

**MINUTES OF  
A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF  
THE INDIANA SOCCER ASSOCIATION**

Held: April 7, 2012

Pursuant to duly delivered notices, a meeting of the Board of Directors of the Indiana Soccer Association, Inc. (hereinafter referred to as "Indiana Soccer" or "ISA") was held on the date written above, at its state headquarters, located at 5440 Herbert Lord Road, Indianapolis, Indiana 46216.

Present at the meeting, in person or by teleconference, were Al Brown, Pat Callahan, Murray Clark, Joe Fistrovich, Mo Merhoff, Larry Rowland and David Sherman, constituting a majority of the members of the Board. In attendance from ISA were Dave Guthrie, Executive Director of ISA, and an ex-officio member of the Board, Ms. Angel Hall and Mr. Don Rawson. Also present were special guests Steve Henke of Henke Development Group and Bob Swintz and Ted Sommer from the London Witte Group.

The meeting was called to order by Mr. Clark, as Chair, at 9:03 a.m. He thanked all of the Board members for their attendance and, especially acknowledged the presence of Messrs. Henke, Swintz and Sommer, who will be discussing the Grand Park project. The Chair stated that before him/her, each Director has a copy of the materials to be discussed at today's meeting ("Board Materials").

Turning to the agenda, the Chair asked the Board to review the minutes of the 2011 Annual General Meeting of the ISA, held February 26, 2012. After review, upon motion duly made by Mr. Brown and seconded by Mr. Rowland, the minutes of the 2011 AGM were adopted as presented. The Chair noted that there was a second set of minutes, for the Annual Meeting of the Board of Directors, held the same date, also contained in the Board Materials. Again, after review, upon motion duly made by Mr. Brown and seconded by Mr. Rowland, the minutes of the Annual Board of Directors' meeting, held on February 26, 2012, were approved as presented.

To present the next agenda item, "Grand Park Update," the Chair was pleased to introduce Mr. Steve Henke, who the Board knows as a successful and innovative developer within the Indianapolis region. His latest undertaking is representing the City of Westfield in its development of the Grand Park project, which has previously been discussed by the Board. Aided by several display boards, Mr. Henke provided a detailed description of the overall parameters and development concept of the Park. More specifically, he focused on the design of the soccer fields, both indoor and outdoor, that will be centerpieces for the Park. Thereafter, he answered numerous questions by the Directors and others present. When finished, the Chair thanked Mr. Henke for his thorough presentation. At this point, the Board went to another room in which an architectural model of the indoor facility was on display. Mr. Rawson described the features of that facility. After reconvening to the Board room, Mr. Henke, as well as Ms. Hall and Mr. Rawson left the meeting.

Given Mr. Henke's presentation, the Chair said that it was appropriate to consider the financing issues ISA must confront before it agrees to build and operate the indoor facility. Mr. Sommer (who is acting as ISA's liaison on the Grand Park project) then introduced his partner, Bob Swintz, who has agreed to help the Association consider its financing options. Mr. Swintz is known throughout the State for his innovative municipal financing strategies. As background, the Chair stated that the indoor facility had evolved from a project costing approximately \$4 million to one that is likely to cost \$15 - \$16 million; in large part, because of the national footprint that the City of Westfield is seeking to be established with the indoor facility. Mr. Swintz then discussed the status of conversations with the City of Westfield. Based on those conversations, he believes that the City will put up approximately half of the cost of the indoor facility. In order to commercially finance the remaining portion, ISA will have to have the City of Westfield's full faith and credit. Indeed, if that is the case, Messrs. Swintz and Sommers have successfully engaged Regions Bank to put together a Discussion Term Sheet. He directed the Board's attention to Tab 1 of the Board Materials, which summarizes that proposal. A lengthy discussion by and amongst the Directors, Mr. Swintz and Mr. Sommers then occurred. At the conclusion of those discussions, the Chair summarized the consensus of the Board which is to have Mr. Sommers and others approach the City of Westfield with the Regions' Discussion Term Sheet to determine if the commitment required of the City, pursuant to that Term Sheet, is viable. If it is not, then ISA will be unable to move forward with the indoor facility. At that time, Mr. Swintz was thanked by the Chair for his willingness to share his expertise with the ISA and left the meeting.

Mr. Rawson and Ms. Hall returned to the meeting. Mr. Rawson next discussed his proforma of Revenue and Expenses Assumptions regarding the operation of the indoor facility. A vigorous discussion then occurred, at the conclusion of which, it was requested that Mr. Rawson work with Messrs. Fistrovich, Sommer and the Finance Committee to refine and provide additional revenue/expense scenarios. Messrs. Rawson and Sommer then left the meeting.

Turning to "Staff Recommendations," the Chair asked Mr. Guthrie to present the staffs' recommendations concerning various applications for membership. Mr. Guthrie stated that there were three applications for membership to consider. The first is the Southern Alliance of Indiana, which is a combination of soccer clubs in the Ferdinand, Huntingburg, North Spencer, Washington, Pike County and Jasper areas. The staff believes that this geographic consolidation should be supported, as well as the request that the Southern Alliance come under Indiana Soccer's 501(c)(3) group ruling. After discussion, upon motion duly made by Mr. Callahan and seconded by Mr. Brown, the following resolution was unanimously adopted:

RESOLVED, that the application for membership of Southern Alliance of Indiana is hereby approved, subject to fulfillment of all the requirements for membership as determined by Management;

FURTHER RESOLVED, that Management is authorized to work with the Southern Alliance of Indiana to allow it to come within the ISA's umbrella 501(c)(3) ruling.

The next application is for the YMCA of Greater Indianapolis. This is a rec. program that desires to have access to ISA's training programs, as well as its insurance. The staff recommends admittance of this group, as there are other broader-based youth organizations, within which soccer is a component, that are currently members the ISA. After discussion, upon motion duly made by Ms. Merhoff and seconded by Mr. Fistrovich, the following resolution was unanimously adopted:

RESOLVED, that the application for membership of the YMCA of Greater Indianapolis is hereby approved, subject to fulfillment of all requirements for membership, as determined by Management.

The third and final application comes from the Baptist Soccer Club of Fort Wayne. This is a rec. soccer program primarily focused on the large Burmese immigrant population in Fort Wayne. After discussion, upon motion duly made by Mr. Brown and seconded by Ms. Merhoff, the following resolution was unanimously adopted:

RESOLVED, that the application of the Baptist Soccer Club of Fort Wayne is hereby approved, subject to fulfillment of all requirements for membership, as determined by Management.

The Chair then invited Ms. Hall back into the room, at which point she and Mr. Guthrie gave a presentation on the soon-to-be-launched Indiana State League. As the Directors know, for many years there have been a number of regional leagues within the State which are comprised of teams and clubs that are a part of ISA. Over time, this multi-organization structure has created challenges and discussions among the groups as to how best to streamline the leagues. These discussions culminated in December with a meeting of the regional leagues at the State Headquarters at which time, based on the will of the membership, ISA proposed forming one league to include all of these regional leagues. The leagues agreed with this proposal. As a result of that meeting, the ISA staff and, in particular, Ms. Hall and Mr. Guthrie have held numerous meetings around the State and have found a consensus to create a single state league. The goal is to have the state league fully functioning for the Fall 2012 season. As part of this overhaul, there will be a need to hire a fulltime commissioner with significant coaching background. The Association is currently interviewing individuals for that position. Once that individual is hired, Ms. Hall will work side-by-side with the new commissioner and will be in charge of all non-coaching related administration. The Chair noted that this is a huge undertaking as this has forced the Association and its member leagues to: (i) review the numerous rules and regulations that have evolved over time; (ii) revamp them and (iii) put them in a form so that they can be ready for adoption in May of this year. The Chair, on behalf of the Board, thanked Ms. Hall, Mr. Guthrie and the entire staff for reacting so quickly to the events that have unfolded over the past six months. Mr. Guthrie added that Ms. Hall's work in this area, as well as her willingness to adjust her role, shows her extraordinary dedication to ISA.

In the interest of time, Mr. Fistrovich directed the Board's attention to the Treasurer's Report and asked that each Director review it after the meeting. He also noted that the budget had not been finalized for the FY 2012-2013, solely because the ODP Budget had not been finalized. Noting that the impact of those numbers would be neutral to the budget,

Mr. Fistrovich believes that the budget, as presented, is ready for adoption and moved, with Mr. Callahan seconding, adoption of the FY 2012–2013 ISA Budget. Said motion was unanimously adopted by all Directors present.

As a final note, Mr. Guthrie observed that registration is positive overall with a slight decrease in travel registrations but, a significant increase in rec. and rec. plus registrations.

There being no further business, the meeting was adjourned at 12:04 p.m.

Respectfully submitted,

H. Patrick Callahan  
Secretary of the Board of Directors