on the multimodal project, with the bridge raising currently scheduled for this Saturday. DRIVE opened bids for the access road in the end of June. Out of 9-10 inquiries, DRIVE received two bids, one from Gutelius, and one from Glenn O Hawbaker. McTish Kunkel reviewed those bids and is recommending to the Montour County commissioners that they accept the low bid from Gutelius of \$598 thousand.

DRIVE was featured in an article in the Press Enterprise marking the organization's first five years. The article covered some of DRIVE's major accomplishments to date. In other PR related news, DRIVE was approached by CBRS manufacturer BLINQ to take part in a case study on our broadband project.

The coalition formed by Bloomsburg University with business leaders has had several an engagement sessions with the assistance of consultant Camoin 310. That group is meeting next week to review the final action plan. A full group meeting will be held in August to launch that plan.

Denny Hummer was asked to provide an update on StartUp Danville. The first StartUp Danville tenant, a speech therapy company, has moved into the building. Denny Hummer reported he met with the owner and DRIVE administrative assistant Aidan McDonald to discuss her needs, including the potential for future growth. The second lockable office has also been leased effective August 1 to a current StartUp Lewisburg tenant.

Dan Knorr provided an update related to the GSKIZ. The Greater Susquehanna Keystone Innovation Zone is sponsored by several large educational institutions including Bloomsburg University, Bucknell University, and Lackawanna College, along with Geisinger. The sponsoring

institutions identify geographic zones that would be beneficial to startup businesses to locate in, and supplies tax credits to those businesses for a fixed number of years after their establishment. For the past several years RBI, Rural Business Innovation has been the KIZ coordinator for this region. The former RBI executive director is now executive director at BIDA. Given the change of circumstances, the RBI board, which Dan Knorr serves on, decided to put out an RFP to find an existing economic development group that already has staff to take on the KIZ administration functions. Two applications we've received, but DRIVE's application was chosen for the one year administration contract for \$40,000. Dan noted he stepped out of the process in awarding the contract to avoid any conflicts. The KIZ committee is now working on getting budget approvals from the sponsoring partners and will be formally submitting DRIVE to DCED for their approval to make the change.

Old Business

New Business

Restated Articles of Agreement were sent to the board for their consideration. Harold Hurst asked if there was a time to make any changes. Karen Hackman stated that if moved for approval today, that is final adoption, but we will continue the meeting until a date next week to discuss any items that needed to be addressed that could be corrected as an amendment to the articles.

Motion to approve the Articles of Agreement as presented made by Dean Girton, seconded by Trevor Finn; carried unanimously.

Next, Jennifer Wakeman informed the board that with the release of CARES Act block grant funds to the counties, there has been increased interest in using funds to address broadband and economic development. However, all funds must be expended by December 30th 2020. DRIVE is uniquely positioned to rapidly expand its existing broadband network within that time constraint. Neighboring counties that are not currently members of DRIVE have expressed an interest in having DRIVE build broadband in their counties. A PUC ruling, obtained by DRIVE before construction of the Montour pilot network, declared DRIVE would not be a regulated utility as long as we were building inside our municipal limits. This means DRIVE can only build its wireless inside its municipal limits, defined by member counties in the Articles of Agreement. CARES Act block grant funds can be used by counties to make a grant to DRIVE for both a broadband network expansion and a DRIVE membership. Both DCED and Sheri Collins, Executive Director of the Governor's Office of Broadband Initiatives confirmed the CARES Act funds could be used for the broadband project and DRIVE membership. Consequently, Union, Snyder and Northumberland counties are asking to be approved for membership in DRIVE. DRIVE would also provide full economic development services to the new member counties, including COVID-19 response.

To join, the existing member counties will have to approve membership, as well as the DRIVE

board, and the new counties will have to adopt an ordinance and since the Articles of Agreement are already in place, sign a joinder agreement to become admitted as a member and to acknowledge their responsibilities and terms and conditions of the Articles. The new counties requesting membership have been made aware of that have requested the articles and joinder agreement be provided so they can move forward. All counties agreed that the DRIVE board would approve their membership pending adoption of the ordinance.

The board briefly discussed the implications of approving the new members, including changes made to the board composition, eventual additional staff needs, details related to the broadband expansion.

Motion to approve Synder County, Union County, and Northumberland County as members of DRIVE contingent on adoption of required ordinances made by Trevor Finn, seconded by John DeFinnis; carried unanimously.

At 9:40 a.m. John DeFinnis made the motion to recess the meeting until Wednesday July 15th at 8:00am, Denny Hummer seconded.

Continuation of July 8th Meeting, held via conference call only at 8:00 a.m. on July 15th, 2020.

MEMBERS PRESENT: Denny Hummer, Dan Knorr, Dean Girton, Harold Hurst, Al Neuner, Trevor Finn, Dr. John DeFinnis, Jennifer Wakeman (Executive Director)

MEMBERS ABSENT: Greg Cole, Lance Diehl, Susan McGarry, Chris Young

GUESTS PRESENT: Karen Hackman (Solicitor), Tim Hippensteel (Office/Project Manager), Aidan McDonald (Administrative Assistant)

Since the meeting was held via conference call, a roll call was taken, as reflected above.

DRIVE Solicitor Karen Hackman presented the changes made to the restated articles of agreement since July 8th

Solicitor Hackman added back a section on the first page noting what kind of entity DRIVE is and from where comes the organizations authority.

The next change is in section 4.01 concerning the addition of members. The section has been updated to reflect our understanding that new counties may become members of DRIVE by adopting a resolution authorizing its participation and financial commitment of not less than \$250,000 or such other amount established by the board, and agree to be bound by the amended and restated Articles of Agreement.

Section 5.01 added back language mistakenly removed in the prior draft relating to the philosophy behind organization itself.

In section 6.01 we removed the attached Job description for the executive director position because that role has since evolved since the founding of the organization. The new language reflects the position as including such duties as assigned by the board.

Section 10 has been changed to say the board of directors may adopt bylaws (instead of shall adopt). DRIVE has not yet adopted bylaws, as much of what would normally be included in an organizations bylaws is included in the Articles of Agreement.

Section 13.00 section allows any county to withdraw with 60 days prior notice. Section 13.01 talks about dissolving DRIVE only by unanimous consent of its member counties. After a brief discussion, the board in consult with Karen Hackman decided to add a clarification to 13.01 stating that upon withdrawal a county forfeits all contributions in cash and kind.

The board then revisited section 5.00 to add back mistakenly removed language related to board composition defining a term as three years. In addition, DRIVE will recommend moving some existing board members to serve as representatives of the new counties so we can stagger the terms of the representatives of the new counties. New members will join. The board at September at the earliest. The board requested the language in section 5.00 be revised to reflect a term being “three years or until their successor is duly qualified” to avoid disruption of continuity of the board. The board briefly discussed section 5.01b, stating the board recommends new members to put before commissioners for approval. Commissioner Finn pointed out that this is a common practice for counties.

Motion to approve the Articles of Agreement as presented and amended today made by Dean Girton, seconded by Harold Hurst; carried unanimously.

At 8:41 am, Dean Girton made a motion to adjourn, seconded by Denny Hummer.

NEXT MEETING: The DRIVE Board meets again on August 5th, 2020 at 8:30 a.m., location TBD.

Respectfully Submitted,

Dean Girton, Secretary