

**Minutes of Annual
Re-Organizational Meeting of the Board of Directors of
Indiana Soccer Association, Inc.
February 25, 2017**

Pursuant to duly delivered notices, the annual Organizational Meeting of the Board of Directors of Indiana Soccer Association, Inc. (“ISA”), was held on February 25, 2017, at Carmel Renaissance North Hotel, Indianapolis, Indiana, immediately following the Annual General Meeting of the Members of ISA as proscribed in ISA’s corporate governance documents and in compliance with applicable law.

Present in person at the meeting were directors Alan Brown, Maureen Merhoff, Larry Rowland, David Sherman and ISA Executive Director, David Guthrie, and ex-officio member of the Board, and present by phone was Anthony Zirille together constituting greater than a majority of the members of the ISA Board of Directors. Ted Sommer, Chairman of Indiana Sports Properties, Inc. (“ISP”), was also present for part of the meeting as a representative of that organization. Noting the presence of a quorum, President Brown called the meeting to order at 4:30pm. Each director present at the meeting was provided with a copy of materials to be discussed at the meeting, some of which had been previously distributed to the board electronically prior to the meeting.

As the first order of business, Executive Guthrie called for the meeting to order and initiated the annual election of officers of the Board of Directors. Upon nomination and by acclamation thereafter, each of the below listed Board members was elected as an officer in the indicated position for the 2016 ISA Board of Directors:

Office	Elected	Nominated by
President	Alan Brown	Larry Rowland
Vice President	Larry Rowland	A.L. Smith
Secretary	Anthony Zirille	Jim King
Treasurer	A.L. Smith	Alan Brown

The Minutes of the Meeting of the Board of Directors of the Indiana Soccer Association, dated December 12, 2015, were then submitted to the Board for consideration and, upon motion by Treasurer Smith, duly seconded, approved by unanimous vote.

Treasurer Smith then presented his Treasurer’s Report to the Board, addressing ISA’s financial position as of January 31, 2016, including a revenue positive variance to budget year-to-date for the ISA fiscal year ending July 31, 2016. Given an invitation to discuss the status of ISA’s recent futsal initiatives, Mr. Guthrie provided an overview of the various positive developments with the program and the various reasons ISA is optimistic about the future of futsal in Indiana and the valuable opportunity futsal represents to players, family and friends, from the professional and semi-professional ranks to the underserved youth in the state who will benefit from ISA-sponsored programs, including retrofitted inner-city tennis courts that are becoming neighborhood futsal courts. Secretary Zirille shared his positive experiences with recent ISA futsal events as well.

Treasurer Smith requested and recommended that the proposed IRS Form 990, prepared by ISA’s auditors, Von Lehman & Co., Inc., be reviewed and approved for submittal to the Internal Revenue Service. By motion of A.L. Smith duly seconded, the request and recommendation was passed unanimously by the Board. Treasurer Smith then provided a brief

report on ISA's regular review of insurance costs. The association is currently using non-registration and/or non-fee based revenue to cover the increased insurance premiums. Management will continue to monitor this issue and keep the board apprised. The Treasurer's Report concluded with a commendation of ISP and, in particular, Mr. Rawson's work in keeping thorough and well-kept financial books and records for ISP.

Mr. Rawson was then asked by President Brown to provide a report and update on ISP and the status of its continued discussions with the City of Westfield pertaining to ISP's future as manager, tenant, promoter and/or host for future operations and events at the Grand Park indoor facility. To discuss the matter more thoroughly, as well as the various and more recent discussions with the City of Westfield, the Board, by motion of Mr. Clark, duly seconded and unanimously approved, went into Executive Session. As a result and consistent with discussion therein, the Board provided its subsidiary, ISP, via Mr. Rawson, its support for continued discussions with the City of Westfield with regard to the Grand Park indoor facility. After lengthy discussion, Executive Session was concluded.

Mr. Guthrie provided an overview of the membership application from Garrett Youth Soccer for affiliated membership in ISA and well as staff's recommendation for approval of the same. A motion was made by treasurer Smith to so approve Garrett Youth Soccer as a new member of ISA, duly seconded and approved unanimously by the Board.

Mr. Guthrie then provided his Executive Director's report, briefly providing the Board updates on several matters of import, including the status of US Soccer's most recent mandates and how ISA continues to advocate for our member organizations regarding many aspects of these mandates, as well as updates of the ISL and ODP programs.

After discussion of the vacant position resulting from the planned resignation of Mr. Fistrovich from the Board of Directors as of the conclusion of the meeting, it was recommended that Randy Rompola, of South Bend, Indiana, and current member of the board of the Indiana Soccer Foundation, fill the remainder of Mr. Fistrovich's current 3 1/2-year term (scheduled to conclude at the end of the 2017 annual meeting of the ISA members). A motion was made to invite Mr. Rompola to become a part of the Board to fill the vacancy by director King, seconded by Secretary Zirille and unanimously approved by the Board with direction to Mr. Guthrie to make the invitation.

The Board concluded its annual meeting by recognizing Mr. Fistrovich and his 8 1/2 years as an ISA Board member, and Board Treasurer. The Board expressed its appreciation for Mr. Fistrovich's time, dedication and commitment to objective, critical and open discussion of ISA business and finances for the good of ISA and its members.

As a final matter of business, by motion of Treasurer Smith, duly seconded and unanimously approved by the Board, the Board convened in executive session for a discussion and determination pertaining to executive compensation of the Executive Director, given the continued, evolving role of his position and his value to the organization. It was determined that President Brown would share the Board's discussion and decision with Mr. Guthrie. Executive Session was thereafter concluded.

There being no further business, the annual Organizational Meeting of the Board of Directors of Indiana Soccer Association, Inc. was adjourned by acclamation at 5:56pm.

Respectfully Submitted,

Anthony M. Zirille
Secretary
Indiana Soccer Association, Inc.