

**SOUTH DAKOTA HEALTH AND EDUCATIONAL
FACILITIES AUTHORITY**

MINUTES OF THE SEPTEMBER 16, 2019 ANNUAL MEETING

Pursuant to due notice, the South Dakota Health and Educational Facilities Authority met in the Avera Majestic Bluffs Conference Room on Monday, September 16, 2019 at 3:00 p.m. in Yankton and via conference call. Norbert Sebade, Chairman, instructed the Secretary to call the roll.

Present: Roberta Ambur
 Dave Fleck
 Don Scott
 Jim Scull (via phone)
 Norbert Sebade
 Dave Timpe

Absent: William Lynch

Other staff and representatives of the Authority and other parties present were:

Donald Templeton, Executive Director & Secretary
Vance Goldammer, Redstone Law Firm
Tony Venhuisen, Redstone Law Firm
Dan Bacastow, Chapman and Cutler, LLP
Amy Cobb Curran, Chapman and Cutler, LLP
Dustin Christopherson, Associate Director
Steve Corbin, Finance Officer
Mick Jost, Accountant

A quorum was declared by the Chairman and the meeting was called to order. The notice of the meeting dated August 29, 2019 was posted at the entrance of the South Dakota Health and Educational Facility Authority prior to the meeting and is on file at the Authority office and on the state website.

Approval of the Agenda

Chairman Sebade reviewed the agenda. Mr. Timpe moved to approve the agenda, seconded by Ms. Ambur, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull, Sebade and Timpe. Nays: none; abstain: none; motion carried.

Inquiry of the General Public present pursuant to HB 1172

Chairman Sebade asked if any members of the general public wished to speak.

Mr. Rick Bell called in and gave five minutes of public testimony to the board regarding the C-PACE (Commercial Property Assessed Clean Energy) Program. Questions were asked and after discussion, Mr. Bell logged off the meeting at 3:15 p.m.

Executive Session

Mr. Scott made motion to move into executive session to consult with legal counsel on contractual matters, seconded by Mr. Fleck, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull, Sebade and Timpe. Nays: none; abstain: none; motion carried.

At 3:15 p.m., the Board met in executive session.

At 4:10 p.m., the board ended the executive session.

It was reported that the Board met in executive session to consult with legal counsel on contractual matters. Mr. Bacastow reviewed the Resolution authorizing a Master Supplemental Bond Trust Indenture in connection with certain Bond Trust Indentures. (This Resolution is on file at the Authority Office.)

Mr. Templeton explained that the Administrative Investment Account and the Reserve Account were the SDHEFA monies and a discussion was held as to transfer these two amounts to U.S. Bank or another bank. Mr. Timpe noted that the investments were Certificate of Deposit with a South Dakota bank or U.S. Government Agency and Treasury notes. The board decided to transfer these two accounts to U.S. Bank to administer.

Mr. Timpe moved to adopt the report of executive session and the Resolution, seconded by Mr. Scott, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull, Sebade and Timpe. Nays: none; abstain: none; motion carried.

Approval of the August 14, 2019 Special Meeting Minutes

The Chairman asked for consideration of the minutes for the August 14, 2019 special meeting. Mr. Fleck moved to approve the minutes, seconded by Mr. Timpe, and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull, Sebade and Timpe. Nays: none; abstain: none; motion carried.

Board Member Conflict of Interest and Inquiry of Conflicts of Interest

Mr. Templeton asked if any Board Members had a Conflict of Interest with any of the current meeting agenda items. Mr. Templeton stated that no written disclosures including requests for conflict waivers under Section 3 of the Act had been received from board members.

Election of Officers

Mr. Templeton reviewed current officers as being Mr. Norbert Sebade, Chairman, Mr. Dave Fleck, Vice-Chairman, and Mr. William Lynch, Treasurer. Mr. Fleck moved to keep the same officers, seconded by Mr. Scott and upon the roll call, the ayes were Ambur, Fleck, Scott, Scull, Sebade and Timpe. Nays: none; motion carried.

School District State-Aid Intercept Program

Mr. Templeton reviewed the list of 64 completed financings that total \$624,466,654 and two financings in process. The estimated savings for South Dakota School Districts is over \$11.5 million. Mr. Templeton reported that this work was performed without adding any staff.

Year-to-Date Financial Statements of the Authority

The year-to-date financial statements through August 31, 2019 were reviewed in detail. No formal board action was taken.

Redstone Law Firm Legal Contract

The contract was approved at the June 19, 2019 meeting.

Other Contracts

Mr. Goldammer reviewed the Executive Director Amendment to Employment Agreement on file at the South Dakota Health and Facilities Authority Office. A motion was made by Ms. Ambur to approve the Amendment to Employment Agreement, seconded by Mr. Timpe and upon the roll call the ayes were Ambur, Fleck, Scott, Scull, Sebade and Timpe; Nays: none; abstained: none; motion carried.

Summary of Annual Reviews and Year-to-Date Quarterly Reports of Borrowers

These were provided for the board members and reviewed in detail.

Adjournment

The Chairman stated there being no further business at this meeting, the meeting adjourned at 4:30 p.m.