

FAU FINANCE CORPORATION

BOARD OF DIRECTORS

CONFERENCE CALL

Thursday, January 20, 2011

MINUTES

(Approved during the June 14, 2011 FAUFC Meeting.)

1. ROLL CALL AND APPROVAL OF MINUTES OF THE DECEMBER 9, 2010 FAU FINANCE CORPORATION BOARD OF DIRECTORS MEETING.

Handout: Draft Minutes of the December 9, 2010 FAUFC Meeting.

The meeting of the FAU Finance Corporation Board of Directors (FAUFC BOD) held via teleconferencing was convened by the Chair, Mr. Dennis Crudele, at 10:10 a.m. Roll call commenced, confirming quorum, with the following FAUFC BOD members in addition to Mr. Crudele, participating:

Mr. Scott Adams and Mr. Peter LoBello.

The following official participated via teleconferencing:

Ms. Stacey Semmel, FAUFC Secretary/Treasurer.

The following guest was in attendance:

Ms. Linda Elliott.

Mr. Crudele explained that in order to file the request to the IRS to waive the future filing of Form 990 by the FAUFC, the submission of various documents is required. Among these documents is the formal certification that the FAUFC BOD and the FAU Board of Trustees (BOT) have approved the amendment to the FAUFC By-Laws requiring BOT approval of all appointees to the FAUFC BOD.

The FAUFC BOD provided approval of this amendment to the FAUFC By-Laws during its December 9, 2010 meeting and formal approval of the minutes of that meeting is the documentation required by the IRS.

The request to approve this amendment to the FAUFC By-Laws will be presented for review to the BOT during its January 26, 2011 meeting; approved minutes of that meeting will also be required.

The FAUFC BOD members expressed understanding of these IRS filing requirements. Further commentary followed noting an error within the minutes located in the last paragraph of Item 4, on page 4, where it indicates that the future I-95 interchange will link Yamato Road. The link is actually to Spanish River Boulevard.

Upon call, a motion was made by Mr. Adams and seconded by Mr. LoBello to approve the minutes of the December 9, 2010 meeting with the one correction as noted above. **The motion passed unanimously.**

Update on the FAU Finance Corporation Financial Report for the Period Ending June 30, 2010.

Mr. Crudele advised members that the Florida Auditor General's Office (AG) has reviewed the FAUFC Financial Report, approved by this Board at its December 9, 2010 meeting, and has approved the numbers provided and concurs with the financial position stated in the McGladrey & Pullen, LLP report.

The AG has asked that a University management's discussion and analysis (MD&A) section be added to the FAUFC Financial Report now that the FAUFC By-Laws have been amended to require BOT oversight. This MD&A is required by Governmental Accounting Standards Board (GASB) Statements. The MD&A, and financial statements and notes thereto, are the responsibility of University management.

McGladrey and Pullen have prepared the MD&A under GASB and will include it in a revised Report to be released to the FAUFC BOD next week.

Further discussion ensued referencing Attachment A, page 3, to the minutes of the December 9, 2010 FAUFC BOD meeting, clarifying that the approximately \$2.8 million in Accrued Accounts Payable accrues to the FAUFC as part of the capitalized interest.

General conversation followed on the various topics including:

- News articles recently released on the FAU Stadium;
- The web cam now available to view the stadium's construction progress;
- Stadium marketing strategies; and,
- Setting up a tour of the IV Housing and Stadium for the FAUFC BOD.

2. **Adjournment of Meeting.** With no further issues to discuss, **the meeting was adjourned at 10:15 a.m.**