

DAUPHIN COUNTY GENERAL AUTHORITY

Minutes of Regular Meeting- May 15, 2013

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PERSONS PRESENT

Members:

Barbara Zemlock, Chairman
David W. Shannon, Vice Chairman
David M. Transue, Secretary
William D. Kohl, Treasurer
Douglas S. Gelder, Asst. Sec. /Asst. Treasurer

Advisors:

Jay Wenger, Susquehanna Group Advisors
Guy Beneventano, Esquire
Alphonse Miller, M&T Trust Company

Office Staff:

Cynthia L. Boratko, Executive Director
Abby L. Gabner, Asst. Executive Director
Darlene Graby, Accountant

MINUTES

CALL TO ORDER:

Ms. Zemlock, Chairman of the Board, called the Meeting to Order at 8:03 a.m. It was noted that a quorum was present and that the meeting had been properly advertised and that consistent with past practices, the meeting was being tape-recorded.

The Chairman of the Board also stated that Executive Sessions were held on April 22 and May 02, 2013 to obtain the advice of counsel on legal issues.

APPROVAL OF MINUTES:

Motion: It was moved by Mr. Shannon and seconded by Mr. Kohl to approve the Regular Board Meeting Minutes of April 17, 2013.

*Question: Ms. Zemlock – Abstain, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl – Aye.
Motion Carried.*

PUBLIC COMMENT:

Nothing to report.

REPORT FROM THE TRUSTEE: Mr. Miller

The Trustee submitted a written report to the Board.

REPORT FROM FINANCIAL ADVISOR: Mr. Wenger

No report given.

REPORTS FROM COMMITTEES:

Golf Committee

Mr. Transue welcomed the board to the Five Iron Grille. He reported that the golf committee met on Friday, May 10, 2013. The course is \$6000 ahead of budget in spite of difficult weather this spring, and is performing at the top of the region in regards to other Billy Casper Golf (BCG) run courses. Another cash infusion will not be necessary and BCG anticipates beginning to pay back the \$87,000 borrowed. Capital items including a mower, a roller and a lift have been purchased. A number of big outings have been secured including the Big 33 outing. Twelve leagues are currently active. The Grand Re-Opening is confirmed for May 20, 2013. BCG has ramped up

marketing and is doing a wonderful job. They have sold over 200 advantage cards, exceeding their goal. Twenty four player development programs were sold so far and eight memberships secured in comparison to only two last year. Three hole-sponsorships have been sold. Window installation is complete. The sale of 10 Mars Street has closed which resulted in approximately \$70,000 going into the clearing fund which will cover about two months of debt service.

Audit Committee

Mr. Shannon reported to the board that Dauphin Highlands' and the Authority's audits are complete. Both audits were clean with nothing significant to report. DCGA has one dangling item which is the updated legal response. Mr. Beneventano commented that he has no objection to what is being proposed but has had no contact from the auditor. Mr. Shannon will call the auditor to get the issue resolved. Mr. Transue and Mr. Shannon commended the staff for their hard work on the audits.

REPORT FROM SOLICITOR: Mr. Beneventano

No report given.

FINANCIAL REPORT: Mrs. Graby

Updated financial reports and an executive summary were provided to members of the Board.

EXECUTIVE DIRECTOR'S REPORT: Mrs. Boratko

Mrs. Boratko provided a written report and requested the board act on the following items:

I. 100 Chestnut Street

Monthly Operational Request #05-2013

Motion: *It was moved by Mr. Transue and seconded by Mr. Shannon to approve payment of the monthly Operational Request.*

Question: *Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.*
Motion Carried.

II. Dauphin County General Authority

Audit Representation Letter - Ratification

This item was tabled per the suggestion of the executive director. Mrs. Boratko is awaiting final legal approval of the Authority's audit.

III. Dauphin Highlands Golf Course

NAI/CIR Addendum/Endorsement for 10 Mars Street Sales Agreement – Ratification

Motion: *It was moved by Mr. Transue and seconded by Mr. Kohl to ratify the Addendum/Endorsement in relation to the sale of 10 Mars Street.*

Question: *Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.*
Motion Carried.

Audit Representation Letter – Ratification

Motion: *It was moved by Mr. Kohl and seconded by Mr. Transue to ratify the Audit Representation Letter for Dauphin Highlands Golf Course.*

Question: *Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.*
Motion Carried.

IV. Hyatt Hotel

MHF Properties IV, LLC Extension of Exclusivity Agreement - Ratification

Motion: It was moved by Mr. Shannon and seconded by Mr. Kohl to ratify the agreement extending the exclusivity period with MHF Properties IV, LLC in regards to the Hyatt Hotel.

Question: Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.
Motion Carried.

OLD BUSINESS:

Nothing to report.

MATTERS REQUIRING ACTION

I. HYATT HOTEL PROJECT

Revenue Fund Requisitions #35-40 - 2013

Motion: It was moved by Mr. Kohl and seconded by Mr. Shannon to approve payment of Requisitions #35-40 - 2013.

Question: Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.
Motion Carried.

BOARD RATIFICATIONS

I. HYATT HOTEL PROJECT

Operational Funding Requisition #34 - 2013

Motion: It was moved by Mr. Shannon and seconded by Mr. Kohl to ratify Requisition #34-2013.

Question: Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.
Motion Carried.

II. RIVERFRONT OFFICE CENTER

Parking Lot Leases

Motion: It was moved by Mr. Shannon and seconded by Mr. Kohl to ratify the parking lot leases for Riverfront Office Center.

Question: Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.
Motion Carried.

OTHER BUSINESS:

Nothing to report.

EXECUTIVE SESSION:

The Board went into Executive Session at 8:39 a.m.

RECONVENE REGULAR SESSION:

The Executive Session adjourned at 9:26 a.m. The Chair reported that during Executive Session the Board discussed land issues and received the advice of legal counsel.

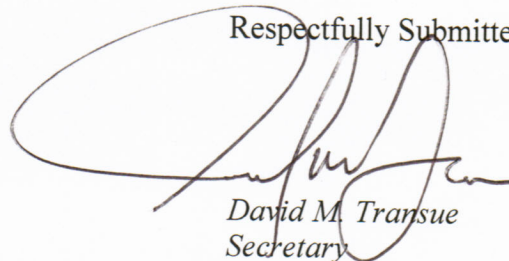
ADJOURNMENT:

— Motion: *It was moved by Mr. Shannon and seconded by Mr. Transue to adjourn the meeting.*

Question: *Ms. Zemlock – Aye, Mr. Gelder – Aye, Mr. Shannon – Aye, Mr. Transue – Aye, Mr. Kohl - Aye.
Motion Carried.*

The meeting was adjourned at 9:26 a.m.

Respectfully Submitted,

A handwritten signature in dark ink, appearing to read 'David M. Transue', is written over the printed name and title.

David M. Transue
Secretary