

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
INDIANA SOCCER ASSOCIATION, INC.**

Held: September 6, 2011

Pursuant to duly delivered notices, a teleconference meeting of the Board of Directors of the Indiana Soccer Association, Inc. (hereafter referred to as "Indiana Soccer," "Association" or "ISA") was held on the date written above.

The meeting was called to order at 5:04 P.M., by Murray Clark, President and Chair of ISA. He called the roll which established that the following Directors were present: Allen Brown, Pat Callahan, Murray Clark, Dave Guthrie, Jack Hiler, Larry Rowland, Bill Vieth and Tony Zirille. The Chair declared a quorum was present.

The Chair stated that the sole purpose of this meeting was to discuss a proposed Letter of Understanding ("LOU") between the City of Westfield and ISA. He thanked the Board members for agreeing to meet on such short notice, which was necessitated by Westfield's decision to break ground on the development of its Grant Park facility at a press conference later this week. He thanked Mr. Guthrie for all of the hard work that he and his staff have put into providing information regarding this project. He asked if each Director had received the detailed financial projections and proformas that the staff had prepared. All acknowledged that they had received such information ("Board Materials").

At the Chair's request, Mr. Guthrie proceeded to give some background on the negotiations with Westfield which have lead to the currently proposed LOU. Specifically, Westfield has requested that ISA operate and maintain a complex of thirty-two (32) soccer fields that Westfield will build in Grant Park. He emphasized that the proposed LOU is non-binding and provided additional details as to the content of the LOU. A lengthy and lively discussion then occurred by and amongst the Directors concerning: (i) the appropriateness of an LOU at this stage, (ii) the effect of this undertaking on ISA's numerous constituencies, (iii) the financial implications of this project and (iv) the need for greater outside consultations, including ISA's auditors, as well as the Finance Committee.

At the end of those discussions, the President and Executive Director were asked to provide the City of Westfield with a Letter of Interest, in lieu of a signed LOU. The contents of the letter will express enthusiasm for the project, with an understanding that ISA does not believe it is appropriate to enter into an LOU at this time. They were also directed to provide a draft of the press release to the ISA's members and constituencies that would alert them to the general parameters of the Westfield project. The plan is to circulate both of those drafts to the Directors for their comments, with a goal of releasing each of these documents prior to Westfield's press conference later this week.

There being no further business, the meeting was adjourned at 6:10 P.M.

Respectfully submitted,

H. Patrick Callahan,
Secretary of the Corporation