



CONNECTICUT STUDENT LOAN FOUNDATION

MINUTES OF THE BOARD OF DIRECTORS

September 20, 2016

A meeting of the Connecticut Student Loan Foundation's Board of Directors was held on Tuesday, September 20, 2016 at 12:00 p.m., at the office of the Connecticut Health and Educational Facilities Authority, 10 Columbus Boulevard, Hartford, Connecticut 06106.

Members Present:

Sarah Sanders (designee of the Honorable Denise Nappier), Vice Chair of the Board
Dr. Peter Lisi
Julie Savino
Erika Steiner (designee of the Honorable Mark Ojakian) *
Jeanette Weldon, Executive Director

Members Absent:

Martin Budd
Steven Kitowicz (designee of the Honorable Benjamin Barnes)

Other Attendees:

Denise Aguilera, General Counsel, CHEFA
Cynthia Peoples, Managing Director, CHEFA
Darlene Dimitrijevs, Principal, Education Solution Partners, LLC
Randy Behm, Principal, Education Solution Partners, LLC
Samuel Rush, Deputy Director, CHESLA
Joshua Hurlock, Assistant Director, CHESLA
JoAnne Mackewicz, Controller, CHEFA
Carlee Levin, Sr. Accountant, CHEFA
Tim Webb, Vice President, Hilltop Securities
Judith Blank, Esquire, Day Pitney, LLP

* Participated in the meeting via conference telephone that permitted all parties to hear each other.

I. Call to Order

Ms. Sanders called the meeting to order at 1:04 p.m.

II. Administrative Actions

a. Approval of the June 21, 2016 Minutes

A motion was made by Dr. Lisi and seconded by Ms. Savino that the Board of Directors of the Connecticut Student Loan Foundation approves the minutes of the June 21, 2016 meeting.

The motion was passed unanimously.

b. Election of Vice Chair

Ms. Savino nominated Ms. Sanders to be the Vice-Chair of the Board. With no other Board Members offering nominations, Ms. Sanders declared the nominations closed.

A motion was made by Dr. Lisi and seconded by Ms. Savino that the Board of Directors of the Connecticut Student Loan Foundation elects Ms. Sarah Sanders as Vice Chair of the Board of Directors of the Connecticut Student Loan Foundation

The motion was passed unanimously.

c. Appointment of Authorized Officers

A motion was made by Dr. Lisi and seconded by Ms. Savino that the Board of Directors of the Connecticut Student Loan Foundation appoints the Executive Director, the General Counsel, and the Managing Directors of the Connecticut Health and Educational Facilities Authority (CHEFA) as authorized Officers of the Connecticut Student Loan Foundation.

The motion was passed unanimously.

III. Auditor's Report

The external auditors of CSLF had presented the draft CHEFA audit report for Fiscal Year 2016, which included CSLF as a component unit, during the meeting of the Board of the Connecticut Higher Education Supplemental Loan Authority (CHESLA), which immediately preceded this Board Meeting of CSLF. Ms. Sanders asked if any Board Members had any additional CSLF items from the audit report they would like to discuss. The other Board Members indicated they had no additional topics to discuss.

IV. Executive Director's Report

Ms. Weldon indicated that her comments would be covered in the Executive Session later in the meeting.

V. Bond Redemption Activity

Ms. Dimitrijevs presented the quarterly surveillance report on the trust indenture, which is publicly disclosed on the CSLF website. She indicated that \$4.0 million of bonds had been redeemed in the quarter ended June 30, 2016. She also noted that this was lower than the amount of bonds that are usually redeemed in a calendar quarter due to funds being released for various CHESLA initiatives. Ms. Dimitrijevs indicated that \$12.5 million in bonds had been redeemed in the current quarter, which ends September 30, 2016.

VI. Funds Management Policy

Mr. Behm presented the financial position of the trust as of June 30, 2016 in relation to the Funds Management Policy requirements. He indicated that the Cash & Cash Equivalents were approximately \$5.8 million over the minimum required. This was due to a buildup of cash in anticipation of a \$5.0 million bond redemption in early July.

Next, he presented a revision to the Funds Management Policy. The requested change was to allow additional flexibility in the selection of the specific bonds to be redeemed. He noted that there was no change in the required Total Parity and Senior Parity levels prior to the release of funds from the trust. Mr. Behm also indicated that these levels (104% for Total Parity and 121% for Senior Parity) exceeded the requirements in the Trust Indenture of 102.5% (Total Parity) and 105% (Senior Parity).

A motion was made by Ms. Savino and seconded by Dr. Lisi that the Board of Directors of the Connecticut Student Loan Foundation approves the Funds Management Policy, as presented.

The motion was passed unanimously.

VII. Executive Session

A motion was made by Dr. Lisi and seconded by Ms. Savino to enter Executive Session.

The motion was passed unanimously.

Ms. Weldon requested Ms. Peoples, Ms. Aguilera, Mr. Hurlock, Mr. Webb, Ms. Dimitrijevs and Mr. Behm remain during the Executive Session.

The Board entered Executive Session at 1:16 p.m.

The Board exited Executive Session at 2:06 p.m.

Ms. Sanders stated that no actions or votes were taken during the Executive Session.

The following motion was made by Dr. Lisi and seconded by Ms. Savino:

The Executive Director is authorized to investigate the possibility of issuing an RFP for the sale of any portion of the loan portfolio and is authorized to issue an RFP at her discretion containing such terms and conditions, as she deems appropriate.

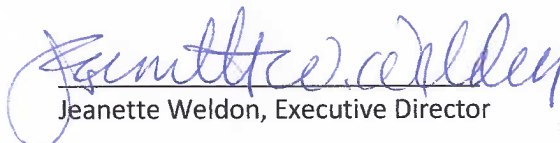
The motion was passed unanimously.

VIII. Adjournment

Ms. Savino made a motion, which was seconded by Dr. Lisi, to adjourn the meeting.

The motion passed unanimously and the meeting was adjourned at 2:08 p.m.

Respectfully Submitted by:


Jeanette Weldon, Executive Director