CONNECTICUT HIGHER EDUCATION SUPPLEMENTAL LOAN AUTHORITY

Minutes of Authority Board Meeting

June 12, 2018

The State of Connecticut Higher Education Supplemental Loan Authority met at 11:30 a.m. on Tuesday, June 12, 2018.

The meeting was called to order at 11:33 a.m. by Dr. Peter Lisi, Chair, of the CHESLA Board of Directors. Those present and absent were as follows:

Present: Steven Kitowicz (Designee for Benjamin Barnes, OPM Secretary

Dr. Peter W. Lisi, Chair

Sheree Mailhot, (Designee for Denise Nappier, State Treasurer)

Paul H. Mounds, Jr.

Julie Savino

Erika Steiner (Designee. for Mark Ojakian, President, Connecticut State

Colleges & Universities)

Jeanette Weldon

Absent: Martin L. Budd

Also Present: Denise Aguilera, General Counsel, CHEFA

Joshua Hurlock, Assistant Director, CHESLA Carlee Levin, Sr. Accountant, CHEFA/CHESLA

JoAnne Mackewicz, Controller, CHEFA

Debra M. Pinney. Manager of Administrative Services. CHEFA

Natalia Rozio, Administrative Intern, CHESLA

David Wasch, Government Programs Specialist/Legislative Liaison, CHEFA

Guests: Judith Blank, Esq., Day Pitney LLP

Lisa Cohen, Vice President of Trust Admin, Controller & Treasurer,

Goal Structured Solutions¹

Joseph Santoro, Director, Merrill Lynch, Pierce, Fenner & Smith, Inc.,

Bank of America, N.A.²

Namita Shah, Esq., Day Pitney LLP

Thomas H. Webb, Vice President, Hilltop Securities³

Ann Zucker, Esq., Carmody Torrance Sandak & Hennessey LLP

¹ Ms. Cohen participated in the meeting via conference telephone at 1:00 p.m. that permitted all parties to hear each other.

² Mr. Santoro participated in the meeting via conference telephone that permitted all parties to hear each other.

³ Mr. Webb participated in the meeting via conference telephone that permitted all parties to hear each other.

INTRODUCTION

Dr. Lisi welcomed Mr. Paul H. Mounds, Jr., to the CHESLA Board of Directors. Mr. Mounds is Vice President of Policy and Communication at the Connecticut Health Foundation and serves as a Trustee at Trinity College.

Mr. Mounds thanked Dr. Lisi for the opportunity to serve on the CHESLA Board of Directors.

MINUTES

Dr. Lisi requested a motion to approve the March 1, 2018 Board of Directors minutes. Ms. Steiner moved to approve the minutes and Mr. Kitowicz seconded the motion.

Upon roll call, the "Ayes," "Nays" and "Abstentions" were as follows:

AYES NAYS ABSTENTIONS

Steven Kitowicz Dr. Peter Lisi Sheree Mailhot Julie Savino Erika Steiner Jeanette Weldon None Paul H. Mounds, Jr.⁴

BOARD SELF-EVALUATION REPORT – Ann Zucker, Carmody Torrance Sandak & Hennessey LLP

Dr. Lisi thanked Ms. Zucker and her assistant for arranging the telephone interviews for the survey with the CHESLA Board of Directors.

Ms. Zucker reported that out of seven CHESLA Board members, six Board members completed the online survey and telephone survey. By design, the Executive Director did not participate.

Ms. Zucker reviewed the areas of inquiry which were: Board meetings; membership; structure; indemnification; culture and ethics; roles and responsibilities; relationship with management and corporate governance.

Ms. Zucker presented the results of the CHESLA survey. Most areas covered in the survey had a positive consensus regarding: meetings; logistics; board materials; background and experience of directors; relationship with management team and staff; ethics; confidentiality; culture and team work. Some observations were: to improve diversity of the Board; better reporting from committees; update directors on indemnification; self-evaluation and review of committee rules and responsibilities annually.

The Board should also give consideration to: key risks; risk assessment system; efforts on CHESLA's cybersecurity; and discussion on succession planning.

⁴ Mr. Mounds abstained from voting as he did not attend the March 1, 2018 Board Meeting.

Board members identified the following as top priorities: utilize the strategic plan to guide business; educate legislature and public on the role and success of CHESLA and its students; continue wise financial management in light of legislature's disinclination for additional debt; continue forward thinking on established scholarship programs; offer new products, increase Board education; maintain a competitive edge in the marketplace; and anticipate change in Governor for January 2019.

Board members were pleased with the Board leadership and indicated it was a pleasure and honor to serve. The Directors with strong technical expertise were encouraged to provide background for their remarks and questions. The recommendations are to develop a program to increase diversity and Board education; discuss succession planning for the management team; hold CHESLA presentations at CHEFA Board meetings periodically and continue with the Board self-assessments.

UPDATE ON CHESLA PROCEDURES

Ms. Aguilera reviewed the proposed amendments to CHESLA's Procedures that would update the required non-discrimination language and change the date for budget submission to the board to June 30. The amendments to the procedures will not become effective until 30 days after a notice is published in the CT Law Journal, unless comments are submitted that would warrant the Executive Director to come back to the Board to reconsider or further revise the procedures.

Dr. Lisi requested a motion to approve the amended CHESLA Procedures, Resolution #2018-01. Mr. Kitowicz moved to approve Resolution #2018-01 and Ms. Savino seconded the motion.

Upon roll call, the "Ayes," "Nays" and "Abstentions" were as follows:

AYES NAYS ABSTENTIONS

Steven Kitowicz
Dr. Peter Lisi
Sheree Mailhot
Paul Mounds
Julie Savino
Erika Steiner
Jeanette Weldon

None None

QUARTERLY FINANCIAL REPORT

Ms. Levin provided a report on the CHESLA financial statements for the nine months ending March 31, 2018.

EXECUTIVE DIRECTOR'S REPORT

Legislative Updates

Mr. Wasch reported that it has been a busy legislative year and he provided an update on key meetings and activities that have occurred. In terms of key meetings, staff has had a number of meetings with executive staff around some topic areas. This year, the Governor has hired a new liaison, Ms. Mandisa Lewis. She is the liaison to agencies that utilize the Higher Education and Employment Advancement Committee as their Committee of Cognizance. Mr. Wasch and Ms. Weldon met with the Higher Education Committee and provided updates on activities of CHESLA and CHEFA. There was a significant amount of interest in CHESLA and its activities. After the meeting, some of the Co-Chairs indicated that they wanted to post links to CHESLA's RefiCT program and CT Dollars and Sense websites on their websites. Representative Haddad was interested in receiving CHESLA materials on the refinancing programs. Mr. Wasch pointed out that he and Ms. Weldon also met with House Majority Leader Matt Ritter and Speaker Joe Aresimowicz and there was a lot of interest in getting CHESLA information on the Dollars and Sense website to their constituents. They were pleased with CHESLA's outreach to students. Mr. Wasch added that there has been activity on the federal side and this past November, he and Ms. Weldon met with an aide to Senator Murphy and had a conference call with aides to Senator Blumenthal regarding Private Activity Bonds.

Mr. Wasch also discussed the proposed bills during the session that related to CHESLA. Senate Bill 213 was seeking to create another quasi-public agency to focus on apprenticeship and workforce programs coordinating with higher education in Connecticut and bringing resources to enhance programs for students seeking to obtain degrees. Ms. Weldon provided testimony in support of that bill and a subsequent iteration included giving CHESLA a seat on the board of the proposed quasi-public agency. However, the bill ultimately did not make it out of the legislature.

Mr. Wasch provided an update on the bills that passed:

- ➤ Public Act 18-64 This Act tightens rules around ethics and when employees attend programs outside the State and are required to report their lodging expenses.
- Public Act 18-93 This Act requires agencies to inform the employees that an FOI request was made regarding their disclosable information and that the information was provided.
- ➤ Public Act 18-137 Auditors must report misuse of quasi-public funds and the Act also puts a cap of \$50,000 on settlements or non-disparagement agreements of employees that are planning to leave employment.

The re-election of State legislators will be taking place, as well as key executive officers, most notably the state treasurer and governor. Mr. Wasch reported that next fiscal year CHESLA is planning to host a legislative breakfast.

Mr. Wasch also provided a brief update on the Department of Banking's efforts to license a servicer, the Pennsylvania Higher Education Assistance Agency (PHEAA). As a servicer of federal loans, PHEAA was having difficulty in getting the Federal Department of Education to give them permission to share documentation with the State. The issue of federal preemption of state law has raised interest with Representative Lesser and some of our national delegation. Mr. Wasch indicated that he would closely track this case moving forward.

Mr. Wasch added that there is a lawsuit that was initiated concerning the sweeps that happened in the past at the Connecticut Green Bank. Numerous environmental groups are claiming violations of the federal Constitution in terms of changing private contracts. He stated that he will be tracking this case.

Portfolio Update

Mr. Hurlock provided an update on the following items:

- Portfolio Fact Sheet
- CCA Default Collections and CT Income Tax Intercepts through March 2018
- Loan disbursement data
- Market segment data
- Loan origination comparison to cash flow assumptions
- Refi CT disbursement data
- Refi CT portfolio analysis
- Strategic Plan dashboard with marketing highlights
- CT Dollars and Sense Google Analytics

Mr. Hurlock highlighted some recent marketing activities including CHESLA's sponsorship of a FOX61 Student News contest, which culminated in a student award ceremony. A CHESLA/CHET Higher Education Award was presented by Ms. Weldon to a team of students. Mr. Hurlock also stated that he represented CHESLA as an exhibitor at a high school guidance counselors' conference at the University of Hartford and Dr. Lisi stopped by the event. Dr. Lisi remarked that Mr. Hurlock did an excellent job of representing the Authority.

Ms. Weldon provided some highlights of achievements related to the FY 2018 Strategic Plan initiatives.

FY 2019-2021 STRATEGIC PLAN

Ms. Weldon stated that a final version of the FY 2019-2021 Strategic Plan was included in the Board meeting materials and highlighted some key CHESLA initiatives for the next three years.

AUDIT-FINANCE / HUMAN RESOURCES COMMITTEE REPORT

Mr. Kitowicz reported that the Audit-Finance/Human Resources Committee reviewed the proposed FY 2019 Operating Budget and adopted the budget. Some of the highlights of the budget are that it includes funds to hire a portfolio assistant to assist with day-to-day responsibilities and other projects. There was also an increase in marketing costs to expand marketing initiatives.

Mr. Mounds inquired about the 15% increase in insurance premiums and asked if this is an average increase. Ms. Weldon stated that CHEFA/CHESLA obtains their medical insurance through CBIA and the broker that the Authority works with provides a number of options with estimated rates.

Mr. Mounds inquired if CHESLA has a consultant in mind for the social media consultant. Ms. Weldon stated that a Request for Proposal may be issued by CHEFA with certain CHESLA-specific tasks included.

Dr. Lisi requested a motion to approve the FY 2019 Operating Budget. Ms. Steiner moved to approve the FY 2019 Operating Budget; Ms. Savino seconded the motion.

Upon roll call, the "Ayes," "Nays" and "Abstentions" were as follows:

AYES NAYS ABSTENTIONS

Dr. Peter Lisi Paul H. Mounds, Jr. Julie Savino Erika Steiner Jeanette Weldon Steven Kitowicz Sheree Mailhot None

None

<u>ADJOURNMENT</u>

There being no further business, Dr. Lisi moved to adjourn the meeting at 1:02 p.m. and Mr. Kitowicz seconded the motion.

Upon roll call, the "Ayes," "Nays" and "Abstentions" were as follows:

AYES NAYS ABSTENTIONS

None

Steven Kitowicz
Dr. Peter Lisi
Sheree Mailhot
Paul H. Mounds, Jr.
Julie Savino
Erika Steiner
Jeanette Weldon

Respectfully submitted

Jeanette W. Weldon Executive Director

CHESLA Budget Budget for the Twelve Months Ending June 30, 2019

	FYE		FYE			FYE		FYE	_	FYE		FYE	FYE		
		ne 30, 2016 Budget	Ju	ne 30, 2016 Actual	Ju	me 30, 2017 Budget	Jı	ine 30, 2017 Actual	Ju	ne 30, 2018 Budget		me 30, 2018 roj Actual *		ne 30, 2019 Budget	
Revenues		Биадеі		Actual		Duaget		Actual		Duagei	PI	roj Actual *		Duagei	
Admin Fee Income															
In-school product	\$	758,163	\$	758,360	\$	697,840	\$	716,094	\$	892,111		903,597	\$	910,818	
Refinance product	Ψ	0	Ψ	0	Ψ	19,606	Ψ	6,029	Ψ	16.803		23,697	Ψ	42,230	
Investment Income		2,800		7.324		8,428		16,359		9,000		45,238		30,000	
Refinance Pilot Program from CSLF		0		500,000		0		0		0		0		0	
Misc Income & Recovery		0		0		0		0		0		2.271		0	
Total Revenues	\$	760,963	\$	1,265,684	\$	725,874	\$	738,482	\$	917,914	\$	974,803	\$	983,048	
Expenses															
Compensation	\$	159,007	\$	81,513	\$	166,860	\$	166,860	\$	184,673	\$	97,394	\$	235,604	
Employee Benefits		48,994		36,849		50,445		50,571		53,361		36,798		73,832	
General and Administrative		92,190		88,574		118,842		108,485		139,921		131,499		150,805	
Business Education, Board and Reimbursable		11,750		4,558		9,900		2,685		11,900		2,119		12,450	
Membership Dues		12,500		12,980		12,800		14,289		12,599		12,721		13,500	
CHEFA Support Services		154,955		154,955		180,557		180,557		206,109		206,109		209,000	
Outside Services		38,800		37,350		35,150		33,300		35,490		34,110		44,925	
Total Expenses	\$	518,195	\$	416,779	\$	574,554	\$	556,746	\$	644,054	\$	520,750	\$	740,116	
Excess Revenue from Operations	\$	242,768	\$	848,905	\$	151,320	\$	181,736	\$	273,860	\$	454,053	\$	242,932	
Non Operating Expenses															
Bond Issuance Costs & Amortization & Transfer to Trust		29,795		29,795		10,627		19,032		32,635		142,635		0	
Transfer from Trust		0		0		0		0		0		(1,000,000)		0	
Refinance Pilot Program Start-up Costs		0		170,625		329,375		201,282		128,093		45,195		82,902	
Total Excess Revenue	\$	212,973	\$	648,485	\$	(188,682)	\$	(38,579)	\$	113,133	\$	1,266,223	\$	160,031	
Benefit % to Compensation		30.81%		45.21%		30.23%		30.31%		28.89%		37.78%		31.34%	

 $^{{\}rm *Projected\ Actual\ is\ based\ on\ Actual\ Financials\ as\ of\ April,\ 2018,\ plus\ 2\ months\ of\ projected\ amounts.}$

CHESLA Salary & Benefits Expense Budget for the Twelve Months Ending June 30, 2019

	Jui	FYE ne 30, 2016 Budget	FYE June 30, 2016 Actual		Ju	FYE ine 30, 2017 Budget	FYE June 30, 2017 Actual		Jı	FYE ine 30, 2018 Budget	FYE me 30, 2018 Proj Actual	Ju	FYE ne 30, 2019 Budget
Staff Compensation	\$	159,007	\$	81,513	\$	166,860	\$	166,860	\$	171,829	\$ 97,394	\$	220,784
Temporary Salaries (Intern)		0				0		0		12,844	 0		14,820
Total Compensation	\$	159,007	\$	81,513	\$	166,860	\$	166,860	\$	184,673	\$ 97,394	\$	235,604
Payroll Taxes	\$	12,258	\$	7,378	\$	12,903	\$	12,909	\$	14,234	\$ 8,497	\$	20,364
Medical & Life Insurance													
CBIA Medical w/CBIA Life		3,732		3,459		3,658		3,800		4,570	4,467		8,632
Deductible Funding HSA (CHEFA)		1,875		1,968		2,063		2,081		2,175	2,100		6,450
Less: CBIA Co-insurance		(552)		(511)		(541)		(685)		(956)	(785)		(1,295)
Net Medical Insurance		5,055		4,916		5,180		5,196		5,789	5,783		13,787
CHEFA Alternative Insurance		2,800		1,050		2,800		2,800		2,800	1,167		2,800
Life Insurance		658		217		685		790		731	384		1,201
Dental		2,273		2,272		2,335		2,318		2,505	2,182		2,799
Less: Dental Co-Insurance		0		0		0		0		0	(2)		(28)
Total Medical, Life Insurance & Other		10,786		8,455		11,000		11,104		11,825	9,513		20,559
Pension													
Contributions		15,901		7,671		16,436		16,379		17,183	9,592		22,078
Administrative Fee		594		594		594		594		594	594		594
Total Pension		16,495		8,265		17,030		16,973		17,777	10,186		22,672
457 Plan		2,508		1,878		2,508		2,508		2,508	1,920		4,008
Vacation		0		5,241		0		512		0	0		1,000
Disability Insurance - Long Term		453		207		468		543		506	577		751
Disability Insurance - Short Term		679		302		683		792		740	716		910
Workers Compensation		815		823		853		750		771	789		568
Tuition		5,000		4,300		5,000		4,480		5,000	4,600		3,000
Total Employee Benefits		48,994		36,849		50,445		50,571		54,312	36,798		73,832
Total Employment	\$	208,001	\$	118,362	\$	217,305	\$	217,431	\$	238,985	\$ 134,192	\$	309,436

CHESLA Non Salary Expense Budget for the Twelve Months Ending June 30, 2019

	FYE June 30, 2016 Budget	FYE June 30, 2016 Actual	FYE June 30, 2017 Budget	FYE June 30, 2017 Actual	FYE June 30, 2018 Budget	FYE June 30, 2018 Proj Actual	FYE June 30, 2019 Budget
Lease & Storage	Duuget	1200001	Duager	120000	Duager	110/1200001	Duuget
Lease - Office Space	\$ 12,668	\$ 12,693	\$ 12,972	\$ 30,533	\$ 19,722	\$ 19,049	\$ 20,095
Lease - Taxes/CAM fees	1,437	903	228	408	408	0	\$ 80
Offsite Storage & Filesanywhere (electronic storage)	114	100	114	220	135	116	\$ 135
Total Lease & Storage	14,219	13,696	13,314	31,160	20,265	19,165	\$ 20,310
Business Insurance							
Office Package	677	531	584	1,041	593	603	\$ 634
Cyber Policy	5,609	4,973	5,031	8,755	4,855	4,680	\$ 4,241
Fiduciary & Performance Bond & Terrorism	445	277	284	520	290	264	\$ 277
Directors and Officers Liability / Public Officials	14,591	14,522	15,119	28,160	15,677	15,443	\$ 16,721
Total Business Insurance	21,323	20,302	21,018	38,476	21,415	20,990	\$ 21,873
Office Supplies and Non Capital Equipment							
General Office Expense and Supplies	1,300	798	1,000	1,579	1,000	539	\$ 1,000
Non-Capital furniture, Equipment & Software Licensing	3,060	2,019	3,000	4,415	3,000	929	\$ 4,000
Total Office Supplies and Non Capital Equip	4,360	2,817	4,000	5,993	4,000	1,468	\$ 5,000
Communications: Telephone & Internet							
Phone, Data Svc & Conferencing	2,600	2,935	3,000	5,383	3,000	2,712	\$ 4,000
Email (Trend Micro Email & Security)	0	0	142	136	86	35	\$ 707
Website Development & Hosting	500	508	500	2,241	1,500	1,728	\$ 1,500
Total Communications: Phone & Internet	3,100	3,443	3,642	7,760	4,586	4,475	\$ 6,207
Postage Expense							
Postage & Courier Expense	3,000	1,814	2,500	3,956	2,500	1,325	\$ 2,000
Maintenance Contracts	6,288	5,846	7,210	8,039	5,066	4,148	\$ 8,890
Publications & Resource Materials	300	223	300	243	175	68	\$ 175
Marketing Costs	37,500	38,601	40,000	40,362	80,000	79,137	\$ 85,000
Miscellaneous	2,100	1,833	27,000	22,911	2,000	723	\$ 1,350
Total General and Administrative Expenses	\$ 92,190	\$ 88,574	\$ 118,984	\$ 108,485	\$ 140,007	\$ 131,499	\$ 150,805
Refinance Pilot Program Start-up Costs	0	170,625	329,375	201,282	128,093	45,195	\$ 82,902
Bond Insurance Cost - Amortization	29,795	29,795	10,627	19,032	32,635	32,635	0
Bond Issuance Costs	0	0		0	0	0	0
Total Bond Issuance Cost	\$ 29,795	\$ 29,795	\$ 10,627	\$ 19,032	\$ 32,635	\$ 32,635	0

CHESLA Non Salary Expense Budget for the Twelve Months Ending June 30, 2019

	Inn	FYE e 30, 2016	τ,	FYE une 30, 2016	T	FYE ne 30, 2017	T.,,	FYE ne 30, 2017	τ,	FYE une 30, 2018	FYE June 30, 2018	In	FYE ne 30, 2019
		Budget	J	Actual	Jui	Budget	Jui	Actual	J	Budget	Proj Actual	Ju	Budget
Depreciation	\$		\$	-	\$	0		0	\$	0	0	\$	0
Employee Reimbursable													
Staff business and travel expenses		500		208		500		37		500	467		1,000
Total Employee Reimbursable		500		208		500		37		500	467		1,000
Board Expense													
Board lunches & parking		1,000		426		500		348		500	437		550
Board education		0		0		0		0		0	0		0
Total Board Expense		1,000		426		500		348		500	437		550
Conference & Education Expense													
CAPFAA		1,500		1,044		1,400		832		1,400	495		1,400
EFC		2,750		895		2,500		0		3,500	0		3,500
EASFAA		0		0		0		0		0	620		1,000
NASFAA		5,000		1,945		4,500		1,378		5,000	0		2,000
Other (Conferences and non tuiton education)		1,000		40		500		90		1,000	100		3,000
Total Conference & Education Expense		10,250		3,924		8,900		2,300		10,900	1,215		10,900
Total Business Education, Board and Reimbursable	\$	11,750	\$	4,558	\$	9,900	\$	2,685	\$	11,900	\$ 2,119	\$	12,450
Memberships Dues	\$	12,500	\$	12,980	\$	12,800	\$	14,289	\$	12,599	12,721	\$	13,500
CHEFA Support Services	\$	154,955	\$	154,955	\$	180,557		180,557	\$	206,109	206,109	\$	209,000

CHESLA Non Salary Expense Budget for the Twelve Months Ending June 30, 2019

	FYE						
	June 30, 2016	June 30, 2016	June 30, 2017	June 30, 2017	June 30, 2018	June 30, 2018	June 30, 2019
	Budget	Actual	Budget	Actual	Budget	Proj Actual	Budget
Accounting Systems							
Enhancements (IT)	1,000	0	500	0	0	0	0
Total Accounting and IT Systems	1,000	0	500	0	0	0	0
Consultant Others							
Social Media Consultant	0	0	0	0	0	0	10,000
Insurance Consultant	6,300	6,300	6,300	6,300	6,300	6,300	6,300
Total Consultant Others	6,300	6,300	6,300	6,300	6,300	6,300	16,300
Legal	0	0	0	0	0	0	0
Independent Auditors	31,500	31,050	28,350	27,000	29,190	27,810	28,625
Total Outside Services	\$ 38,800	\$ 37,350	\$ 35,150	\$ 33,300	\$ 35,490	\$ 34,110	\$ 44,925