

MINUTES OF CORPORATION MEETING

March 26, 2019

Omni Hotel

Austin Texas

President Harry Huntley called the meeting to order on Tuesday, March 26 shortly after 1:30 P.M. CDST and requested that NAHEFFA Secretary Rebecca Floyd call roll.

1. Roll Call of Members

Rebecca called roll with the following 20 voting members in attendance:

CO Health Facilities Authority: X
CO Educational & Cultural FA: X
(Corinne Proxy for Mark)
Escambia County Florida
HealthFacilities Authority:X

New Hampshire Health & Ed Facilities: X
New Jersey Educational Facilities Auth: X
Rhode Island Health & Edu Building Corp: X
South Carolina Jobs-Economic Develop Auth: X
South Dakota Health & Ed Facilities Auth: X
Washington Higher Ed Facilities Authority: X
WA Health Care Facilities Authority: X
WI Health & Educational Facilities Authority: X

ID Health Facilities Authority: X
Iowa Higher Education Loan
Authority: X

Illinois Finance Authority:X
KS Dev Finance Authority: X

LA Public Facilities Auth: X
Maine Health & Higher Ed
Facilities : X

Mass Development Finance: X
Minnesota Higher Ed Facilities: X
MO Health & Ed Facilities: X

Rebecca confirmed the quorum with 20 members present. Harry asked if there were any changes or additions to the minutes of the fall Corporation meeting held in Denver, Colorado. Hearing no requests

for revisions, Don Templeton moved approval of the minutes, John Sager seconded and the minutes were approved without further discussion.

Committee Reports:

1. Advocacy:

Martin Walke provided the report, advising the group that spring conferences in odd years are typically held in Washington, D.C., but given recent successes on Capitol Hill and the continuing effective advocacy of Chuck Samuels and Mintz Levin, the decision was made not to convene in the expensive Washington area this spring. Martin said they would like members to meet with their congressional representatives when possible when they are in district, and that they may request NAHEFFA member fly-ins to D.C. from time to time.

Chuck addressed the group reporting the good news that we can be back on offense rather than defense as in recent years. Many new members of Congress need education on the myriad public finance topics. Bank Qualification is emerging as an issue of focus again, and Chuck urged NAHEFFA member advocacy efforts to revert to the recession era rules, which allowed a higher capitation level, and the qualification rules returning to the borrower, not conduit issuer level. Chuck reminded the group that he worked with NABL to prepare an extensive explanation paper on Bank Qualification, and that they have a two-page handout available to use as well.

He reported that advance refundings are still being discussed, and also require ongoing education and advocacy for any chance at restoration.

Finally, Chuck advised that he, Harry and Martin are talking with the MSRB about new amendments 15 and 16 to Rule 15(c)2-12, and that on the SEC front Rebecca Olsen is interested in having a panel on conduit issuers at the next SEC conference.

2. Audit

Don reported for Dennis that the fiscal year 2018 audit is complete and NAHEFFA received a clean opinion from the auditors.

3. Communications

Mike Stanard reminded any members who have not yet turned in their NAHEFFA Member Survey to please do so as soon as possible.

He said they are working on connecting with the new Arizona Authority that Blaine Bondi's entity was merged into, and are also still trying to make progress with Arkansas, some of the Texas entities, Tennessee, Florida and North Carolina.

Harry said he does think it is desirable to increase membership as possible, but that he believes it may be more important to focus on retaining the members we have and increasing sponsorship. It would also be worthwhile to work on getting dormant members more engaged.

4. **Governance**

Maribeth Wright said she would wait for the slate to be presented.

5. **Conference**

Corinne reminded members that the fall conference is scheduled to be held in Portland, Maine on September 23 through the 25th; she also relayed that Harry is willing to host the spring 2020 conference in Charleston, South Carolina. Harry urged Nichole and the Conference Committee to start working on it right away because Charleston books up fast.

Mike Goodwin, Executive Director of the Maine Authority told members that Portland is great in September and is what Boston would really like to be like if weren't so big and unruly; he believes members will have a great time in Maine. Harry asked Mike if it is better to fly into Boston or Portland. Mike responded that Portland is about two hours from Boston, but Boston traffic can be a mess; he said flying into Portland always requires a layover somewhere though. He said that travel in and out of Portland is easy, the bag-claim process is fast, and it is only a 20 minute cab ride from the airport to downtown Portland. Mike said it behooves members to get restaurant reservations well in advance for popular eateries.

Finance/Treasurer's Report

After a brief slide show illustrating the joys of winter in various locales, Don reminded members that Nichole emailed the fiscal year 2018 audited financials to everyone and provided a brief overview of NAHEFFA's financials, noting that net assets increased by \$14,000, and net income had increased by \$7,300.

He reported that the auditors were able to provide a clean opinion, and that the Audit Committee had approved the audit.

Don said as of February 28, 2019 NAHEFFA had \$505,393.00 in total assets invested primarily in cash and certificates of deposit. He advised that due to higher expenses attributable in part to increases in the service contracts for Nichole and Chuck, that he is projecting a net loss for the year of \$17,602, and a projected loss in fiscal year 2020 of \$28,200. He explained the Board approved increases in the contract rates for NAHEFFA contractors Nichole Doxey and Chuck Samuels, Mintz Levin, and that NAHEFFA has lost a few members in recent years. Don noted that NAHEFFA collected \$107,000 in membership fees for fiscal year 2019, down from a membership dues high point of \$120,000 several years ago.

Harry asked the membership if there were any questions for Don; hearing none, Harry asked for a motion to approve the budget. Barry Fick moved approval and John Sager seconded. The Audit was accepted and the Treasurer's Report and proposed budget were approved without further questions.

Slate Of Candidates

Maribeth Wright presented the membership with the slate of candidates for open director terms: Barry Fick, Mark Heller, Carol Johnson and Corinne Johnson. She reminded members that directors serve for terms of two years.

Harry asked if anyone had any nominations from the floor, and hearing none, Jim Parks moved approval of the slate and John Sager seconded. The slate of candidates was unanimously approved.

Harry asked the membership if anyone had any new or additional business for the Corporation. Hearing no calls for additional business, Corinne Johnson moved adjournment and Harry seconded and adjourned the meeting shortly after 2:15 CDST.

Rebecca E. Floyd
Secretary