

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

Held: November 3, 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, "Association" or "ISA") was held on the date written above, at the Public Works Department, City of Westfield, 2706 East 171st Street, Westfield, Indiana 47074.

Present in person were Pat Callahan, Murray Clark, Joe Fistrovich, Mo Merhoff and David Sherman, constituting a majority of the Board. Also in attendance was Dave Guthrie, Executive Director of ISA, and an ex-officio member of the Board.

Noting the presence of quorum, Mr. Clark, as Chair, called the meeting to order at 9:17 a.m. The Chair stated that each Director had before him/her a copy of the materials to be discussed at today's meeting ("Board Materials").

As the first order of business, the Chair asked the Directors to review the minutes of the July 21, 2012 meeting. After due consideration, upon motion duly made by Ms. Merhoff and seconded by Mr. Sherman, the minutes were unanimously adopted as presented.

The Chair then asked Mr. Fistrovich to present the Treasurer's Report. Mr. Fistrovich informed the Board that he had hoped that the auditors would have completed the fiscal year 2012-2013 for presentation to the Board. Unfortunately, they did not. Directing the Board's attention to the 2012-2013 Budget, he noted that through September there was a positive variance to budget of approximately \$82,000, but this excess is largely attributable to timing issues. Regarding registration revenue, he stated that teams are in the process of signing up for the Spring 2013 season, but it is anticipated that there could be fewer registrations, given that several clubs have transferred some of their travel players to other programs. Mr. Fistrovich then answered questions from the Director, at the conclusion of which he invited Board members to contact him if they have further questions after review of the Board Materials.

Mr. Guthrie then reported on the Indiana Soccer League. He directed the Board's attention to the Competition Report contained in the Board Materials and highlighted the following: (i) ISL's Fall 2012 season had 565 registered teams that had played 2,252 games with 120 games remaining; (ii) for ISL Spring 2013, 178 teams have already applied with a final deadline of February 15, 2013; (iii) for Spring 2013, MRL has approved 67 teams to participate, which is higher than budget and will likely result in a positive variance in this category; (iv) the adult soccer program continue to expand, with 15 active leagues currently in the state (an increase from 11 last year); and (v) finally, the Competition Department believes it will end its fiscal year on budget.

Regarding Membership Applications, Mr. Guthrie noted that since the last Board meeting, the Directors had approved, by Written Consents, the applications for affiliated membership for Pioneer Soccer Club, Power Soccer of Indy, Inc. and SCORE, as well as the inclusion of the latter for coverage under the ISA 501(c)(3) Group IRS ruling. The only other application to be considered at this meeting is that of the Central Indiana Women's Soccer League ("CIWSL") and for its inclusion under ISA's Title 501(c)(3) Group IRS ruling. After reviewing the information contained in the Board Materials, upon motion duly made by Mr. Sherman and seconded by Ms. Merhoff, the following resolution was unanimously adopted:

RESOLVED, that the Application for Membership of the Central Indiana Women's Soccer League ("CIWSL") is hereby approved, subject to fulfillment of all of the requirements for membership as determined by Management.

FURTHER RESOLVED, the Management is authorized to work with the CIWSL to allow that club to come within the ISA's 501(c)(3) Group IRS ruling.

Turning next to Management FYIs, Mr. Guthrie stated that there are now 12 organizations covered or to be covered by the umbrella 501(c)(3) ruling. In response to a question from a Director, he stated that Management does monitor the Form 990 filings of these organizations to insure that they do not jeopardize the current umbrella ruling. He also noted that specialty license plates have exceeded the first year target of 500 and now stand at 649. This has resulted, in large part, from targeted marketing of ISA members who receive e-mails before their renewal periods from the BMV become due. Mr. Guthrie then discussed the upcoming Annual General Meeting ("AGM"). He noted that the meeting is earlier than in the past because it is being held in conjunction with the National Soccer Coaches Association of America's ("NSCAA") National Convention being held in Indianapolis. The AGM will be held on January 19, 2013, at the Indianapolis Downtown Marriott. For further details, he directed the Board's attention to the Board Materials.

Concerning the Governance Report, Mr. Guthrie reported that A.L. Smith could not be present at this meeting and asked Mr. Guthrie to inform the Board that there will be three (3) vacant seats to be elected at the next AGM.

The Chair, with Mr. Guthrie, then provided an update on the Grand Park project. Mr. Guthrie also highlighted of the most recent round of negotiations with the City of Westfield regarding the Management Agreement. A lengthy discussion then occurred by and amongst those present as to the open issues between the parties. After discussion, upon motion made by Mr. Callahan and seconded by Ms. Merhoff, the following resolution was unanimously adopted:

RESOLVED, that the Executive Director of the ISA in consultation with Mr. Sherman, is hereby authorized to negotiate and enter into an Architectural Agreement to provide professional architecture and engineering design, bidding and construction administration for a new indoor soccer arena to be located at Grand Park in Westfield of

approximately 350,000 square feet, as long as the architect agrees to defer payment of the fees for programming and preliminary design until construction financing has been obtained. Should construction financing not be obtained, said architect would agree to forego payment for programming and preliminary design phase work and will not be required to complete any work related to Final Design.

Finally, the Directors discussed several issues related to the "good of soccer."

There being no further business, the meeting was adjourned at 10:58 a.m.

Respectfully submitted,

H. Patrick Callahan
Secretary of the Board of Directors