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Community Action Partnership of North Alabama, Inc.
Board of Directors Meeting
June 16, 2016
Central Office

Paul Lott, Board Chair, opened the meeting at 8:30 a.m. and welcomed those in attendance.

Board Members in Attendance: Bruce Jones, Jackie Peek, Cassandra Lee, Dawn Owens, Tim Thrasher, Shelly Waters, David Mathews, Pat Gilbert, Bruce Gordon, Sheryl Marsh, Paul Lott

Board Members Absent: Gail Phillips, Leigh Frances, Heather Smith, Allen Stover, Jennifer Taylor, Earlene Johnson, Tommy Praytor

Board Members Electronically: None

Advisors Present: Joe Holmes, Marcie Hill, Pat Busing

Advisors Absent: Matt Holmes, June Palmer, Tricia Culpepper, Barbara Sittason, Jonathan Watson

Advisors Electronically: Stephanie Pitts

Legal Counsel to Board: Bingham Edwards connected electronically.

Guests Present: Steve Strickland, Joseph Wynn, Emily Reischman with Wear, Howell, Strickland, Quinn & Law, LLC, Jesse Gonzalez, Micayla Pettus

Staff Present: Allison Speegle, Carrie Waynick, Tamisha Sales, Wendi Busing, Fred Harvey, Kim Dodd, Deborah Cottingham, Candy Ayers, Richard Lyons, Sharalee Little, Laurie Lincoln-Swaim, Deb Purcell, Lorrie Mauro, Holly Hicks, Michele Edwards, Marcia Castleberry, Doug Woods, Nathan Curry, Michael Tubbs

Introduction of Staff and Guests

Michael Tubbs, CEO, introduced staff, board, advisors, auditing team of Joseph Wynn, Steve Strickland and Emily Reischman and summer workers Micayla Pettus and Jesse Gonzalez.

Our Mission

The Community Action Partnership of North Alabama, a results-driven, non-profit business is committed to reducing or eliminating the causes and consequences of poverty for families and communities.

Roll Call to Establish Quorum

Allison Speegle called roll and a quorum was established with 11 of 18 members present.

Recite Mission of Agency

Cassandra Lee led all in the reciting of the mission.

Approve April 28, 2016 Minutes

Minutes were received in packet prior to meeting. Paul Lott opened the floor for questions and/or corrections. Paul asked for a motion to approve the minutes as received. David Mathews motioned. Tim Thrasher seconded. Motion approved.

Audit Approval

A draft copy of the Independent Auditor's Report was received prior to the meeting. Paul Lott introduced Emily Reischman, Auditor with Wear, Howell, Strickland, Quinn and Law, LLC. Emily stated work on the audit began in April. The agency has \$35 million in expenditures, \$25 million of which is federal expenditures. Emily explained the single audit focuses on compliance with regulations on programs selected to be audited. This year's audit focused on Head Start and Foster Grandparent/Senior Companion programs. She stated that Page 2 reflects the opinion of the auditors that the financial statements present fairly, in all material respects, the financial position of the agency. Emily explained the single audit regulations changed this year that resulted in eight sets of rules combined into one. Some of the things that are looked at when reviewing the files are eligibility requirements, approval of expenditures and liability of expenditures. It was determined the agency complied in all material respects with these types of compliance. There were minor exceptions, which Emily stated is to be expected with the amount of expenditures a year that goes through the agency.

Paul Lott opened the floor for questions and stated this is one of the most important documents the board will look at this year. Joe Holmes asked Emily if their firm audits any other agencies of this scope to which Emily responded that this is one of the largest but they do audit other non-profits. Shelly Waters asked if they found anything that they would make recommendations to change. Emily stated there were a few minor things but no compliance issues. Fred Harvey stated that Emily pointed out that he has too much sole responsibility for certain things and there needs to be more segregation of duties to which Fred stated that some steps have already been put in place to correct this. He added that it was not a matter of anything that wasn't accountable it was just a matter of having more eyes on things. Bruce Gordon commended Fred and his staff for their work. Fred stated that he does consider the audit his job performance review and he takes it very seriously and expressed his appreciation to his staff. Paul Lott stated that Emily went over the minor issues with the financial committee and these have been corrected. Bingham Edwards asked if going forward for each schedule in the

report could they include last year's column which was done in Note 16 (page 21). Emily stated that she could do that within the next week for this year's audit if the board would like. After a brief discussion it was decided that Emily will do this as a supplemental statement for this year's audit. Emily recommended that for next year's audit to include this on the balance sheet, statement of activities and notes. Fred Harvey stated that he will meet with the auditors after the meeting to make a final determination on exactly which reports will be included. Bingham Edwards stated the balance of 12/31/2014 and 12/31/2015 on Page 21 is a great comparison. Emily stated that she would work with Paul Lott and Fred Harvey on his request.

Paul Lott stated the audit is bid every 3 years and this was conducted this year and that Wear, Howell, Strickland, Quinn and Law LLC will be auditor of choice for the next two years. There being no further questions Paul Lott asked for a motion to accept the audit as presented. Bruce Gordon motioned. Bruce Jones seconded. Motion accepted with roll call vote as requested by Paul Lott, Chair.

Financial Committee Report and Approval

Paul Lott stated that he along with several others of the agency including Michael Tubbs recently attended the Community Action Association Annual meeting and had the opportunity to discuss best practices with representatives from a wide variety of organizations including the Office of Community Services, the National Community Action Partnership, ADECA-Office of Community Services and other CAP agencies along with a host of legal and non-profit consultants. He stated one thing that emerged from the meeting was the way the financials were presented to the board and the need to have a more robust way of presenting. Paul stated that in the past we have relied on the Financial Committee, who have financial backgrounds and have been through training, to review the financial statements in depth and summarize the activities in a report to the board. In addition, copies of the financial statements were provided to all board members for their review on a monthly basis and again prior to the board meeting with any questions being addressed at the board meeting. Paul stated that in order to more fully comply with this emerging best practice and exceed the standard of IM 138 that we will continue with the Financial Committee reviewing the financials in depth but as part of the financial committee report Fred Harvey, CFO, will provide the report overview. The Financial Committee will continue to meet monthly to review the financial statements and any other fiscal issues as they arise. Paul informed the board/advisors that the Financial Committee has met twice since the last board meeting to review the April and May financial statements. During those meetings the committee also met with the audit team to discuss the audit scope and progress and to review a draft of the audit report. Paul stated it is the committee's opinion that the April and May financial statements fairly represent the agency's fiscal position.

Financial statements were received in packet prior to the meeting. Fred Harvey asked members/advisors to turn to the May statements. The following reports were reviewed:

Financial Information Dashboard & Ratios– This report is a quick way to see the basic financial information of the agency. Fred explained the category “federal grantee” are funds that come straight from the federal government and the “federal sub-grantee” comes as pass through funds from other funders such as the State of Alabama. Southern Community Builders has the largest amount of assets. The ratio page shows where the agency currently stands compared to the prior year. Fred stated that it is difficult for a non-profit such as ours to have more day’s cash on hand since cash is drawn down as needed. It was noted the average days cash on hand has trended up compared to prior years as a result of 2-3 grants that have given money upfront, and housing development has seen a turnaround with developers fees in the Montgomery projects. There are also some accrued expenses that are paid on a quarterly basis such as State Unemployment Insurance and collecting health insurance premiums to cover Head Start staff while they are off during the summer. Fred stated that the majority of cash on hand is restricted dollars that the funder basically tells us how the money can be used. Un-restricted dollars are donated money that is not earmarked.

Balance Sheet – Consolidating Financial Position – The first column of report is the parent company. The other columns are consolidated. North Alabama Community Development Fund is an LLC of the agency. Property Holdings was established to hold any properties the parent company owns. SCB is a for-profit the agency owns 100% and is strictly for housing development. Page 5 reflects the Current YTD Net Income of \$699,900.

Statement of Revenues and Expenditures – Summary/Detail – The first page is a summary page and the following pages are a breakdown of the first page. This report is a snapshot of the agency’s fiscal year only. Fred did remind everyone that some grants overlap one another, and the Partnership’s fiscal year.

Statement of Revenues – Public/Non-Public – This report compares tax dollars that come into the agency. Paul Lott stated that some budget variances do concern us but this is discussed with Fred and the Program Director.

Statement of Activities – Expenditures – Combining Schedule of Activities W/Budget – This report is a list of all the funds of the agency. The budget is the same timeframe as the expenditures. The Ending Net Assets reflects where each fund stands.

Statement of Revenues and Expenditures – Head Start, Early Head Start Madison/Limestone, Head Start Lauderdale County, Pre-K, Home Visiting Grant, Early Head Start DHR, and USDA - The Head Start regulations require the governing body to receive the financials on a monthly basis. The last line of each heading reflects the actual grant year. Fred explained the Pre-K grant operates slightly different than the other grants in that all the money for this grant must be spent first and then expenditures are shifted over to the regular Head Start grant.

Expenditure Journal – Credit Card Expenditures – This report is not Head Start specific, it includes agency wide purchases. American Express is the only standard credit card the agency has. Each employee must receive approval to use the card which is held by Fred. All others are store credit cards. Deb Purcell receives the statement and reconciles it. There are over 100 Wal-Mart cards issued to each agency location. Wright Express is fuel expense for agency vehicles. Each employee is assigned a PIN number to make purchases. Sheryl Marsh asked what OT stands for on report to which Fred responded out of town travel.

Posted General Ledger Transactions – These are transactions that were paid through accounts payable. The largest expenditure is PEEHIP. There are two reports, the first report is sorted by dollar amount. Anything marked with an "A" is a payment for energy assistance. The second report is for any vendor that received more than one payment during a month. Accounts payable are processed on a weekly basis.

Paul Lott asked for a motion to approve the Financial Committee report and review of financial statements as presented. Bruce Gordon motioned. Tim Thrasher seconded. Motion approved.

Approve Lauderdale County Grant

Lauderdale County Refunding Application was received in packet prior to meeting. Fred stated this is a standard federal form and gave a brief review of the application and stated the budget year is October 1st – September 30th. He stated that this is a continuation application, not a new application, and that each year the timeframe to submit a refunding application is 90 days prior to the end of the current year. This grant is an 80 (federal)/20 (local) match with \$585,000 in local funds that are in-kind and donated services. Board members/advisors were referred to page 3 which reflects the dollar amounts and the following pages are a breakdown of the actual budget which is also broken out by support staff and the amount budgeted for each. Fred stated that board approval is needed to submit the refunding application by June 30th. Paul Lott opened the floor for questions. There being no questions he asked for a motion to approve submission of the Lauderdale County Grant. David Mathews motioned. Bruce Gordon seconded. Motion approved.

Approve Writing Duration Grant for Head Start and Early Head Start Services

Kim Dodd, Director of Children's Services, stated that she received notice that we were eligible to write for duration grant. She stated that Early Head Start currently attends 205 days and that they were applying to add additional days. Kim stated that they have written a draft to extend days in the original Head Start 12 county area and Madison/Limestone area. Paul Lott asked for the number of additional days being requested to which Kim stated they were writing to add 10 additional days for preschool with only 40% of classrooms eligible for funding and 25 additional days for Early Head Start in 11 classrooms with 100% funding. Bruce Gordon asked if we had money to

cover the 60% shortfall. Kim stated they are going to require us to add days in the future and this is a supplement to help with what is going to be required with the new standards. Paul Lott stated this is in conjunction with the slot reduction. Kim stated that they are writing for additional grants which is called layering. Bruce Gordon said that it sounded like an un-funded mandate. Kim stated that she does not have the budget piece available since it is not due until June 24th. Pat Gilbert asked when the days would be added and Kim stated that we should hear this school year but that she wasn't sure when the duration would go into effect. The request is for a set number of days and some classrooms are in the school system and others are not so it would be flexible. There being no further questions Paul Lott asked for a motion to approve submission of supplemental funding application. Bruce Gordon motioned. Sheryl Marsh seconded. Motion approved.

Approve Lauderdale & Madison/Limestone County Slot Reduction

Kim Dodd, Director of Children's Services stated this request for slot reduction is for Lauderdale and Madison/Limestone counties and is a continuation of the last 12 county reduction. She stated that within the slot reduction that the request was also asking to reduce classrooms from 20 to 17 children. The request is to reduce 149 slots in Madison/Limestone and 39 slots in Lauderdale County. Paul Lott stated that it is his understanding this is a proposal and is initiated by the Regional Office of Head Start and not us. He further stated this is happening throughout the country and it is the same situation that was discussed at the last board meeting. Kim stated Head Start programs have been funded lower than they should be while continuing to ask for high quality. She stated the agency cannot pay comparable to the school systems so one of the ways to help solve this problem is to offer competitive wages. Kim reminded those in attendance that we took on additional grants that were poor performing grants and already low funded grants and it in turn brought our funding cost per child down. Cassandra Lee asked what would happen to those affected children and Kim reassured her that we would take care of all returning children. Returning children will be enrolled, there will be slots for them, if there is not, they will be transferred. Kim stated there is an influx of \$16 million dollars for Pre-K which is a quality program serving 4 year olds. An additional 2,800 Pre-K slots have been added and so we have no choice but to react to the market because this will mean we will not have enough 4 year olds to fill a classroom. Holly Hicks, Communications and Marketing, stated that Performance Standards require us to reduce enrollment number to 17 for 3 year old classrooms. Kim stated that we would love to serve them all but we can't and we are trying to react thoughtfully. Pat Gilbert asked what criteria was used for classrooms that are being cut. Kim stated these two cuts are different from the 12 county in that in these counties we did not have enrollment issues. She said the Pre-K classrooms are locating in places we had Head Start classrooms. In Madison/Limestone counties 4 of the 5 were in schools and they have asked us to leave so they could put their own Pre-K in the classroom we were using. Kim stated they tried to choose areas that were in between effected areas to keep classrooms nearby for the children that were returning. Those affected were provided with a list of childcare centers and church daycares in

their area(s). Kim stated the classes chosen were not random. Pat Gilbert asked about sites where two classrooms were closed if we not close one and choose another location for the other. Kim said she knew which center she was talking about but said the Principal did not have nice things to say about our children and we did not want to be anywhere they don't love our children. Pat Gilbert said she was glad to hear that because the Mayor's Office supports the principal and that she will provide the Mayor with this information. Kim stated that she had met with the Superintendent of each area where closures were taking place to ask for additional space. Cassandra Lee asked if this principal was reported and Kim replied that she did talk with the Superintendent. Paul Lott said that if we do not do this the Office of Head Start will do it for us and this is the best way to do a bad thing. Paul Lott asked if there were any slot conversions included in this and Kim said there is not. She said that we would have converted Pre-School slots to Early Head Start but this would not help with our funding per child and would not free up money in the budget to increase teacher salaries. She further stated that they will be writing for an Early Head Start grant expansion. There being no further questions Paul Lott asked for a motion to approve the Lauderdale and Madison/Limestone County Slot Reduction request. Tim Thrasher motioned. Bruce Gordon seconded. Motion approved.

Approve 1.8% COLA Increase

A copy of the Head Start COLA application was received in packet prior to meeting. Fred Harvey, CFO, referred members/advisors to the application which has a revision to add 1.8% COLA. He stated it is a requirement to complete the application and state how the money will be spent.

The Lauderdale County Head Start COLA is for timeframe 10/1/2015 – 9/30/2016. Will retro the COLA back to 10/1/2015 for these staff.

The Madison/Limestone Early Head Start COLA is for timeframe 2/1/2016 – 1/31/2017. Will retro the COLA back to 2/1/2016 for these staff.

The Madison/Limestone Head Start COLA is for timeframe 3/1/2016 – 2/28/1017. Will retro the COLA back to 3/1/2016 for these staff.

The 12 County Head Start COLA is for new and is for timeframe 7/1/2016 – 6/30/2017. Will not retro this COLA.

Fred stated that board approval is needed to submit these applications for a 1.8% COLA and apply to salaries. He further stated that we have to give the 1.8% COLA or show why not. He reminded members/advisors the 1.8% is on the grant total not just on salaries. Kim Dodd stated this will be permanent money.

Paul Lott asked for a motion to approve 1.8% COLA increase as presented. David Mathews motioned. Jackie Peek seconded. Motion approved.

Update on Code of Conduct Report

Kim Dodd stated that we had a CLASS review recently and on February 1st one of the classrooms (Pre-K) that was monitored was having a bad day. One child threw up and another child had lost his grandmother who was the primary caregiver during that past weekend. There was also a substitute Teacher Assistant in the classroom whom the reviewer did not feel had positive classroom behavior/management. As a result it was marked as a deficiency that she ignored the child. We in turn had to provide documentation of how the classroom was going to be monitored and what training would be conducted. The monitor said the child hit her with a little paddle and that he is an attention getter. Kim said she did have a conference call with Region 4 last week and gave an update on how the issue had been addressed. As of this meeting we have not received a clearance letter. Bruce Gordon asked if Kim if she was hiring again would she hire this teacher assistant again to which Kim responded yes. Kim stated the teacher assistant admitted that she was having a bad day. An update will be provided to the board when the follow up letter is received from the Regional Office.

Termination of Contract with CRN

Kim Dodd stated we have a contract with the State to provide childcare services. When partnering with a childcare center it is not always what you want it to be or should be. Currently the one we have is with a provider in Ft. Payne and Guntersville for 48 slots. Kim stated that if leadership does not buy in and are not on site to monitor and do not do what we ask according to performance standards then it should not be on us, as she said, "the horse is getting to the water but not drinking". We have a liaison to the State and they have observed and are in agreement that we should terminate this contract. Kim stated that we do have places for the children to be served, one of which is at UAH Learning Center. A meeting is scheduled on Monday June 20th with the State to finalize this termination of contract. Kim stated she will attend along with Fred Harvey and Rebecca Bibb. Notification of termination has been sent and parents have been provided information. The floor was opened for questions. Paul Lott stated this is for information purposes and does not require any approvals.

Child Outcomes Report for June

The CLASS report was received in packet prior to the meeting. Jody Carnes, Education Team Leader, stated that quality is the number one goal for our children and that we want to make sure the experience of Head Start will benefit them the rest of their lives. She went on to explain that our results have seen a gain of 15-21% in academic areas. It was noted that math and literacy were a little lower so as a result there will be more emphasis placed on these two areas and incorporated into the lesson plans for the upcoming school year.

Jody reviewed the CLASS Report PY 1516 which is an observation instrument that assesses the quality of teacher-child interactions. CLASS includes three domains: Emotional Support, Classroom Organization and Instruction Support. Jody stated that

we must focus on the expectations and help children understand what they are expected to do because if you can't function emotionally you can't function in life. She did explain the instructional support is the academic piece and the most difficult to get gain in and was very proud to report we had an 8% growth in this area. There was a 10% growth in the classroom organization and a 6% growth in the emotional support. Jody stated that a child can brainstorm and network with their understanding of what they have learned.

Paul Lott stated the scale is rated 1 to 7 with 7 being the highest. He said that Congress looks at these scores and are saying get something done to get scores up. He further stated that the slot reduction will help with this. Jody re-affirmed that Head Start has an impact on families and children even after they have left our program and she wished Congress would realize that. This was for information purposes only and requires no approval.

Approve Morgan County Commission Funding Requests

A copy of the requests was received in packet prior to meeting. Fred Harvey stated these are requests for funds from the Morgan County Commission for Meals on Wheels & More and the Foster Grandparent/Senior Companion programs. This will follow the county's fiscal year which starts October 1st. The Meals on Wheels & More has no matching money. The Foster Grandparent/Senior Companion program is a matching program. Paul Lott asked for a motion to approve the Morgan County Commission funding requests for both the Meals on Wheels & More and Foster Grandparent/Senior Companion program. David Mathews motioned. Jackie Peek seconded. Motion approved.

Approve City of Decatur Funding Requests

A copy of the requests was received in packet prior to meeting. Fred Harvey stated that Meals on Wheels & More request is for \$20,000 and the Foster Grandparent/Senior Companion request is for \$20,000. This will be for the City's new fiscal year starting October 1st. Paul Lott asked for a motion to approve the City of Decatur funding requests for both Meals on Wheels & More and Foster Grandparent/Senior Companion programs. Bruce Gordon motioned. Tim Thrasher seconded. Motion approved.

Results Report

Laurie Lincoln-Swaim shared the focus of the results report was NeighborWorks Week where 10 houses were refurbished. A video of the work was shown. Laurie stated there were 25 staff and 60 partners that worked during the week for a total of 924 hours. Laurie said she would provide a more in-depth review at the next board meeting. Paul Lott stated the agency has been doing this since 2013. The CFO of NeighborWorks America attended the Friday celebration event. This was his first field visit and was impressed with the agency and the work that was done. Laurie said it was a great opportunity to work alongside others that we normally do not get a chance to

work with. The Decatur Police Department worked with us and has invited our agency to support an event they are having tomorrow.

Laurie provided an update on ROMA Next Generation. New proposals are due to come out this month. She is currently mentoring two people for ROMA training certification. There will be two training days (half days) in July at the Cook's training building on 4th Avenue. Laurie encouraged board members/advisors to attend. Allison will email information regarding the training to all board members/advisors.

Executive Director's Report

Michael Tubbs gave the following highlights from the report.

- Bruce Jones, Paul Lott, Jonathan Watson, Allison Speegle and he will attend CAPLAW training next week.
- Received AHFA tax credit award for 56 unit in Ft. Payne. There were 29 applications submitted but only 10 were awarded.
- Received new funding for Lanier Phase 3 in Montgomery. We are the chosen CHDO for the City of Montgomery
- Broke ground on 2 new houses at Seville in Decatur

Members/advisors were asked to review the Executive Director's report and contact him with any questions.

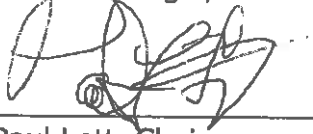
Other Business

Michael Tubbs stated Judge Shelly Waters, Morgan County Private Sector, is committed to being in court on Thursday mornings by 9:00 a.m. Allison talked with her and she agreed that it would be better if she moved to the Advisor role. As a result of this conversation Allison spoke with Joe Holmes who has been serving as an Advisor for interest in replacing Shelly. Joe works with Decatur Utilities and received approval from his supervisor this morning to serve as a board member. Paul Lott asked for a motion to accept Shelly Waters resignation as a board member and move to the Advisor role. Bruce Gordon motioned. Bruce Jones seconded. Motion approved.

Paul Lott then asked for a motion to accept Joe Holmes as a board member representing the Morgan County Private Sector replacing Shelly Waters. Bruce Gordon motioned. Tim Thrasher seconded. Motion approved.

Paul Lott asked if there was any other business to come before the board. Bruce Gordon asked if any of our locations had been affected by the recent water problems. Michael Tubbs stated that Hazelwood would be the only location. Mouton Early Head Start is receiving bottled water and the other classrooms are not in session at this time.

There being no further the meeting adjourned at 10:32 a.m. Minutes submitted by Allison Speegle, Recording Secretary to the Board.

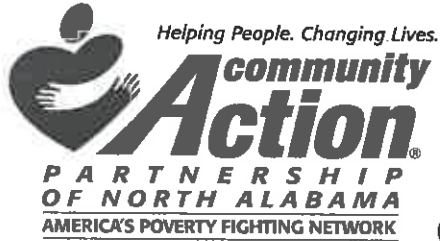


Paul Lott, Chair

Bruce Jones, Secretary


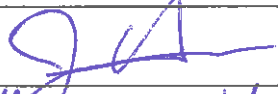

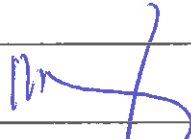
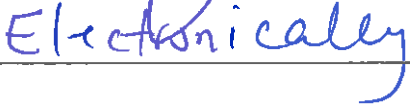



Reviewed by Michael Tubbs, CEO


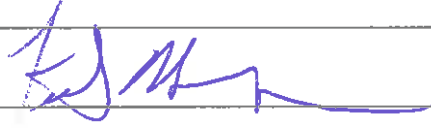








Community Action Partnership of North Alabama, Inc.
 Board of Directors Meeting
 June 16, 2016
Sign In Sheet

Gail Phillips	Community Sector/Morgan	
Bruce Jones	Community Sector/Morgan	Bruce Jones
Leigh Frances	Community Sector/Morgan	
Jackie Peek	Community Sector/Lawrence	Jackie Peek
Cassandra Lee	Community Sector/Lawrence	Cassandra Lee
Dawn Owens	Community Sector/Cullman	Dawn Owens
Tim Thrasher	Community Sector/Cullman	Tim Thrasher
Shelly Waters	Private Sector/Morgan	Shelly Waters
David Mathews	Private Sector/Morgan	David Mathews
Pat Gilbert	Private Sector/Cullman	Pat Gilbert
Heather Smith	Private Sector/Cullman	
Bruce Gordon	Private Sector/Lawrence	Bruce Gordon
Sheryl Marsh	Public Sector/Morgan	Sheryl Marsh
Allen Stover	Public Sector/Morgan	
Jennifer Taylor	Public Sector/Cullman	
Earlene Johnson	Public Sector/Cullman	

Paul Lott	Public Sector/ Lawrence	
Tommy Praytor	Public Sector/ Lawrence	
Matt Holmes	Advisor to the Board	
Joe Holmes	Advisor to the Board	
Marcie Hill	Advisor to the Board	
June Palmer	Advisor to the Board	
Pat Busing	Advisor to the Board	
Stephanie Pitts	Advisor to the Board	
Tricia Culpepper	Advisor to the Board	
Barbara Sittason	Advisor to the Board	
Jonathan Watson	Advisor to the Board	
Bingham Edwards	Attorney at Law, Legal Counsel to the Board	

Staff/Guest Present

Board of Directors Electronic Certification Participation

I hereby certify that I, Stephanie Pitts, did participate by electronic communication, at the June 16, 2016, Board of Directors meeting.



Signature of Board Member / Advisor

Board of Directors Electronic Certification Participation

I hereby certify that I, BINGHAM @ EDWARDS did participate by electronic communication, at the June 16, 2016 Board of Directors meeting.

Bingham @ Edwards

Signature of Board Member / Advisor