



An agency of the Centre Region Council of Governments

Serving the Borough of State College and the Townships of College, Ferguson, Harris and Patton

**Special Meeting Agenda**  
for Monday, 23 Nov 2015, 7:30 PM  
**with the COG General Forum**  
**at College Twp. Building**

Sue Mascolo, Chair, Township of Ferguson Chris M. Hurley, Vice-Chair, Township of Patton Kathy D. Matason, Secretary, Township of College*	Diane J. Ishler, Treasurer, Township of Harris Jim W. Dunn, Ph.D., Borough of State College Shannon E. Messick, SCASD *
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\* Ms. Matason may be late in arriving. Ms. Messick is not able to attend this meeting.

I. CALL TO ORDER

**It is noted that at their meeting on November 19, 2015, the Board appointed Treasurer Diane J. Ishler to also serve as Assistant Board Secretary in the event that Secretary Kathy Matason is not available.**

II. COMMENTS FROM THE PUBLIC for any item not on the agenda (up to 3 min./person)

III. ACTION ITEM: **Regional Parks Loan Modification** (Attachment #1)

This agenda item is proposed in order to modify the terms for the regional parks loan as to extend its drawdown date from December 1, 2015 to June 1, 2017. In 2011, the Centre Region Parks and Recreation Authority entered into a \$7,578,800 loan with Fulton Bank to fund improvements at Oak Hall Regional Park and Whitehall Road Regional Park. The repayment of this loan was guaranteed by the municipalities that participate in the Centre Region Parks and Recreation Program. The loan was incurred to fund improvements at the regional parks. Construction at Oak Hall Regional Park is complete and it was open to public use in May 2015. The original loan assumed that construction improvements to Whitehall Road Regional Park would be completed in 2013/2014. For a variety of reasons, the project has been delayed. The process to modify this loan dovetails with the 2-year contract extension (through 31 Dec 2017) that was approved by the PA Dept. of Conservation and Natural Resources (for the \$300,000 grant to assist with the construction of Whitehall Road Regional Park – Phase 1).

The final draw date called for under the loan documents was December 1, 2015, and there is an open balance on the loan of approximately \$5.06 million (\$3.06 million remaining to draw and \$2 million in a money market account at Fulton Bank). The previous loan amendment endorsed by the General Forum and approved by the Authority and Fulton Bank in May 2014 required the \$2 million to be drawn and held in a certificate of deposit or money market account at Fulton Bank. COG staff met with Fulton Bank officials to renegotiate and extend the final draw date and related terms. Fulton Bank responded with the following tentative terms:

- The \$2 million money market funds can be spent prior to taking additional draws on the loan, thereby reducing interest expense.
- The date of the final draw will be extended from December 1, 2015, to June 1, 2017.
- The loan amendment fee would be \$1,000. There will be additional legal fees of \$4,000 to \$5,000.

The COG Finance Director has discussed these conditions with the COG Financial Consultant, Mr. Chris Gibbons of Concord Public Finance, and COG Bond Counsel, Mr. Jens Damgaard, who were both used to secure the original loan and the subsequent loan modification. Both individuals believe the aforementioned terms are financially favorable to the COG. Mr. Damgaard prepared the enclosed documents necessary to complete the transaction. In addition, the proposal to extend the drawdown date has been discussed by the Authority, the Finance, Executive, and Parks Capital Committees.

The steps the General Forum & Authority Board should follow to modify the loan documents are:

- a. The General Forum approves COG Resolution #2015-4 that endorses the Authority’s action to enter into the enclosed modification agreement for the regional parks loan.
- b. The COG Chair recesses the General Forum meeting.
- c. The Authority Chair convenes this meeting.**
- d. The Authority Board acts to approve the attached Authority Resolution #01-2015 that modifies the regional parks loan (*per the motion below*).**
- e. The Authority Chair adjourns their meeting.**
- f. The COG Chair re-convenes the meeting of the General Forum.
- g. Following the General Forum meeting, the COG Chair signs General Forum Resolution 2015-4.

The following motion is proposed for the Authority Board:

***“That the Authority adopt Resolution 01-2015 to enter into a modification agreement for the loan to fund the development of regional parks subject to final approval by Fulton Bank.”***

Following the approval of this motion, the COG Chair will reconvene the General Forum meeting to take steps f and g (above).

IV. OTHER BUSINESS (if any)

V. ADJOURNMENT

*(Action)*

**ATTACHMENTS**

- 1 Authority Resolution #01-2015

**CENTRE REGION PARKS AND RECREATION AUTHORITY**

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**RESOLUTION NO. 01-2015**

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**WHEREAS**, This Authority, by resolution duly adopted on April 25, 2011, authorized the issuance of a Guaranteed Project Revenue Bond (Regional Parks Project), Series of 2011, dated June 1, 2011, in the original maximum principal amount of \$7,578,800 (the “Bond”), to Fulton Bank, N.A. (the “Bank”), pursuant to a Loan Agreement, dated June 1, 2011 (the “Loan Agreement”), between this Authority and the Bank, to undertake the Projects, as defined in the Loan Agreement; and

**WHEREAS**, This Authority issued the Bond to the Bank on June 1, 2011, and has undertaken the Projects, which have been delayed; and

**WHEREAS**, At the recommendation of the General Forum of the Centre Region Council of Governments (the “COG”) this Authority and the Bank entered into a Third Bond and Loan Agreement Modification Agreement (the “Third Modification Agreement”), amending both the Bond and the Loan Agreement, as previously amended to: (i) extend the draw period on the Bond from June 1, 2014 to December 1, 2015, and (ii) have the Bank advance the sum of \$2,000,000 of Bond proceeds on May 30, 2014 to the Authority, which was invested in a collateralized Certificate of Deposit of the Bank maturing on or about March 30, 2015, after which the liquidated funds continued to be held in an Authority deposit account (“Deposit Account”) at the Bank subject to advances after all other proceeds of the Bond have been drawn; and

**WHEREAS**, The COG is now recommending that this Authority and the Bank enter into a Fourth Bond and Loan Agreement Modification Agreement (the “Fourth Modification

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Agreement”), further amending both the Bond and the Loan Agreement, as previously amended to:  
(i) extend the draw period on the Bond from December 1, 2015 to June 1, 2017, and (ii) allow the Authority to apply money in the Deposit Account at any time, including before additional proceeds of the Bond have been advanced.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of this Authority, as follows:

**SECTION 1.** This Authority shall enter into the Fourth Modification Agreement, amending the Loan Agreement and the Bond, substantially in the form presented to this meeting, which form is approved. A copy of the Fourth Modification Agreement in the form so presented and approved shall be filed with this Authority’s Secretary and made available for inspection at reasonable times by interested persons requesting such inspection.

**SECTION 2.** The Chairperson or Vice Chairperson and Secretary of this Authority are authorized and directed to execute, attest and deliver the Fourth Modification Agreement.

**SECTION 3.** This Resolution shall be effective immediately.

**DULY ADOPTED**, by the Board of Centre Region Parks and Recreation Authority, in lawful session duly assembled, this 23<sup>rd</sup> day of November, 2015.

CENTRE REGION PARKS AND  
RECREATION AUTHORITY

By: \_\_\_\_\_  
Sue Mascolo, Chairperson

ATTEST:

\_\_\_\_\_  
Kathy D. Matason, Secretary  
or Diane J. Ishler, Asst. Secretary

(SEAL)

CERTIFICATE

I, the undersigned, (Assistant) Secretary of the Centre Region Parks and Recreation Authority (the “Authority”), certify that: the foregoing is a true and correct copy of a Resolution which duly was adopted by majority vote of the entire Board of the Authority at a meeting of said Board duly convened according to law and held on November 23, 2015, at which meeting a quorum was present; said Resolution duly has been recorded in the minutes of the Board of the Authority; and said Resolution remains in full force and effect, unaltered and unamended, as of the date of this Certificate. I further certify that the Board of the Authority met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. §701 *et seq.*, of the Commonwealth of Pennsylvania, by advertising said meeting, by posting prominently a notice of said meeting at the principal office of the Authority or at the public building in which said meeting was held, and by providing a reasonable opportunity for public comment at said meeting prior to taking official action, all in accordance with such Act.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the Authority, this day of November, 2015.

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Kathy D. Matason, Secretary  
or Diane J. Ishler, Asst. Secretary

(SEAL)