

**DERRY TOWNSHIP  
INDUSTRIAL & COMMERCIAL DEVELOPMENT AUTHORITY  
600 CLEARWATER ROAD, HERSHEY, PENNSYLVANIA 17033  
March 19, 2009  
MEETING MINUTES**

**CALL TO ORDER**

Chairman J. Scot Chadwick called the March meeting of the Derry Township Industrial & Commercial Development Authority to order at 5:30.

**PLEDGE OF ALLEGIANCE**

All present stood for the Pledge of Allegiance.

**ROLL CALL**

Members Present:

J. Scot Chadwick, Chairman  
Todd Pagliarulo, Vice Chairman  
August T. (Skip) Memmi, Secretary  
Michael H. W. Pries (arrived 5:45)  
James Ingalzo

Also Present:

James N. Negley, Manager/Treasurer/Assistant Secretary  
Barbara Zemlock, Post & Schell, IDCA Solicitor  
Marie Sirkot, Administrative Assistant  
Ardith Yahner, Stenographer

Public Present:

Bill Davies, H.E. & R.  
Larry Graeff, Buchart Horn  
"Chick" Tulli, Greenlee Partners

Chairman Chadwick advised all those present that it is the policy of the Authority to tape all meetings for the purpose of providing accurate minutes.

## **ANNOUNCEMENT FROM CHAIRMAN CHADWICK**

Chairman Chadwick announced that he was resigning from the ICDA. He stated that he has enjoyed his 7-1/2 years with the board, but since the Intermodal Transportation Center is done along with the new Municipal Building, he feels that it is a good time for the Board of Supervisors to “bring in some new blood”. Chairman Chadwick thanked his colleagues and also mentioned former colleagues Paul Clark and Tom Brogan who were outstanding public servants and brought a lot to the board.

Vice Chairman Pagliarulo said that it will be a great loss to the ICDA board and Derry Township, and thanked Chairman Chadwick for his achievements and his service. Secretary Memmi agreed.

## **PUBLIC COMMENT**

No one came forward.

## **APPROVAL OF MINUTES**

Mr. Ingalzo made a motion to approve the February 19, 2009 ICDA meeting minutes. Mr. Pagliarulo seconded the motion.

**Motion carried, 4-0.**

## **LARRY GRAEFF – (BUCHART-HORN) PRESENTATION**

Mr. Graeff congratulated Chairman Chadwick on his 7 years of service to the Township. He advised the board that his recommendation for winner of the Mid Atlantic States Institute of Traffic Engineering 2008 award was the Intermodal Facility in Derry Township. Mr. Graeff continued by saying he has enjoyed working with our board over the years and has developed friendships through his work with this board. Mr. Graeff then presented the **Award for Mid Atlantic States Outstanding Traffic Engineering Project for 2008** to Chairman Chadwick. He thanked the board for their work over the last five years and for their friendship.

Chairman Chadwick accepted the award on behalf of the entire ICDA Board and thanked Mr. Graeff.

Mr. Graeff also proudly announced that the York Chapter of the American Public Works Association (which he is a member of) has nominated the Derry Township Intermodal Transportation Facility for the **National APWA** award and central Pennsylvania council of the American Public Works

Association endorsed the nomination. Mr. Graeff feels that there is a good opportunity for the ICDA to win this award. Since the final presentation is in Ohio, who will want to go with him to accept the award!

### **MUSEUM BUILDING LEASE AMENDMENT**

Solicitor Zemlock referred the board to Amendment #1 to the Building Lease between the ICDA and the M.S. Hershey Foundation. The original lease requires M.S. Hershey Foundation to provide complete copies of their insurance policy to the ICDA and our broker realized that we did not have these copies. The M.S. Hershey Foundation wants to amend the building lease to require a “certificate of insurance” as opposed to the full and complete policies. Solicitor Zemlock has reviewed grant and loan documents to make sure that this amendment would not violate them and it would not. Her concern is that a “certificate of insurance” is not actual proof of insurance, although it is not uncommon. Additionally, there is an indemnity provision in the building lease and we also have an indemnification from the café onsite. The board needs to decide whether this is acceptable or not. The Solicitor asked Mr. Davies if he had anything to add.

Mr. Davies advised that this request is coming about to eliminate administrative headaches. He added that all they issue for the Giant Center is a “certificate of insurance” and with the indemnity clause in place there should be no problem.

Chairman Chadwick added that it is a matter of trust and whom can you trust if not the M. S. Hershey Foundation? Secretary Memmi asked if the ICDA is listed as “co-insured” on the policy and Mr. Davies replied that we are listed as an “additional insured” with all the protections and provisions thereof.

Mr. Ingalzo asked the difference between the certificate and the contract language itself. Solicitor Zemlock replied that the Certificate proves that you have insurance, but does not specify exactly what the coverage is, therefore a claim could be denied because that specific item was not covered in our policy.

Mr. Memmi moved to approve the Museum Building Lease Amendment and Mr. Pagliarulo seconded the motion.

**Motion carried, 5-0.**

## **ANY OTHER BUSINESS TO COME BEFORE THE BOARD**

Mr. Davies reported that there are two projects with service requirements coming up; the museum project and the intermodal project. The museum project (due April 1<sup>st</sup>) contains two pieces of debt plus a swap and the intermodal (due April 15<sup>th</sup>); two pieces of debt plus a swap. It has been prearranged to use the increase in hotel taxes to pay for these debts and Mr. Davies will get all paperwork requiring signatures to the proper parties.

## **PUBLIC COMMENT**

No public comment.

## **EXECUTIVE SESSION**

Chairman Chadwick announced a recess at 5:45 to go into executive session and discuss a real estate matter.

Public meeting resumed at 6:30 p.m.

## **RENEWAL OF AGREEMENT WITH GREENLEE PARTNERS**

Chairman Chadwick proposed having Solicitor Zemlock and Mr. Negley reach out to Greenlee regarding a further mutual relationship.

## **OTHER BUSINESS TO COME BEFORE THE BOARD**

Vice-Chairman Pagliarulo apologized for the timing of his remarks, but suggested having the Board of Supervisors appoint a replacement for Chairman Chadwick as soon as possible; he also advised the board that he is not interested in becoming chairman.

Solicitor Zemlock advised that the by-laws indicate a new chairman must be chosen at the Authority's next monthly meeting.

Mr. Ingalzo advised that he met with HE&R representatives at lunch today regarding our strategic plan and he has some details to share at a later date. They did, however, agree to share some of their plan with the ICDA Board so that our board can see where availability would be for Township growth to occur along with what HE&R is doing. Mr. Ingalzo will send an email to each board member as soon as he gets further details from Mr. Frank Miles regarding the property on Hockersville Road.

Mr. Ingalzo also asked for a discussion/decision about the Hershey Playhouse request for assistance so that he can get back to Ms. Cort with information. Mr. Pagliarulo asked if it would be appropriate for Mr. Negley to put the Playhouse in the budget and Mr. Negley said we could commit to \$1,000. Mr. Memmi asked if we could commit to \$1,000 per year for the next five years. Chairman Chadwick feels it might be better to give a \$1,000 check and express our desire to continue each year as we can afford.

Mr. Pries made a motion to donate \$1,000 to the Hershey Playhouse and Mr. Ingalzo seconded the motion.

**Motion carried, 5-0.**

Mr. Pries added that it has been an honor and privilege to serve with Chairman Chadwick. Mr. Chadwick has been a mentor to him outside the ICDA as well, and he appreciates the advice and direction he received. Chairman Chadwick will be missed!

Chairman Chadwick thanked all of the board members again and asked for a motion to adjourn.

### **ADJOURNMENT**

Vice-Chairman Pagliarulo's motion to adjourn was unanimously seconded.

**Motion carried, 5-0.**

Respectfully submitted by:

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James N. Negley  
Manager/Treasurer/Assistant Secretary

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