

MINUTES OF BOARD OF DIRECTORS MEETING

Scottsdale Plaza Resort

Scottsdale, AZ

President Mike Stanard called the meeting to order on Thursday, April 7 at 8:35 a.m. MST.

Board Members present: Mike Stanard, Corinne Johnson, Dennis Reilly, Don Templeton, Paula Drummond, Harry Huntley, Donna Murr, and Rebecca Floyd. Nichole Doxey and Chuck Samuels were also present. Past President Pamela Lenane was not present.

The following items were discussed:

1. Approval of Minutes of the January 16, 2016 Board of Director Meeting

Mike asked for a motion to approve the meeting minutes from the January 16, 2016 Board meeting. Paula moved adoption, Corinne seconded, and without further discussion, the January minutes were approved.

2. New Business: Governance Committee

Mike advised that Julie Arvo MacKenzie has resigned as Chair of the Governance Committee because of the uncertainty regarding whether she would continue to be associated with NAHEFFA in the future, pending dissolution of the Arizona Authority. Maribeth Wright has agreed to serve as Chair. Mike asked for a motion to appoint Maribeth as Chair of the Governance Committee, Corinne moved and Dennis seconded. Maribeth was unanimously confirmed.

3. Financial Report and Budget:

Don Templeton presented the Treasurer's Report advising that cash and investments have stabilized, and he is projecting revenues in an amount of approximately \$11,000 more at June 30, 2016 as compared to close out of FY 2015. Don said he recently transferred \$80,000 into the NAHEFFA money market account.

Don then advised that a Pay Pal ("PP") account with approximately \$27,000 in funds, including the "missing" Louisiana dues had been discovered. He explained his understanding that the Pay Pal account had originally been established as a way for vendors to submit sponsor fees. Don explained that now, it's just as easy for sponsors and members to remit funds to Wells Fargo via ACH, and that he thinks it makes sense at this time to close out the PP account. The Board agreed that going forward it probably makes the most sense to just utilize the Wells account. Dennis as chair of the Audit Committee will schedule a call with the Committee, Don and Nichole to further discuss.

Don said he is projecting \$7,200 in net income for this year's fiscal budget and about \$3,817 for FY 17. He said they held fee and sponsor revenues flat. Paula asked whether we should consider eliminating the AZ fees since the current AZ authority is being dissolved. Several individuals remarked that there was a reasonable probability that the new entity would join NAHEFFA.

Mike asked for a motion to approve the budget, Donna moved adoption and Harry seconded. Without further discussion the FY 2017 Budget was adopted unanimously.

4. Advocacy

Mike advised that Chuck's engagement was last renewed in 2014, and that he, Paula and Rebecca have been working on a new engagement letter with Chuck Samuels / Mintz Levin. Paula said that she, Mike and Rebecca had developed a new draft engagement letter and asked Chuck if he preferred to draft the new engagement or would prefer NAHEFFA draft. Chuck said he didn't care who drafted the agreement, and Paula said she would finalize the engagement.

Mike advised members that NAHEFFA would almost certainly need to engage in more significant advocacy efforts in 2017 following the elections. Chuck confirmed it would be his recommendation as well to increase NAHEFFA's advocacy initiative in 2017, and briefly discussed Mintz's advocacy arm, ML Strategies. Mike said Martin's Committee is exploring the idea of a voluntary assessment in an additional amount equal to a member's regular annual dues payment, and emphasized it would be implemented on a voluntary basis, such that entities could choose not to pay the increased amount.

5. Board Vacancy

Mike noted that if Harry is elected as Vice President of the Board, his directorship position will need to be filled, and volunteers are being sought.

6. George Pitt Memorial Contribution

Mike informed Board Members that the Katten Muchin law firm had contacted NAHEFFA about a memorial contribution in honor of George Pitt. The firm would like to donate \$1,000 a year for ten years to establish a memorial lunch speaker series or similar. Dennis observed that George spent a portion of his career in Chicago and that Katten Muchin had a Chicago office, and that it would present the perfect opportunity to launch the inaugural luncheon series during our fall conference this year.

Mike asked if there was motion to accept the memorial funds for use as directed; Don moved to accept the Katten Muchin George Pitt Memorial Contribution, Corinne seconded, and the motion was unanimously approved. Mike said Shannon Govia will follow up with Katten Muchin.

Mike asked if there was any additional business for the Board; hearing none, Donna moved to adjourn, Don seconded and Mike adjourned the meeting shortly after 9:00 a.m. MST.