

MINUTES OF CORPORATION MEETING

April 7, 2016

SCOTTSDALE PLAZA RESORT

SCOTTSDALE, AZ

President Michael Stanard called the meeting to order on Thursday, April 7, 2016 at 9:10 AM MST.

1. **Roll Call of Members**

Secretary Rebecca Floyd called the roll of the following voting members in attendance as follows:

AZ Health Facilities Authority: X	MT Facility Finance: X
CO Health Facilities Authority: X	NE Educational, Health, & Social Services Finance Authority: X
Colorado Educational FA: X	
Escambia Co, FL Health Facilities Authority: X	New Hampshire Health & Ed Facilities: X
ID Health Facilities Authority: X	New Jersey Health Care Facilities Finance Auth: X
IL Finance Authority: X (phone)	Pennsylvania Higher Ed Facilities Auth: X
IA Higher Ed Loan Authority: X	
KS Dev Finance Authority: X	South Carolina Jobs-Economic Development Authority: X
LA Public Facilities Authority: X	SD Health & Ed Facilities Authority: X
	Vermont Ed & Health Buildings Financing Agency: X
MO Health & Ed Facilities: X	Washington Higher Ed Facilities Authority: X
	WA Health Care Facilities Authority: X
	WI Health & Educational Facilities Authority: X

Rebecca confirmed the quorum (21 members of 41) and Mike asked if there were any changes or additions to the minutes of the Corporation meeting held on September 15, 2015 in Seattle, Washington. Hearing no request for revisions, Harry Huntley moved approval of the minutes and Michelle seconded. The minutes were unanimously approved.

2. **Advocacy Committee Report**

Martin Walke with LPFA noted that Chuck Samuels and Bill Daly had delivered an extensive legislative and political environment report the day before. He agreed with their assessment that the chance exists for significant tax reform in 2017, and he also encourages NAHEFFA to step up their lobbying initiative. Martin said the committee is exploring the possibility of requesting members to pay a voluntary assessment in 2017 in an additional amount equal to a member's regular annual dues payment to

supported a more extensive advocacy effort. He encouraged members to strongly consider paying the additional amount if they can, stating this is going to be such an important advocacy initiative.

Martin also advised that NAHEFFA is exploring retaining ML Strategies (hereafter, "MLS") to assist with a more extensive advocacy initiative, advising that MLS is an arm of the Mintz Levin firm. He said there is no contract with MLS at this point, but that he plans to bring in someone from MLS to the Chicago conference to give a presentation on services, strategies, fees, etc.

Linda Beaver asked if the Advocacy Committee was only considering MLS. Martin responded that at this point yes, explaining the committee had looked at other options, but they were even more expensive without better performance reviews.

Mark Heller noted it would be great if for advocacy purposes if NAHEFFA entities all could do something similar to Wisconsin in developing an analysis and talking sheet identifying important projects and their associated economic development benefits.

Chuck Samuels talked about the risk of the NAHEFFA issues getting lost in the overall discussion of tax reform, especially the private activity bond sector which will be targeted for reductions or elimination. He believes the next Congress will present very serious challenges to the tax-exempt sector, but also noted there are limits to what can be accomplished through advocacy initiatives on any particular issue. He advised he will have a senior representative from MLS at the Chicago meeting.

Audit Committee

Dennis Reilly advised the group about a PayPal account with \$27,000 in funds that had recently been discovered. He explained the account had apparently been established to accept sponsorship fees. Don Templeton said that the money had been transferred to NAHEFFA's primary account at Wells Fargo, and that he believes the PayPal account should just be closed out. Dennis and Don will reconcile the PayPal account funds per relevant year of receipt, and then probably close the account.

3. Communications & Membership

Mike reported that Nichole advises that this time the Website updates really are almost completed, and that the NAHEFFA Website will be fully activated soon. Mike said the new logo is in use, looks sharp, and is on the conference materials and website.

He advised that there are no new members to report, and no real opportunities for new members at this time. The Newsletters were recently distributed.

4. Education & Programming Committee Report

Corinne Johnson advised the membership that upcoming conferences are scheduled as follows: the fall 2016 conference will be in Chicago and the spring 2017 conference will be in Alexandria again. She reported that the fall conference will be in Boise, ID the weekend after Labor Day.

Sponsorship Committee

Shannon Govia reported spring sponsorship fee income of \$27,000 which is \$3,000 below last year's spring sponsorship. Shannon noted that the NAHEFFA fall conference pulled in seven additional sponsors at \$1200 apiece. He said that the spring sponsorship level is set at \$1750. Shannon said he and Martin Walke will be leading a small group discussion of sponsorship structures, and then they will present options to the Corporation and ask the Corporation to determine how they wish to proceed with sponsorship. The Committee also plans to explore seeking more borrower entities as members of NAHEFFA.

Chuck advised that his firm had recently hosted a Webinar for NAHEFFA participants on the floating money market issue. He explained that this was an inexpensive communications platform that his firm already has the technology to host, and that it could be a good mechanism to keep in touch with people. He reported that 23 people participated in the webinar. Harry Huntley observed that such webinars also had sponsorship potential, and Shelley Shannon agreed, pointing out the prospect for greater visibility. Members also agreed it would be a good way to stay in touch on issues if NAHEFFA decides to shift to just one conference per year.

5. **Nominations & Governance Committee**

Julie Arvo MacKenzie pointed everyone to the slate of officers on the tables for review. She also announced her resignation as Chair of the Governance Committee due to the impending dissolution of the Arizona Health Facilities Authority. Julie explained the Arizona legislature was poised to pass legislation eliminating various economic development entities in favor of the establishment of a new multipurpose entity. Maribeth Wright will take over as Chair of the Governance Committee, and plans to review the bylaws to determine whether it make sense to continue the bifurcation of the election of directors and officers. Should the Corporation elect to transition to just one conference a year, the Committee will also recommend any associated relevant Bylaws revisions.

Strategic Initiatives

Committee Chair Maribeth Wright reported that as everyone knows, the website has been the primary focus and is almost finalized. She mentioned the possibility that the Committee may not be needed after the website is finished.

Finance Committee

After a brief and informative slide presentation featuring the annual September round up of approximately 1300 bison in South Dakota, Don presented the financial report, noting that since the merger of the Health and Higher Ed associations cash and investments have averaged around \$430,000 a year, and that he is projecting about \$432,000 at the end of fiscal year 2016, stating that the balance sheet would show \$476,000 in total liabilities and equity. He advised that funds are still invested conservatively, laddered in cds and money markets earning around .75 percent.

Don went through the budget explaining the proposed FY '17 budget is substantially identical to the FY '16 budget, with no major changes. Membership is assumed stable at current levels, and Don is presuming Shannon will deliver the estimated sponsorship revenues.

Mike asked for a motion to approve the Budget, and advised the Board recommends the FY 2017 budget be adopted as presented. Maribeth Wright moved to approve the budget and Blaine Bondi seconded. Members approved the budget unanimously.

6. Board Nomination Slate

Mike directed the members' attention to the slate of candidates for officer positions on the Board to include: Donna Murr, President, Harry Huntley, Vice President, Don Templeton, Treasurer and Rebecca Floyd, Secretary. Mike asked for a motion to adopt the slate by acclamation. Martin Walke moved the motion and Corinne Johnson seconded. The slate was unanimously approved. Mike announced that Harry's director position on the Board was now vacant, and said the Board would welcome recommendations and volunteers. Donna reminded members the director vacancy is to fill Harry's unexpired term which has just a year remaining.

7. Additional Business

Mike asked if anyone had any other business for the Corporation. Donna got up and after thanking people for voting for her, thanked Mike for his service to NAHEFFA and presented him with a card, certificate of service and Cabela's gift card.

Nichole Doxey then thanked Blaine and Julie for hosting and presented each of them with a gift card.

Blaine thanked the Sponsorship and Conference Committees for making the host duties so effortless and for having the opportunity to host. Blaine advised that it appeared likely that the Arizona Health Facilities Authority would be dissolved soon in favor of a new multi-purpose economic development entity, and thanked the group for their support through the years. Blaine said he had been with the Authority for 17 years, and remarked on the symmetry of attending his first and last fall conference in Seattle.

8. Adjournment

Hearing no requests for further business, Martin Walke moved to adjourn the meeting and Linda Beaver (also retiring) seconded. The meeting adjourned at 9:50 a.m. MST.