

Meeting of the Board
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
May 18, 2023
Room 515 North Office Building
11:21 a.m. Prevailing Time

MINUTES

1. Call to Order, Filing of Proof of Sunshine Notice and of Sending Notice of the Meeting, and Announcement of Quorum
2. Election of Officers for 2023
3. Approval of the Minutes of the Meeting of November 17, 2022
4. Audit Committee Entrance Conference
5. Old Business
 - A. Executive Director's Update
6. New Business
7. Adjournment

1. CALL TO ORDER, FILING OF PROOF OF SUNSHINE NOTICE AND OF SENDING NOTICE OF THE MEETING AND ANNOUNCEMENT OF QUORUM

With a quorum of board members present, the meeting of the Pennsylvania Higher Educational Facilities Authority was called to order on Thursday, May 18, 2023, at 11:21 A.M. prevailing time, in room 515 North Office Building, Harrisburg, Pennsylvania. The proof of the Sunshine advertisement and certification regarding sending the notice of the meeting is attached to these minutes. It was noted that the meeting was being recorded.

Chairperson Brysiak asked if there were any members of the public on the call. There were no members of the public on the call.

Board Members Present

Angela Brysiak, (Proxy for Governor Josh Shapiro)
Christal Pike-Nase, (Proxy for Auditor General Timothy L. DeFoor)
Shawn Smith, (Proxy for Acting Secretary of General Services Reggie McNeil)

Board Members Participating by Conference Call

Jennifer Langan, (Proxy for Treasurer Stacy Garrity)
Leo Knepper, (Proxy for Senator Coleman)
Senator Lindsey M. Williams
Representative Peter Schweyer
Representative Jesse Topper
Patrick Lord, (Proxy for Acting Secretary of Education Khalid Mumin)

Members Absent

None

Authority Personnel Present

Eric Gutshall, Executive Director
Jennifer Sheffield, Director of Operations
David Player, Comptroller & Director of Financial Management

Also Present

William McCarty, Authority Counsel, Barley Snyder LLP

2. ELECTION OF OFFICERS FOR 2023

Chairperson Brysiak explained that the officers of the Authority are elected at the first Board meeting of the year. Typically, the Governor serves as President of the Board and the three Vice Presidents are the two members of the Senate and the Speaker of the House or his or her designees. The Secretary is usually the Secretary of General Services, and the Treasurer is normally the State Treasurer.

Chairperson Brysiak recommended that Governor Shapiro be elected President, Senators Coleman and Williams and Representative Schweyer as the Vice Presidents, Treasurer Garrity as the Treasurer and Acting Secretary McNeil as Secretary. She also recommended Eric Gutshall, Jennifer Sheffield and David Player be elected Assistant Secretaries and Assistant Treasurers.

Chairperson Brysiak opened the floor to nominations or a motion to elect the recommended officers.

In accordance with the PHEFA Bylaws, and upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Smith**, and after full discussion, at the PHEFA Board Meeting of May 18, 2023, the following Officers were unanimously elected for a period of one year and until their respective successors shall have been duly elected and qualified or until they have ceased to be members of the Board:

- | | |
|------------------------|---------------------|
| a. President | Josh Shapiro |
| b. Vice President | Jarrett Coleman |
| Vice President | Lindsey M. Williams |
| Vice President | Peter G. Schweyer |
| c. Secretary | Reggie McNeil |
| d. Treasurer | Stacy Garrity |
| e. Assistant Secretary | Eric Gutshall |
| | Jennifer Sheffield |
| | David Player |
| f. Assistant Treasurer | Eric Gutshall |
| | Jennifer Sheffield |
| | David Player |

Resignation of Executive Director and Appointment of Acting Executive Director

Chairperson Brysiak mentioned the resignation letter that Mr. Gutshall sent to the Board. She congratulated him and let him know how much he would be missed. She said that it has been a pleasure working with him. She truly enjoyed seeing him in action, going on tours with him and watching him lead the Board. She said that she can now call him a friend. She wanted to thank him, on behalf of the Board, for the phenomenal work he has done. She mentioned that the list of accomplishments during his time as Executive Director at the Authorities is remarkable. Chairperson Brysiak acknowledged Mr. Gutshall's resignation and asked the board for a motion to appoint Jennifer Sheffield as Acting Executive Director.

RESOLVED That Jennifer Sheffield be appointed Acting Executive Director as of close of business June 2, 2023.

Upon **MOTION** by **Ms. Langan**, and **SECONDED** by **Ms. Pike-Nase**, and after a vote by the Board, Jennifer Sheffield was unanimously appointed Acting Executive Director as of close of business June 2, 2023, by the PHEFA Board at the Meeting of May 18, 2023.

3. APPROVAL OF THE MINUTES OF THE MEETING OF NOVEMBER 17, 2022

A copy of the minutes of the meeting of November 17, 2022, was distributed to the Board Members prior to this meeting. It is therefore recommended that consideration be given to the adoption of the following Resolution:

RESOLVED That the minutes of the PHEFA meeting of November 17, 2022, be and hereby are approved as presented.

Upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Smith**, and after full discussion, the above Resolution was unanimously approved at the PHEFA Board Meeting of May 18, 2023.

4. AUDIT COMMITTEE ENTRANCE CONFERENCE

Ms. Pike-Nase, as the Chair of the Audit Committee, said that on Tuesday, May 9, 2023, the Authorities' Audit Committee conducted the entrance conference in the Department of the Auditor General's Law Library with our independent auditors, Maher Duessel, to review the FY 2022-2023 audited financial statements.

The Auditor General is the chair of the 5-member Audit Committee. As noted earlier, Maher Duessel is the Authority's independent auditor and one of its partners, Jennifer CruverKibi, participated in the conference.

Ms. CruverKibi reviewed the approach and timing of the audit, including the fact that the financial statements must this year address both the GASB 91, relating to Conduit

Debt Obligations, and GASB 96, relating to Subscription-Based Information Technology Arrangements. Regarding the issue of conduit debt, the independent auditors will be reviewing any new agreements.

Maher Duessel will start fieldwork in the 1st or 2nd week of August. The independent auditors expect that the draft financials will be ready on August 22, 2023, and that the final financials will be sent out by August 28, 2023.

5. OLD BUSINESS

A. Executive Director's Update

Mr. Gutshall said that we closed a \$66,500,000 issue for Delaware County Community College earlier this year. The proceeds of the 2023 Bonds will provide the funds necessary for the construction of the College's new Southeast Campus.

In addition, although the market is not extremely favorable for tax exempt bonds and loans, PFM has told us that there are 2-3 potential SPSBA bond deals coming in the future. They could be clients that we lost due to the RFP process that was instituted in 2015. Mr. Gutshall is very excited about the possibility for these bond deals and hopes to get back clients that were lost.

Mr. Gutshall took a minute to thank the Board for the honor and privilege to serve with them. He said that it has been a joy. He said that it has been exciting to be able to work in bonds and he doesn't think many people say that. Mr. Gutshall said that this job taught him how America is built and that is truly through bonds. He said that specifically, for us, it is colleges universities, schools, research hospitals, and all of us involved in these two authorities do that. We drive down the highway and we see a research hospital that we built and financed. We see a college or school that we were able to help. Mr. Gutshall thinks a lot of people don't realize what we do here and what bonds do for our economy and for our educational institutions. Mr. Gutshall is very proud of the work that we have done here. He said that he is very proud of the staff here. He said that Mr. Player and Ms. Sheffield have been tremendous to work with over the past three and a half years and he wanted to thank them. He wanted to thank all board members but particularly Ms. Brysiak. Mr. Gutshall wanted to thank Ms. Pike-Nase for being our advocate. He said that she has been tough of us, but also pushed us. He said that she has been absolutely fantastic. He said thank you to Ms. Langan for everything that she has done. He added that the Board has been really engaged and he is very thankful for that. Mr. Gutshall said that he can't tell the Board where he is going because he was told not to announce it yet. But he plans to get back to the Board on June 5, 2023, about that. He hopes to work with everyone on the Board in a new way in Washington, D.C. Mr. Gutshall said thank you so much and please let me know how I can be helpful to the Authorities in the future.

Ms. Pike-Nase wanted to make the point that these authorities are extremely important. She said that when you look at the statutory structure of them, you can see that the General Assembly really thought long and hard as to how they were supposed to be

working. She said that Mr. Gutshall did a fantastic job of trying to help our authorities along. We do have some challenges because of interest rates right now, but Mr. Gutshall really set us on a good path, and she wanted to thank him for that.

Ms. Sheffield thanked Mr. Gutshall for caring so much about the authorities and his hard work promoting them. She said that the authorities are really going to miss him and wished him luck in his new role.

Mr. Player seconded Ms. Sheffield's statement.

6. NEW BUSINESS

Chairperson Brysiak asked if there was any new business to come before the Board, and hearing none, he asked for a motion to adjourn.

7. ADJOURNMENT

There being no further business to come before the Board at this time, and upon **MOTION** by **Ms. Pike-Nase**, and **SECONDED** by **Mr. Smith**, the PHEFA Board Meeting was adjourned at 11:24 a.m.

SUNSHINE ACT PUBLIC MEETING NOTICES

Please utilize the Contacts name/phone # listed in each notice for reasonable accommodation due to a disability; to check on the meeting status; to inquire about phone/online participation options; etc. Note: some mtgs. may be recorded.

State Board of Education Meetings, 5/3/2023, 10 AM, 333 Market St., 1st Fl., Honors Ste., Hbg., PA, 10 AM-School & University Safety Comm. Mtg; 11 AM-Cncl. of Higher Ed; Immed. following is Cncl. of Basic Ed. Mtg., 1 PM-State Board of Ed. Mtg.; Immed. following is State Board of Career & Techn. Ed. Mtg., Contact: Stephanie Jones 717-787-3787.

PCCD Committee Meetings, 3101 N. Front St., Hbg., PA, Conf. Call: 267-332-8737, Mental Health & Justice Advisory: 5/3/2023, 10 AM, Access Code: 691 856 707#; Juvenile Justice & Delinq. Prevention: 5/4/2023, 9 AM, Access Code: 136 937 07#; Victims' Services Advisory: 5/9/2023, 10 AM, Access Code: 965 593 749#, Contact: Lea Dorsey 717-265-8733; Criminal Justice Advisory: 5/10/2023, 10 AM, Access Code: 787 524 859#, County Adult Probation & Parole Advisory: 5/11/2023, 2 PM, Conf. Call: 929-205-6099, Access Code: 338-839-7098#, Contact: Charlotte Anspach 717-265-8455.

PCCD Constables' Education & Training Board Meeting, 5/11/2023, 9 AM, 3101 N. Front St., Hbg., PA, Conf. Call: 267-332-8737, Access Code: 243 756 855#, Contact: Sherry Leffler 717-265-8554.

PennSERVE Executive Board Meeting, 5/8/2023, 11 AM, L&I Bldg., 651 Boas St., Rm. E-100, Hbg., PA, Mtg. in-person & hybrid., Contact K. Spehar for MS Teams info. before 5/8/23, Contact: Kaitlyn Spehar 717-772-4428.

DOH Special Supplemental Nutrition Program for Women, Infants & Children (WIC Program) Meeting, 5/10/2023, 1 PM, Conf. Call: 267-332-8737, Access Code: 747 537 219#, DOH will send out the Mtg. agenda no later than 5/9/23 at 12 PM via e-mail. For agenda contact ra-dhwicadvisory@pa.gov to be added to distrib. List, Speech/hearing-impaired persons: contact PA AT&T Relay Service at (800) 654-5984 (TDD users) or (800) 654-5988 (voice users), Contact: Department of Health, Bureau of WIC 717-783-1289.

Special, State Public School Building Authority & PA Higher Educational Facilities Authority Board Meeting, 5/18/2023, 11 AM, 515 North Ofc. Bldg., Hbg., PA, Contact: Jennifer Sheffield 717-975-2209.

Appeared in: ***Patriot-News*** on Thursday, 4/27/2023

STATE PUBLIC SCHOOL BUILDING AUTHORITY
PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY
Notice of the Meetings of the Boards to be Held
May 18, 2023

The State Public School Building Authority and the Pennsylvania Higher Educational Facilities Authority Boards will meet on **Thursday, May 18, 2023**, at **11:00 a.m. in Room 515 North Office Building, Harrisburg**. The meetings are to: (a) approve projects for financing; and (b) consider other matters as may properly come before the Board.

Please complete the attached response and return to Jen Sheffield via e-mail.

Sincerely,

Eric Gutshall
Executive Director

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Harrisburg, PA

I CERTIFY that the notice on the previous page for the May 18, 2023, meetings was dispatched to the following on April 24, 2023, at the addresses indicated, constituting all members of the Board of the Pennsylvania Higher Educational Facilities Authority.

Angela Brysiak, Proxy for Governor Shapiro

abrysiak@pa.gov

Jarrett Coleman, Designated by the President Pro Tempore of the Senate

lknepper@pasen.gov

Lindsey M. Williams, Designated by the Minority Leader of the Senate

lindsey.williams@pasenate.com

Peter G. Schweyer, Designated by the Speaker of the House of Representatives

pschweyer@pahouse.net

Jesse Topper, Designated by the Minority Leader of the House of Representatives

jtopper@pahousegop.com

Stacy Garrity, State Treasurer

hshaffer@patreasury.gov

Timothy L. DeFoor, Auditor General

plafoe@paauditor.gov

Reggie McNeil, Acting Secretary of General Services

remcneil@pa.gov

Khalid M. Mumin, Acting Secretary of Education

karworley@pa.gov

GIVEN under my hand and seal this 24th day of April 2023.

Eric Gutshall

Executive Director

State Public School Building Authority

Pennsylvania Higher Educational Facilities Authority