



MINUTES OF THE BOARD OF DIRECTORS

January 4, 2013

A special meeting of the Connecticut Student Loan Foundation's Board of Directors was held on Friday, January 4, 2013 at 1:30 p.m., at the office of the Connecticut Board of Regents for Higher Education, 39 Woodland Street, Hartford, Connecticut 06105.

Members Present in Person:

Sarah K. Sanders (designee of the State Treasurer of Connecticut) Vice-Chairman of the Board, Lewis J. Robinson, Esquire (Chairman of the Connecticut Board of Regents for Higher Education) Secretary of the Board and Dennis C. Murphy (designee of the President of the Connecticut Board of Regents for Higher Education)

Other Attendees:

Nancy A. D. Hancock, Esquire – Pullman & Comley, LLC
Darlene H. Dimitrijevs – Education Solution Partners, LLC
Randall M. Behm – Education Solution Partners, LLC

I. Call to Order:

Ms. Sanders called the meeting to order at 1:34 p.m.

II. New Board Member Introduction:

Ms. Sanders introduced Mr. Dennis Murphy to the others present and welcomed him to the Board. She presented a letter from Mr. Philip Austin, Interim President of the Connecticut Board of Regents for Higher Education, designating Mr. Murphy as his representative on the Board until further notice.

III. Election of Officers:

Ms. Sanders asked for nominations for the Officer positions on the Board of Directors. The Board members and legal counsel discussed the various positions and their responsibilities.

A motion was made by Mr. Murphy and seconded by Ms. Sanders to elect the following individuals to the indicated Officer positions on the Board of Directors of the Connecticut Student Loan Foundation:

Chairman	Dennis C. Murphy
Vice-Chairman	Sarah K. Sanders
Secretary	Lewis J. Robinson
Assistant Secretary	Sarah K. Sanders

The motion passed unanimously

IV. Authorized Signers for Bank Accounts:

Ms. Dimitrijevs noted that with the change in membership of the Board, it is also necessary to change the signatories on the various financial accounts of CSLF.

Mr. Robinson made a motion, which was seconded by Ms. Sanders, to designate the Chairman and the two Principals of Education Solution Partners (as Administrative Agent for CSLF) to individually be authorized signers on all financial accounts of the Connecticut Student Loan Foundation.

The motion passed unanimously.

Ms. Dimitrijevs also noted that each financial institution has specific resolutions that they request the Board of CSLF to pass for authorizing individual signatories on the accounts. The specific resolutions are included in Attachment A.

Mr. Robinson made a motion, which was seconded by Ms. Sanders, to approve the resolutions presented in Attachment A.

The motion passed unanimously.

V. Authorized Signer for 403(b) Plan:

Ms. Hancock reviewed the status of the 403(b) plan. She indicated that several years ago the plan had been converted to annuity contracts directly between the carriers and the former employees. However, due to uncertainty around the ability and method for legally shutting down a 403(b) plan, the carriers occasionally request that CSLF acknowledge requests by former employees to withdraw funds.

Mr. Robinson made a motion, which was seconded by Ms. Sanders, to designate the Chairman as the authorized signer on all accounts within the 403(b) plan of the Connecticut Student Loan Foundation.

The motion was passed unanimously.

VI. Regular Board Meeting Dates Confirmation:

Mr. Behm provided the Board with the dates of the 2013 quarterly Board meeting established at the October 2012 Board meeting. The Board indicated that they did not need to change any of those dates. The schedule for the regular meetings remains:

- January 23, 2013 2:00 p.m.
- April 23, 2013 2:00 p.m.
- July 24, 2013 2:00 p.m.
- October 23, 2013 2:00 p.m.

VII. Connecticut Auditors of Public Accounts Final Report:

Ms. Dimitrijevs reviewed the Final Report from the Connecticut Auditors of Public Accounts. The report covered the three fiscal years ended September 30, 2009, 2010 and 2011. Two recommendations were presented in the report. The first concerned notification and documentation required on the CSLF website under the Freedom of Information Act. It was noted that the prior website of CSLF had never contained the proper disclosures since the website's inception. The CSLF website, which was modified and updated in October 2012, now complies with the requirements of the Freedom of Information Act.

The second recommendation was in regards to the membership of the Board. The Board acknowledged this recommendation and is taking it under advisement.

Ms. Sanders made a motion, which was seconded by Mr. Murphy, to accept the Final Report of the Connecticut Auditors of Public Accounts for the fiscal years ended September 30, 2009, 2010 and 2011.

The motion was passed unanimously.

VIII. CSLF Status and Strategic Review:

Mr. Behm provided a review of the various funds of CSLF - Unrestricted, Restricted and Trust Restricted. He discussed how each of them is generated and any restrictions that are attached to each of them. He also provided projections, given current CSLF policies and certain economic factors, for each of the funds. The Board discussed each of the funds in some detail as well as the effect of current policies on the growth of the funds. Mr. Behm was thanked for providing the information. Following this review, no change in direction or current policy was adopted by the Board.

IX. Not-for-Profit Servicer:

Mr. Behm provided an update on the Not-For-Profit servicing program. He supplied the background of the legislation that created the program, CSLF's past actions in participating in the program, as well as information on the actions taken at the October 2012 Board meeting.

Specifically, Mr. Behm reviewed the offerings from each of the three potential third-party providers of services for the Not-for-Profit program (which was also presented at the October 2012 Board meeting).
[REDACTED]

[REDACTED]

Mr. Behm then reviewed the actions that had already been taken based upon the Board directive in the October 2012 meeting. Specifically the agreement with Campus Partners has been terminated, the Memorandum of Understanding with the U.S. Department of Education has been rescinded and the contracts with Edfinancial (and affiliated companies) have been negotiated.

Following this review, no change in direction was indicated by the Board with respect to the Not-for-Profit program.

X. Adjournment

Mr. Murphy requested a motion for adjournment.

Ms. Sanders made a motion, which was seconded by Mr. Robinson to adjourn the meeting.

The motion passed unanimously and the meeting was closed at 3:12 p.m.

Respectfully Submitted for the
Board of Directors by:

Lewis J. Robinson, Secretary

Attachment A

[REDACTED]