



**DRIVE Board Meeting Minutes**  
October 7<sup>th</sup>, 2020

**MEMBERS PRESENT:** Denny Hummer, Greg Cole, Dan Knorr, Dean Girton, Jeff Reber, Joe Kantz, Dave Park, Leslie Temple, Jeb Stotter, Susan McGarry, Trevor Finn, Al Neuner, Jennifer Wakeman (Executive Director)

**MEMBERS PRESENT TELEPHONICALLY:** Chris Young, Lance Diehl, Sam Schiccatano

**MEMBERS ABSENT:**

**GUESTS PRESENT:** Harold Hurst (Director Emeritus), Bob Snyder, Tim Hippensteel (Office and Project Manager), Aidan McDonald (Administrative Assistant)

The meeting was called to order by Denny Hummer at 8:38 a.m.

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

DRIVE Board Chair Denny Hummer began the meeting by thanking Director Emeritus Harold Hurst for his years of dedicated service as a founding member of the DRIVE board.

**MINUTES:**

- September 2<sup>nd</sup> 2020 Board Meeting with Continuation on September 9<sup>th</sup>: Motion by Dean Girton to accept the September 2<sup>nd</sup> minutes, Jeb Stotter seconded the motion; carried unanimously.

**TREASURER'S REPORT**

Dan Knorr presented the Treasurer's Report.

He noted significant swings in DRIVE's accounts on the balance sheet this month as CARES Act funds and Multimodal reimbursements have come in. We received DRIVE membership contributions from Snyder and Union Counties, and CARES Act broadband funds from Snyder County. We are still waiting on all funds from Northumberland County, and CARES Act funds from Montour County.

The Finance Committee has scheduled a meeting for October 23<sup>rd</sup> to consider if the organization is in a position to repay funds it "borrowed" from the investment account to fund project costs. The committee will consider formalizing a policy to determine the amount or percentage of funds

it would like to target maintaining in the investment account.

On the P&L, Dan Knorr noted CARES Act broadband income, multimodal reimbursement, and expenses incurred for mobilization of the broadband project.

*Motion to approve the Treasurer's Report made by Jeff Reber, seconded by Joe Kantz; carried unanimously.*

#### **EXECUTIVE DIRECTOR'S REPORT:**

Jennifer Wakeman presented the Executive Director's report. The Multimodal grant access road project is well underway, and Gutelius Excavating has finished the base work, detention pond construction, installed pipes, and is nearly ready for paving, which should be done in early November. Old concrete footers in the vicinity of the detention basin were unearthed and removed. The Property Committee met on Monday to discuss how to deal with the excess concrete pending environmental testing, etc. We are currently splitting the water service between the test center and the storeroom building, and will split the electrical service at a later date.

Wakeman reported she had conducted numerous site tours related to Project Granite in the previous month. She also continued discussions with a potential buyer for the "Plate Shop" property. A draft sales agreement for the plate shop has been provided to the potential buyer.

Despite various business closures due to the coronavirus pandemic, there has been a noticeable uptick in entrepreneurship, new business starts, and business expansion in the region. Jennifer Wakeman was asked to speak about the role of capital in economic development at a virtual event for the Philadelphia Federal Reserve on October 15<sup>th</sup>. The event, part of the rural action assemblies sponsored by the Philadelphia Federal Reserve Bank and the Center for Rural Pennsylvania. She will moderate a panel on place-based partnerships for capital and regional investment strategies, part of the rural action assemblies sponsored by the Philadelphia Federal Reserve Bank and the Center for Rural Pennsylvania.

#### **Broadband Committee**

Tim Hippensteel provided the broadband committee report. The broadband expansion project is currently on schedule despite many moving parts. We are moving closer to finalizing towers in most locations, and looking for strategic vertical assets like silos to deliver service in the most efficient manner possible with the available funds. Site work and equipment installation will begin in the next few weeks. Tim reported that Bill Risse from network engineer Conxx would be meeting with DRIVE staff later that day to work on finalizing network design.

Jennifer Wakeman reported she will be working on a plan with area stakeholders for how to strategically get the word out to populations in certain areas when service is available without

encouraging calls from customers seeking service in areas that are not yet able to be served. DRIVE is also in discussions with another ISP that could provide service to customers on the expanded network. She also informed the board that DRIVE Staff, the broadband committee, and commissioner representatives to the board have begun biweekly project update meetings. This provides the county representatives an opportunity to ask any specific questions and receive status updates.

One of the largest challenges DRIVE has faced in executing the broadband expansion stems from a recent change in how the Commonwealth treats its tower assets. DRIVE had originally been told that it could utilize state towers with only a nominal monthly recurring charge, plus a one-time payment for tower loading studies, etc. Where state tower assets were formerly managed by Crown Castle, the Commonwealth has decided to change its approach and has engaged a new company, Incite, to manage its tower assets. Incite has been instructed to generate revenue for the Commonwealth through tower leases. Unfortunately, quoted prices for tower leases have been too high to fit the original plan. DRIVE is currently working with network engineer ConxxNE to narrow down the number of state towers needed for the design, as well as the amount of equipment placed on each tower.

### **Property Committee**

Jennifer met with the company involved in Project Granite in September to continue discussions about the donation of the subject property to DRIVE. The company has agreed to donate the property to DRIVE and enter into a leaseback through the end of December to cover the utility costs, and to split realty transfer tax with DRIVE. They provided DRIVE with a draft agreement for the donation of the property, which is currently under review by the DRIVE solicitor.

### **Resolution**

Resolved, that pursuant to Section D. of the Amended and Restated Articles of Agreement, DRIVE shall enter into a Real Property Transfer Agreement (“RPTA”) of certain real property owned by Sunbury Textile Mills, Inc., (“STM”) in the City of Sunbury, Pennsylvania consisting of approximately 23 acres of improved with an industrial facility, offices and parking area, having a street address of 1150 Walnut Street Extension, Sunbury, PA 17801 (the “Property”) for the nominal consideration of \$1.00.

Further Resolved, that the RPTA shall provide for the Leaseback of the Property to STM for a period to end on or before December 31, 2020 on the following conditions:

1. STM shall be responsible for the cost of all utilities provided to the Property from the date of closing until the date it vacates the Property.
2. STM shall continue to carry liability and property and casualty insurance on the

Property (with DRIVE named as an additional insured as its interest may appear) during the Leaseback period and shall be solely responsible for the cost of damages and casualties occurring to the Property during the Leaseback period.

3. STM agrees to indemnify, and hold DRIVE harmless from any and all claims, including attorneys' fees and court costs, asserted by third parties against DRIVE resulting from claims arising during STM's occupancy of the Property during the Leaseback period.

Further Resolved, that DRIVE's Executive Director Jennifer Wakeman is authorized to execute the RPTA and to take any and all further action as may be necessary or convenient to fully perform all the obligations of DRIVE contained in the RPTA.

Finally Resolved, that the foregoing Resolutions are subject to the review and approval of the RPTA by DRIVE's counsel, Karen L. Hackman.

Motion to adopt the resolution as presented above made by Al Neuner, seconded by Dave Park; carried unanimously.

Jennifer Wakeman reported that she spoke with a partner at McKonly & Asbury who confirmed that there is no requirement for DRIVE to sell the donated property at or above a market or appraisal rate. DRIVE is permitted to sell and/or lease the property at any price it chooses.

Dean Girton asked if there were any plans to announce to donation. The Executive Director said that the announcement would likely take the form of a joint press releases coordinated with the company donating the property and another party who is being offered a donation of land surrounding the building. The press release will come when the other party agrees to accept the donation of land.

### **New Business**

With DRIVE's growth to five counties and other programing expansions, the DRIVE board considered adding additional staffing. The Executive Director urged the board to approve posting the new "Business Outreach Manager" position.

Motion to authorize the Executive Director to post and hire the Business Outreach Manager position made by Dean Girton, seconded by Lance Diehl; carried unanimously.

At 9:13 am, Dean Girton made a motion to adjourn, seconded by Denny Hummer.

**NEXT MEETING:** The DRIVE Board meets again on November 4<sup>th</sup>, 2020 at 8:30 a.m. at 418 Railroad Street.

Respectfully Submitted,

Dean Girton, Secretary