

**REDEVELOPMENT AUTHORITY OF THE CITY OF BETHLEHEM
NOVEMBER 17, 2016**

Room A-205 – Public Safety Building
Bethlehem City Hall
10 East Church Street
Bethlehem, PA 18018

MINUTES

The Board of the Redevelopment Authority of the City of Bethlehem met for a regular meeting on Thursday, November 17, 2016 at 4:00 P.M. in Room A-205 at Bethlehem City Hall, 10 East Church Street, Bethlehem, PA. The place, the hour and the date duly noted for the holding of this meeting was publicized.

Chairman Jason Henninger called the meeting to order and the following members were present:

Earl Bethel
Ronald Heckman
Christopher Spadoni

The Chairman called a quorum present.

Also present were: Tony Hanna, Executive Director
 Heather M. Bambu, Board Secretary
 Michael E. Riskin, Esq., Solicitor

Guests present were: Daryl Peck, Concord Public Financial Advisors
 Nicole Radziewich, Reporter / The Morning Call

RDA Board Member Dennis Cunerd contacted the RDA office prior to the meeting and indicated that he was unable to attend.

APPROVAL OF MINUTES

Mr. Heckman made a motion to approve the minutes of the September 15, 2016 regular meeting of the Redevelopment Authority. The minutes were mailed earlier to each member of the Board. As there were no errors or changes reported, Mr. Bethel seconded the motion. The motion carried unanimously and the minutes of the September 15, 2016 regular meeting of the Redevelopment Authority were approved.

FINANCIAL REPORTS

The Financial Reports for the months ended August 31, 2016 and September 30, 2016 were mailed to the Redevelopment Authority Board members prior to the meeting. As there were no changes or errors noted in these reports, Mr. Bethel made a motion that the cash reports for the months ended August 31, 2016 and September 30, 2016 be accepted as presented. Mr. Heckman seconded the motion. Motion unanimously carried and the cash reports for the months ended August 31, 2016 and September 30, 2016 were accepted as presented.

COURTESY OF THE FLOOR

Since no guests were present at this meeting, Mr. Henninger asked if any of the guests wanted to address the RDA at this time. No one in attendance addressed the RDA during this courtesy of the floor portion of the meeting.

2016 TIF BORROWING

Mr. Henninger turned the meeting over to Mr. Hanna and Mr. Peck for a presentation regarding the 2016 TIF Borrowing. Mr. Hanna stated that the RDA was awarded RACP funds from the Commonwealth of Pennsylvania. He explained that the RDA had received notification recently that it was approved to receive \$1-million from the \$5-million request submitted. He stated that while the Polk Street parking garage will eventually be built he was not sure of the timing of when such construction will occur. Therefore, Mr. Hanna has been working with the RDA Bond Counsel, Attorney Rhodes, of Ballard-Spahr, LLP, and Mr. Peck, of Concord to determine if the RDA could borrow additional funds to pay invoices which have been held for quite some time and which pertain to the Polk Street parking garage project.

Mr. Heckman asked if the Bethlehem Parking Authority would be building the parking garage when that time to build comes. Mr. Hanna stated that the Bethlehem Parking Authority will be building that garage but noted that the RDA had done some initial work in preparation of this project.

Mr. Hanna asked Mr. Peck to provide some additional details regarding the 2016 TIF Borrowing being proposed to the RDA Board at this meeting. Mr. Peck stated that based upon information provided it appears that the RDA is in need of approximately \$400,000 immediately to pay the held invoices referenced by Mr. Hanna earlier. Mr. Peck explained that the total amount of borrowing being recommended will be \$650,000 which includes additional funds available to the RDA for use on other costs. He explained that like prior financings, the total borrowing is set-up on a drawdown basis and so if these additional funds do not become necessary for the RDA then the funds do not have to be drawn upon by the RDA.

Mr. Peck explained that the \$650,000 amount was derived based upon a current situation that exists with the RDA and its annual allocation of TIF revenues to the various sources. He noted that each year the RDA receives approximately \$1.6-million to the Authority Fund account for additional project costs. Of that amount, the RDA is required during 2016 and 2017 to allocate a portion of those funds to bring the 2012 and 2013 Debt Service Reserve Fund accounts to their required amounts as was neglected to do by the RDA Trustee at the time of settlement of these financings. Mr. Peck further explained that the amount required to be allocated to this debt service reserve matter is approximately \$650,000 each year. When determining the amount of the debt the RDA could borrow it was determined that an additional \$650,000 due in 2018 could be sustained by the RDA since the prior years are requiring such an outflow already as a result of this debt service reserve payment requirements.

Mr. Hanna added that the RDA is not eligible for any additional long-term financing opportunities. He noted that the borrowing being proposed to the RDA Board is a taxable loan and explained that there was not much difference between the taxable and non-taxable rates for the RDA financing but noted that flexibility the taxable financing provides the RDA. Mr. Hanna stated that the RDA would be able to set aside funds from this borrowing for a maintenance endowment for the Hoover-Mason Trestle and other TIF District project sites.

Mr. Peck explained that the financing is in the form of a loan with Lafayette Ambassador Bank for an 18-month term. Mr. Spadoni noted that this financing will not be as expensive as bond financing would be for the RDA. Mr. Hanna and Mr. Peck both noted that this cost savings was another reason they were recommending the RDA do this traditional financing rather than a bond issue at this time.

Mr. Peck gave an overview of the resolution before the RDA Board for their consideration. Following this presentation, Mr. Spadoni presented the following resolution to the Board and moved for its adoption by the Board.

**RESOLUTION NUMBER 1436
OF
REDEVELOPMENT AUTHORITY OF THE CITY OF BETHLEHEM
November 17, 2016**

ACCEPTING A PROPOSAL FOR THE PURCHASE OF A SERIES OF ADDITIONAL TAX INCREMENT REVENUE BONDS (BETHLEHEM WORKS DISTRICT PROJECT) IN THE PRINCIPAL AMOUNT NOT TO EXCEED \$650,000; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A FORM OF FIFTH SUPPLEMENTAL INDENTURE AND TRUST; APPROVING THE FORM AND TERMS OF THE BONDS AND AUTHORIZING THE EXECUTION, DELIVERY AND ISSUANCE OF SUCH BONDS; DIRECTING THE TRUSTEE TO AUTHENTICATE SUCH BONDS; DIRECTING THE INVESTMENT OF FUNDS ON DEPOSIT IN THE INDENTURE; CONFIRMING THAT PROCEEDS OF BONDS WILL BE USED TO FINANCE COSTS OF THE 2016 PROJECT; AUTHORIZING AND DIRECTING THE TAKING OF ACTIONS INCIDENTAL TO THE ISSUANCE OF BONDS; AND REPEALING PRIOR INCONSISTENT RESOLUTIONS.

WHEREAS, in March 2000, the Redevelopment Authority of the City of Bethlehem (the “Authority”) and the City of Bethlehem (the “City”) prepared a Tax Incremental Financing (TIF) Plan (the “TIF Plan”) for the “Bethlehem Works” Redevelopment Area (the “TIF District”) in accordance with the Pennsylvania Tax Increment Financing Act, 53 P.S. § 6930.1 *et seq.* (the “Act”), which plan was subsequently approved by resolution of the Authority on April 13, 2000, by resolution of the Bethlehem Area School District (the “School District”) on April 17, 2000, by ordinance of the County of Northampton (the “County” and, together with the School District and the City, the “Taxing Bodies”) on May 5, 2000, and by ordinance of the City of June 6, 2000; and

WHEREAS, the Authority and the Taxing Bodies heretofore entered into that certain Tax Increment Financing Cooperation Agreement Regarding Bethlehem Works District and Bethlehem Works Tax Increment Financing Plan dated November 16, 2000 (the “TIF Agreement”) with Bethlehem Steel Corporation and, by subsequent joinder thereto, Bethlehem Works Owners Association, LLC; and

WHEREAS, pursuant the TIF Agreement, the Taxing Bodies have appointed the Authority to prepare, implement, monitor and direct the TIF Plan and to serve as the “issuing authority” (as defined in the Act) for the issuance of any tax increment financing obligations (“TIF Bonds”) to finance Project Costs for the TIF District, as described in the TIF Agreement and the TIF Plan and the Act; and

WHEREAS, the Taxing Bodies and the Authority heretofore entered into a Rebate Agreement dated as of October 7, 2010 (the “Rebate Agreement” and, together with the TIF Plan and the TIF Agreement, the “TIF Documents”), which sets forth (i) the methodology to calculate allocations and partial rebates of certain future annual tax increments to the Taxing Bodies and (ii) certain other terms, approvals and waivers; and

WHEREAS, the Authority has heretofore entered into an Indenture of Trust, dated as of December 15, 2010 (the “Original Indenture”) with Fulton Bank, National Association, as trustee (the “Trustee”), pursuant to which the Authority issued its Redevelopment Authority of the City of Bethlehem Tax Increment Revenue Bonds, Series of 2010 (Bethlehem Works District Project) in an initial aggregate principal amount of \$27,600,000 (the “2010 Bonds”), as an initial series of TIF Bonds; and

WHEREAS, the Authority developed an additional plan of finance (the “2012 Plan of Finance”) to fund certain additional on-site infrastructure improvements authorized by the TIF Documents consisting of parking and infrastructure improvements, pedestrian access and streetscape enhancements, public amenities and attractions, and related design, engineering and planning expenses (the “2012 Projects”) in order to leverage the existing private investment within the “SteelStacks” development within the TIF District and to induce further private development within the entire TIF District in furtherance of the TIF Documents and the Act; and

WHEREAS, the 2012 Plan of Finance involved the offer and sale of one or more series of TIF Bonds by the Authority and the application of the proceeds thereof to (A) pay all or a portion of the costs of acquisition, design, construction and equipping of the 2012 Projects; (B) fund any necessary debt service and/or capital replacement reserves; and (C) pay costs associated with the issuance of the TIF Bonds; and

WHEREAS, the Original Indenture permits the issuance of “Additional Bonds” (as defined in the Original Indenture); and

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WHEREAS, in order to provide funds to finance a portion of the 2012 Projects, the Authority heretofore issued its Tax Increment Revenue Bonds, Series of 2012 (Bethlehem Works District Project), as a series of Additional Bonds in an aggregate principal amount of \$10,000,000 (the “2012 Bonds”), pursuant to the Original Indenture and a First Supplemental Indenture of Trust, dated as of December 15, 2012 (the “First Supplemental Indenture”), by and between the Authority and the Trustee; and

WHEREAS, in order to provide additional funds to finance a portion of the 2012 Projects, the Authority heretofore issued its Tax Increment Revenue Bonds, Series of 2013 (Bethlehem Works District Project), as a series of Additional Bonds in an aggregate principal amount not to exceed \$3,260,000 (the “2013 Bonds”), pursuant to the Original Indenture, the First Supplemental Indenture and a Second Supplemental Indenture of Trust, dated as of March 1, 2013 (the “Second Supplemental Indenture”), by and between the Authority and the Trustee; and

WHEREAS, the Authority and the Trustee entered into the Third Supplemental Indenture of Trust, dated as of March 1, 2015 (the “Third Supplemental Indenture”) in order to extend the advance period on the Series 2013 Bonds for an additional 12 months in accordance with the Original Indenture; and

WHEREAS, in order to provide additional funds to finance a portion of the 2012 Projects, the Authority heretofore issued its Tax Increment Revenue Bonds, Series of 2015 (Bethlehem Works District Project), as a series of Additional Bonds in an aggregate principal amount not to exceed \$2,465,000 (the “2015 Bonds” and together with the 2010 Bonds, the 2012 Bonds and the 2013 Bonds, the “Prior Bonds”) pursuant to the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, and a Fourth Supplemental Indenture of Trust, dated as of August 1, 2015 (the “Fourth Supplemental Indenture” and, together with the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, and the Third Supplemental Indenture, the “Existing Indenture”) by and between the Authority and the Trustee; and

WHEREAS, in order to provide additional funds to finance Project Costs, the Authority intends to issue its Subordinated Federally Taxable Tax Increment Revenue Bonds, Series of 2016 (Bethlehem Works District Project), as a series of Additional Bonds on a subordinated basis with respect to priority of payment with respect to the Prior Bonds in an aggregate principal amount not to exceed \$650,000 (the “2016 Bonds”) pursuant to the Existing Indenture and a Fifth Supplemental Indenture of Trust (the “Fifth Supplemental Indenture” and, together with the Existing Indenture and any further supplements and amendments thereto, the “Indenture”) by and between the Authority and the Trustee, a copy of which is attached hereto as Exhibit A; and

WHEREAS, the Authority has solicited a proposal dated November 9, 2016 (the “Proposal”) in the form attached hereto as Exhibit B from Lafayette Ambassador Bank (the “Purchaser”) for the direct placement of the 2016 Bonds on a negotiated basis.

NOW, THEREFORE, the Authority hereby resolves as follows:

1. The Proposal in the form presented to the Authority and attached hereto as Exhibit B is hereby approved in all respects and accepted. The Chairperson or Vice-Chairperson, in consultation with the Authority’s financial advisor, bound counsel, solicitor and Executive Director, are, and each of them is, hereby authorized and directed to execute, acknowledge and deliver the Proposal, the terms of which shall be deemed to be incorporated herein, for the direct placement on a negotiated basis of the 2016 Bonds, and the Secretary of Assistant Secretary is hereby directed to notify the Purchaser of such action and to file a copy of the Proposal with the records of the Authority.
2. The form of the Fifth Supplemental Indenture submitted to this meeting providing for the issuance of the 2016 Bonds as Additional Bonds on a subordinated basis with respect to priority of payment with respect to the Prior Bonds is hereby approved. The Chairperson and Vice Chairperson are, and each of them is, hereby authorized and directed to execute, acknowledge and deliver to the Trustee, and the Secretary and Assistant Secretary are, and each of them is, hereby authorized and directed to affix and attest, by manual or facsimile signature, the corporate seal of the Authority to, the Fifth Supplemental Indenture in such final form, with such changes, insertions, deletions and variations therein as the Authority’s solicitor and bond counsel may advise and the Chairperson and Vice Chairperson executing the same may approve, their approval to be conclusively evidenced by their execution thereof.
3. The form of the 2016 Bonds contained in the Fifth Supplemental Indenture is hereby approved. The aggregate principal amount of the 2016 Bonds shall be 3.60% per annum. The final maturity date of the 2016 Bonds shall be no later than June 1, 2018. All redemption and other terms of the 2016 Bonds as set forth in the Proposal shall be deemed to be approved upon the execution and delivery of such Proposal. The Chairperson and Vice

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Chairperson are, and each of them is, hereby authorized and directed to execute the 2016 Bonds by manual or facsimile signature in substantially such form with such changes, insertions, deletions and variations therein as the Authority's solicitor and bond counsel may advise and the Chairperson or Vice Chairperson executing the same may approve, their approval to be conclusively evidenced by the execution thereof. The Secretary and Assistant Secretary are, and each of them is, hereby authorized and directed to deliver the 2016 Bonds to the Trustee for authentication and, when authenticated, to deliver or cause to be delivered the 2016 Bonds to the Purchasers in exchange for the agreed purchase price plus any accrued interest then due and to deposit the amount so received with the Trustee as provided in the Fifth Supplemental Indenture in order to pay a portion of the Project Costs.

4. The Trustee is hereby requested to authenticate the 2016 Bonds and to deliver the 2016 Bonds to the Purchaser upon the order of the Chairperson or Vice Chairperson.
5. The Trustee by virtue hereof and without further authorization from this Authority, is hereby authorized, directed and requested to invest and reinvest all moneys available from proceeds of the 2016 Bonds and all other funds held in any fund, and each account, if any, within such fund, established under the Indenture which by the terms of said Indenture may be invested pursuant to standing investment instructions to be delivered to the Trustee by the Authority prior to issuance of the 2016 Bonds as may be required by the Proposal and the Indenture.
6. The 2016 Bonds are being issued to finance additional Project Costs and to pay costs associated with the issuance of the 2016 Bonds (the "2016 Project").
7. The Chairperson, Vice Chairperson and Executive Director are, and each of them is, hereby authorized and directed to negotiate, execute (by manual or facsimile signature of the foregoing) and deliver, and (if appropriate) the Secretary and Assistant Secretary are, and each of them is, hereby authorized and directed to affix (manually or by facsimile) the corporate seal of the Authority to, and attest (by manual or facsimile signature of either of the foregoing), such other documents and to take such other actions, including the provision of notice to the Taxing Bodies of the Authority's intent to issue the 2016 Bonds, as may be necessary or appropriate in order to effectuate the execution and delivery of the Fifth Supplemental Indenture, the issuance and sale of the 2016 Bonds all in accordance with the foregoing sections hereof and the Indenture.
8. All prior resolutions or parts thereof inconsistent herewith are hereby repealed.

Unless otherwise noted, each capitalized term used but not defined in this Resolution shall have the meaning ascribed thereto in the TIF Agreement, the Rebate Agreement and the Act.

(Resolution Number 1436)

Mr. Heckman seconded the motion. The motion was unanimously approved. Resolution Number 1436 was unanimously adopted by the RDA Board.

EXECUTIVE DIRECTOR REPORT

Mr. Henninger turned the meeting over to Mr. Hanna for his Executive Director Report. Mr. Hanna did not have a written report for the RDA Board but updated the Board as follows:

1. **December 15, 2016 RDA Board Meeting** - Mr. Hanna stated the RDA Board definitely will have its next regularly scheduled meeting on December 15, 2016 due to a borrowing involving ArtsQuest which the RDA will be facilitating. He explained that ArtsQuest had some debt for which they were eligible to use conduit financing and they agreed to allow the RDA to be the conduit for this financing.

Mr. Hanna noted that as the conduit agency, the RDA is not liable for any of the debt and will be compensated for its role in the process through an administrative fee as part of the financing process. Mr. Hanna also noted that Attorney Rhodes will be the bond counsel involved in this transaction and noted that RDA Solicitor, Attorney Riskin, will be involved in document review, and other aspects of this financing, to ensure that the RDA is fully protected throughout this process.

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Mr. Hanna explained that that because the ArtsQuest financing is considered a private activity involving the RDA, a TEFER hearing is required to be held as part of the legal requirements for such financing. He explained that this hearing will occur at 3:30 PM on Thursday, December 15, 2016 to allow the public the opportunity to publicly comment on this matter. Mr. Hanna noted that he will conduct the hearing and noted that ArtsQuest will have representatives present at it as well. He stated that he anticipates ArtsQuest to do a presentation regarding the need for this financing as part of this hearing.

2. **PA Local Shares Application** - Mr. Hanna stated that with the assistance of the City of Bethlehem DCED office, the RDA applied for a grant from the Commonwealth of Pennsylvania Local Shares allocation to Monroe County. He explained that these funds was requested through a competitive process and noted that RDA application requested \$500,000 to be used for costs associated with the City's blight elimination program. Mr. Hanna added that the City has allocated approximately \$400,000 from its capital budget and approximately \$100,000 from its CDBG allocation toward these program costs as well. He added that these additional funds would be quite useful for the program as well due to the costs associated with numerous properties currently in the blight elimination process.
3. **Greenway Commons** – Mr. Hanna stated that during 2017 he anticipates the RDA receiving a request from the developer for Greenway Commons for TIF assistance to complete some of the public greenway and roadway work within the vicinity of the project. Mr. Hanna noted that the project size has been modified from the original plan to include more residential units and less commercial units at the site. He also noted, for the Board, that this project will generate TIF Revenues for the RDA over the next few years.
4. **Sands Casino** – Mr. Hanna stated that based upon a recent newspaper articles and press it has been announced that the Sands Casino is planning a \$90-million expansion. Mr. Hanna added that this project may begin generating TIF revenues as soon as 2017 from this expansion.

APPROVAL OF INVOICES – NOVEMBER 2016

Mr. Henninger stated that the RDA has been asked to review and consider for approval the invoices / reimbursement as outlined on the November 2016 invoice summary.

Mr. Heckman made a motion to reaffirm the approval of the invoices as outlined on the November 2016 invoice summary. Mr. Bethel seconded the motion. The motion was unanimously approved and the following payments were authorized to occur:

- 1) \$7,283.99 represents costs associated with On-Going / Maintenance project costs with payment of such costs to be made immediately following the RDA Board authorization and the completion of the transfer of funds from the RDA General Fund to the TIF Project Fund account. It is the understanding of the RDA Board that such a transfer will be reimbursed to the RDA General Fund upon receipt of additional TIF collections and/or other funds eligible to be used to pay such costs.
- 2) \$26,065.82 represents reimbursement to the RDA from the TIF Administrative Expense Fund account for administrative costs associated with the overall Bethlehem Works / TIF District project.
- 3) \$123.89 represents reimbursement to the RDA from the TIF Authority Fund account for administrative and other costs associated with Phase III of the Bethlehem Works / TIF District project.
- 4) \$11,306.12 represents reimbursement to the RDA from the TIF Authority Fund account for administrative and other various costs associated with the overall Bethlehem Works / TIF District project.

RESOLUTION NUMBER 1437

Mr. Henninger stated that the RDA Board has been asked to review and consider for approval Resolution Number 1437 which authorizes the RDA submission of an application for blight elimination funding from the Commonwealth of Pennsylvania Local Share allocation.

Mr. Hanna reminded the Board that he spoke about this item earlier as part of his Director's Report and noted that this was the application to obtain grant financing to be used as part of the blight elimination program.

Mr. Bethel presented the following resolution to the Board, and moved for its adoption by the Board.

RESOLUTION NUMBER 1437
OF THE REDEVELOPMENT AUTHORITY OF THE CITY OF BETHLEHEM
AUTHORIZING THE FILING OF A PROPOSAL FOR FUNDS
FROM THE DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT
COMMONWEALTH OF PENNSYLVANIA

WHEREAS, the Pennsylvania Race Horse Development and Gaming Act (Act 2004-71) as amended has established the Pennsylvania Gaming Local Share Account ("Local Share Account") under the Commonwealth Financing Authority (CFA) for the purpose of distributing 2% of gross terminal revenues of certain licensed gaming facilities in orderly and timely fashion to support and enhance community and economic well-being and mitigate the impact of gaming and related activities; and

WHEREAS, the Commonwealth of Pennsylvania, through the CFA, provides counties contiguous to Monroe County the opportunity to apply for eligible public interest projects, community improvement projects, economic development projects and reasonable administrative fees; and

WHEREAS, the Redevelopment Authority of the City of Bethlehem desired to submit an application to the CFA for a community and economic development project to create a Low Interest Revolving Loan and Development Fund for Blight Removal and Remediation and to incentivize the rehabilitation and reuse of commercial and residential properties in the City of Bethlehem.

NOW, THEREFORE, BE IT RESOLVED, by the Redevelopment Authority of the City of Bethlehem that:

The proposed project to be funded by a grant from the Local Share Account program through the CFA is hereby eligible and approved.

The Executive Director, on behalf of the Redevelopment Authority of the City of Bethlehem, is authorized and directed to execute a Local Share Account application in the amount of \$500,000 to the PA Department of Community & Economic Development on behalf of the CFA. The project includes the creation of a Revolving Loan Fund in the amount of \$500,000.

(Resolution Number 1437)

Mr. Heckman seconded the motion. The motion was unanimously approved. As a result, Resolution Number 1437 was unanimously approved by the RDA.

GENERAL DISCUSSION

Bethlehem Armory – Mr. Hanna stated he received a letter from a concerned neighbor about the Bethlehem Armory project. He noted that he will forward a copy of this letter to all Board members. Mr. Hanna added parking continues to be a large concern of neighbors to this property and noted that their desires are mixed as far as where such parking should be located. Mr. Spadoni asked if the street size will be changed as part of this project work. Mr. Hanna stated that the design will narrow Second Avenue with some of the design options incorporating angled parking on Second Avenue as the method used to narrow this street.

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ADJOURNMENT

As there was no further business, Mr. Spadoni made a motion to adjourn the meeting of the RDA. Mr. Heckman seconded the motion. The motion was unanimously approved and the meeting of the Bethlehem RDA was adjourned at 4:20 P.M.

Submitted by,

Heather M. Bambu
Board Secretary