

The Minnesota Higher Education Facilities Authority (the “Authority” or “MHEFA”) convened a regular Board meeting at 10:00 am Central Time, Wednesday, January 6, 2021, in the Authority’s Conference Room, 380 Jackson Street, Suite 450, Saint Paul, Minnesota.

Following Emergency Executive Order 20-01, dated March 13, 2020, Declaration of Peacetime Emergency by Governor Walz; Emergency Executive Order 20-20, dated March 25, 2020; and Emergency Executive Order 20-33, dated April 8, 2020 (the foregoing and other Emergency Executive Orders of the Governor relating to COVID-19, as may be amended or superseded, collectively, the “Emergency Orders”), members of the Authority participated in and attend the meeting by telephone or other electronic means in accordance with Minnesota Statutes, Section 13D.021.

Authority Chair Ranum determined that an in-person meeting at the regular meeting location for the Authority, 380 Jackson Street, Suite 450, Saint Paul, Minnesota 55101, was not practical or prudent because of the health pandemic declared under the Emergency Orders and according to current guidance from the Minnesota Department of Health, the Centers for Disease Control and Prevention, and the U.S. Department of Homeland Security.

The chief administrative officer of the Authority, Executive Director Barry W. Fick, was physically present at the Authority’s offices, 380 Jackson Street, Suite 450, Saint Paul, Minnesota 55101.

Members of the public who plan to be present at the public hearing at the Authority’s offices in person will be required to observe social distancing and comply with other measures imposed by the Emergency Orders.

The public were able to monitor the meeting by calling a toll-free number.

Board members participated in the meeting using a video link. The meeting link was sent to Board members prior to the meeting. The use of a video link as an allowable way to hold the Board meeting was confirmed by the State of Minnesota’s Data Practices Office staff prior to the meeting, following Minnesota Statute 13D.021.

**Executive Summary – Minnesota Higher Education Facilities Authority**

Meeting on November 18, 2020

Board Actions Taken:

<b>Motions:</b>	<b>Result:</b>	<b>Vote:</b>
Approval of Meeting Minutes of November 18, 2020	Passed	Unanimous
Approval of VOOM Creative Proposal to assist with the 50 <sup>th</sup> Anniversary Collateral & Website/Video Streaming setup	Passed	Unanimous

<b>Resolutions</b>	<b>Result:</b>	<b>Vote:</b>
Approval of Amended and Restated Resolution Relating to Application for St. Olaf College (01-2021-01)	Passed	Unanimous
Approval of Resolution Relating to Amendment of MHEFA Enabling Law to Authorize Financing of Non-Profit Health Care Facilities (01-2021-02)	Passed	Unanimous

The official meeting began with a roll call to determine who was attending the meeting. The following board members or their designees were participating and attending by video link or telephone:

Board Members: Gary Benson  
 Mary Ives  
 Mark Misukanis  
 Michael Ranum  
 Bonnie Anderson Rons  
 David Rowland  
 Nancy Sampair  
 Ray Vin Zant  
 Paul Cerkenik, Minnesota Private College Council, ex officio without vote

Absent: Poawit Yang

Other Attendees: Mark LeMay, Consultant  
 Janet Hanson, VP and CFO, St. Olaf College  
 Mark Gelle, AVP and Chief Investment Officer, St. Olaf College

Robert Toftey, Bond Counsel  
Melanie Len, Director, Piper Sandler  
Nick Taylor, Director, North Slope Capital Advisors

Also Present: Barry W. Fick (in-person) Executive Director MHEFA  
Amanda Lee, Operations Manager, MHEFA

All participants attended the meeting by video link or telephone. Executive Director Fick participated by video link and was present at the Authority Office for the meeting.

Mike Ranum, Chair, called the meeting order at 2:00 pm CDT. Executive Director Fick confirmed that a quorum was present.

#### **Agenda Item I – Minutes of the November 18, 2020 Board meeting.**

The first item on the Agenda is the review and consideration of the minutes of the November 18, 2020 Authority Board meeting. There were no questions or proposed changes to the minutes from the Board members.

A motion was made by David Rowland to approve the November 18, 2020 minutes. The motion was seconded by Nancy Sampair. Chair Ranum asked if there were any additional questions, discussion, or changes to the minutes of the November 18, 2020 Board meeting.

Chair Ranum called for a vote regarding the approval of the minutes. A voice vote was conducted, and the Board members unanimously voted to approve the November 18, 2020 Authority Board minutes as amended.

#### **Agenda Item II – St. Olaf College Application for Financing**

Chair Ranum opened the Public Hearing for St. Olaf College. Executive Director Fick noted that Notice for the St. Olaf Public Hearing was published in the State Register and the Northfield in a timely manner and that there were no comments received by the Authority prior to the Public Hearing. Mr. Fick also noted that there were no members of the public at the Authority Office.

This is the second Public Hearing for the St. Olaf Financing Application. This Public Hearing in response to the amended Financing Application submitted by the College. The supplemental Financing Application adds funding for a portion of planned improvements and renovations to residence facilities on the campus of the College. The additional projects are able to be funded without a change to the amount of requested financing assistance by the College. This occurs as the construction and furnishing cost bids received by the College have been more favorable than projected and the College has negotiated additional cost reductions with vendors. This reduced cost for the primary Project components (which were the subject of the November 18, 2020 Public Hearing) allows the College to fund additional projects without increasing the size of the borrowing from the original requested amount.

Chair Ranum called on Ms. Janet Hanson, Vice President and Chief Financial Officer at St. Olaf College to present the amended financing request of the College. Ms. Hanson presented information about the background of the project, reminding the Board that the project includes the construction of a residential tower for 300 students and the construction and furnishing of 10 townhome residences, housing approximately 140 students. The additional beds will allow the college to house more students on campus, decompress triple bed dorms to their originally intended double occupancy, and provide for more attractive residential options to engage students in their experience at St. Olaf.

The project cost remains at \$60 million. The College will fund the project costs, now expanded to include a portion of the costs of renovating residence halls located on the College campus, interest during the construction and issue costs with bond proceeds. The exact size and structure of the financing is under discussion and will be presented to the Authority Board at the January 20, 2021 meeting.

Chair Ranum asked if Board members had any questions for Ms. Hanson. Board members Anderson Rons, Ives, Benson and Sampair asked questions requesting clarification of some aspects of the project. Ms. Hanson responded to the questions noting the amended Application offers additional financial flexibility to the College and enhances the ability to complete the overall residence system capital improvements and the project will allow the College to realize its residential vision. There were no other Board member questions.

Mr. Ranum closed the public hearing and asked Mr. Nick Taylor, Director and Chief Compliance Officer of North Slope Capital Advisors to provide the Board with an analysis of the financial effect of the application by the college. Mr. Taylor reviewed the Application Analysis prepared by North

Slope. He referred Board members to the November Application analysis and noted that new project component has no material effect on the previous conclusions since the size of the borrowing by the College through the Authority does not change with the inclusion of the additional projects.

Mr. Taylor noted that the professional opinion of North Slope Capital Advisors expressed at the November 18, 2020 Board meeting, which is that the project appears fiscally feasible and a bond with adequate security can be structured, has not changed as a result of the amended Application for financing by the College.

Mr. Taylor concluded his presentation and asked if Board members had questions. Board member Sampair asked about market conditions for acceptance of tax-exempt bonds. Mr. Taylor provided an outline of how there remains strong demand for tax-exempt debt and that interest rates remain very favorable for borrowers. There were no other questions from Board members.

Mr. Ranum next asked Mr. Robert Toftey, Esq. from the Fryberger law firm, serving as bond counsel for the St. Olaf financing, to review Bond Counsel's Supplement to the Application Memorandum. Mr. Toftey directed the Board's attention to the Supplement to the Memorandum for the Application of St. Olaf College for MHEFA Financing, dated December 28, 2020 and the original Application of St. Olaf College for MHEFA Financing Memorandum, dated November 9, 2020. Mr. Toftey noted that the amended and supplemented Application resulted in no adjustment to the findings of the original memo which was presented to the Board at the November 18, 2020 meeting. The memo represents Bond Counsel's findings from their review of the St. Olaf Application for financing. It also notes items that are missing and need to be provided prior to issuing the bonds. It reviews representations made by St. Olaf in their Application and discusses IRS limitations on tax-exempt financed projects, noting how those limitations might affect the St. Olaf Project.

Mr. Toftey concluded his presentation and asked if there were questions from Board members. There were no questions from Board members. Mr. Ranum then asked Mr. Toftey to review the Amended and Restated Resolution Relating to the Application for St. Olaf College.

Mr. Toftey directed the Board's attention to the Resolution included in the Board information packet. The Resolution includes 9 findings, each of which Mr. Toftey briefly discussed with the Board. The Resolution terms recite the description of the project and the application from St. Olaf. Mr. Toftey noted that the recitations and statements included in the Amended and Restated Resolution are the same as considered by the Board at the November 18, 2020 meeting.

The Resolution concludes with the statement that by approving the Resolution the Board authorizes the Executive Director and finance professionals to obtain additional information and directs the participants to prepare a financing plan and bond documents and bring those to the Board for consideration and approval. This concluded Bond Counsel's discussion of the Resolution. Mr. Ranum asked if there were questions related to the Resolution from Board members. There were none.

A motion was made by Ray Vin Zant to approve and accept the Amended and Restated Resolution Relating to the Application of St. Olaf. The motion was seconded by Nancy Sampair. Chair Ranum asked if there were any questions, discussion, or changes for Mr. Toftey regarding the Resolution. There were no other questions for Mr. Toftey related to the Amended and Restated Resolution Relating to the Application of St. Olaf College.

Chair Ranum called for a Roll Call vote regarding the approval and acceptance of the Amended and Restated Resolution Relating to the Application of St. Olaf College. A Roll Call vote was conducted, and the Board members voted as follows:

Board Members:	Gary Benson	Yes
	Mary Ives	Yes
	Mark Misukanis	Yes
	Michael Ranum	Yes
	Bonnie Anderson Rons	Yes
	David Rowland	Yes
	Ray Vin Zant	Yes
	Nancy Sampair	Yes

There were no votes against the motion and the Amended and Restated Resolution Relating to the Application of St. Olaf College was approved.

Chair Ranum allowed St. Olaf College and other St. Olaf Financing team members participating in the Public Hearing and the Application Review process to leave the meeting if they would like.

### **Agenda Item III – Resolution Relating to Expanded Issuance Authority**

Chair Ranum asked Executive Director Fick to discuss and outline the Resolution included in the packet that relates to the Board affirming support of expanding Authority issuance authority. The

Resolution was drafted in November 2020 and was originally scheduled to be considered at the Authority's December 2020 meeting. That meeting was rescheduled for January 6, 2021 to accommodate a revised St. Olaf financing Application. The Authority has previously expressed support for expanded issue authority when legislation to that purpose was introduced in the 2020 legislative session. That session was disrupted by COVID-19 pandemic and consideration of the Authority expansion legislation was deferred.

The Resolution outlines the Authority's mission, current economic and demographic environments for higher education, requests from healthcare organizations for tax-exempt financing assistance, and outlines Authority funding mechanisms. The Resolution outlines the financial and social benefits of expanding issuance assistance to healthcare and senior living organizations.

The Resolution is to affirm the Board's support of the introduction of issuance authority expansion legislation to the 2021 Legislature. The Resolution approves submission of the expansion legislation to the 2021 Legislature and reaffirms the Authority's commitment to its programs of serving nonprofit private colleges and universities in Minnesota.

Board members asked a number of clarifying questions regarding the resolution. Board members asked about staff plans to work with other organizations and individuals in support of the expansion. Board members' questions were answered by staff. In response to Board members' questions and offers of assistance, staff noted that we are working closely with our legislative process advisors to secure bill sponsors and work with the multiple committees who will review the bill and refer it forward for passage. Board members are encouraged to contact the Executive Director with names of persons who may assist in our legislative efforts.

Mr. Ranum asked if there were questions related to the Resolution from Board members. There were none.

A motion was made by Bonnie Anderson Rons to approve and accept the Resolution Relating to Amendment of MHEFA Enabling Law to Authorize Financing of Nonprofit Healthcare Facilities. The motion was seconded by Mary Ives. Chair Ranum asked if there were any questions, discussion, or changes regarding the Resolution. There were no other questions or changes related to the Resolution Relating to Amendment of MHEFA Enabling Law to Authorize Financing of Nonprofit Healthcare Facilities.

Chair Ranum called for a Roll Call vote regarding the approval and acceptance of the Resolution Relating to Amendment of MHEFA Enabling Law to Authorize Financing of Nonprofit Healthcare Facilities. A Roll Call vote was conducted, and the Board members voted as follows:

Board Members:	Gary Benson	Yes
	Mary Ives	Yes
	Mark Misukanis	Yes
	Michael Ranum	Yes
	Bonnie Anderson Rons	Yes
	David Rowland	Yes
	Ray Vin Zant	Yes
	Nancy Sampair	Yes

There were no votes against the motion and the Resolution Relating to Amendment of MHEFA Enabling Law to Authorize Financing of Nonprofit Healthcare Facilities.

#### **Agenda Item IV – VOOM Creative 50th Anniversary Proposal**

Mr. Ranum asked Executive Director Fick to discuss and present to the Board the VOOM Creative 50<sup>th</sup> Anniversary proposal. The Authority staff has asked VOOM Creative to present a plan to assist the Authority develop a logo, theme, and related material to commemorate the Authority's 50<sup>th</sup> Anniversary in 2020. VOOM's assistance also includes additional updates to the Authority website and development of an embedded video streaming account to the website. This would allow expanded communication to borrowers through the website and would be useful to assist in celebration of the history of the Authority. The theme to be developed and the website enhancements would benefit the Authority into the future and not only in celebration and commemoration of the 50<sup>th</sup> anniversary of the Authority. VOOM also provided a work scope to update the Authority business cards.

Board members asked a number of questions about the Proposal. Board members asked about the long-term benefits of the various components included in the Proposal. There were questions about the utility of business cards in an electronic age. Authority staff noted that the annual Authority budget includes a provision for ongoing website upgrades and service enhancements. Staff is confident that the work that VOOM would undertake will be useful for the 50<sup>th</sup> Anniversary year



and be used in future years as investors and borrowers become more familiar with the depth and detail of material provided on the Authority website.

At the conclusion of the discussion, the staff outlined a motion for the Board's consideration to approve the VOOM Creative proposal. A motion was made by Gary Benson to approve and accept the VOOM Creative 50<sup>th</sup> Anniversary Proposal. The motion was seconded by David Rowland. Chair Ranum asked if there were any questions, discussion, or changes for staff regarding the Motion. There were no other questions for staff related to the VOOM Creative 50<sup>th</sup> Anniversary Proposal.

Chair Ranum called for a Roll Call vote regarding the approval and acceptance of the VOOM Creative 50<sup>th</sup> Anniversary Proposal. A Roll Call vote was conducted, and the Board members voted as follows:

Board Members:	Gary Benson	Yes
	Mary Ives	Yes
	Mark Misukanis	Yes
	Michael Ranum	Yes
	Bonnie Anderson Rons	Yes
	David Rowland	Yes
	Ray Vin Zant	Yes
	Nancy Sampair	Yes

There were no votes against the motion and the VOOM Creative 50<sup>th</sup> Anniversary proposal was approved.

### **Agenda Item V – Old Business**

Chair Ranum asked Executive Director to update the Board on plans for the 2021 Annual Conference Format and Timing – The 2020 Authority Finance Conference was cancelled due to COVID-19 concerns. In 2021, the Authority will observe 50 years of service to private higher education institutions in Minnesota.

Due to uncertainty about COVID restrictions, it is not practicable to plan for an in-person conference based on the historic April scheduling of the Finance Conference. In addition, the

meeting space in Cray Plaza is permanently closed as the building owners commence the conversion of the Cray Plaza to a residential building.

In view of these factors, staff believes the best option is to hold a virtual conference on the 3<sup>rd</sup> Wednesday of April, consistent with the timing of previous conferences. The primary speakers for the conference have been lined up. The conference will again be a ½ day event, planned to begin in mid-morning and conclude by early afternoon. A virtual conference will allow cost-efficient presentation of speakers to participants and it will allow us to expand the participant list as we will not be subject to space limitations. The expanded invitation list may include industry participants, including municipal analysts, Authority members or staff from other states interested in how Minnesota operates and more finance professionals. A virtual conference also reduces the cost of attendance for participants by removing travel time and cost as a limiting factor. A virtual conference is consistent with what other finance groups are doing for their conferences in the first half of 2021. Examples include the Wisconsin HEFA, the GFOA, NACUBO and Minnesota Continuing Legal Education.

Board members had a number of questions about a virtual conference and the timing of the Finance Conference. Board members discussed the challenges and opportunities of having a virtual conference instead of an in-person conference. It was noted by a number of Board members that one of the advantages of an in-person conference is the ability to meet new industry participants, deepen professional connections and have more varied and numerous discussions with individuals attending the conference. There was some concern about having the conference extend through the lunch hour, with thoughts expressed that such timing may reduce interest and participation.

Board members suggested possibly changing the date of the conference to later in summer of 2021 to allow for an in-person conference. Authority staff noted that with the uncertainty surrounding management of the COVID Pandemic, there is no assurance that a late summer or fall in-person conference would be feasible.

After considerable discussion, a two-conference idea was reached by consensus. Staff will research and develop a plan for consideration by the Board of a two-conference plan for 2021. The first portion would be to focus on industry topics and presentations at the finance conference in April. This would be a virtual conference. The Authority would also plan to hold an in-person conference in late summer or fall of 2021 which would focus on the history of the Authority's financing work with private higher education institutions in Minnesota and commemoration of the 50 years of service

provided by the Authority. In addition, if expanded issuance ability is achieved by legislative action, the fall conference could introduce Authority plans to use the expanded issuance authority.

### **Agenda Item VI – New Business**

Chair Ranum asked Mr. Fick if there was any New Business to be addressed by the Board. Mr. Fick responded that there was no New Business items for Board member consideration.

Chair Ranum asked if there were any New Business items from Board members for discussion. There were no New Business items from Board members for discussion.

### **Agenda Item VII – Other Business**

Chair Ranum called upon Executive Director Fick to discuss Other Business. Mr. Fick presented his Executive Director's report. It included the following items regarding staff and Authority activity and events and personnel changes at the schools.

Mr. Fick noted that there are two Board positions open for 2021. David Rowland has expressed interest in applying to retain his Board position. His position is to be filled by a person with municipal finance experience and knowledge. David Rowland has amply and successfully served in his role during his time on the Board. Authority staff fully supports his application to continue serving on the Board as the municipal finance resource for the Authority. Mark Misukanis' position as a higher education employee representative on the Board is also opening in 2021. Mark has indicated he would like to step away from the Board.

By way of introduction to this topic, Authority staff would like to see additional diversity efforts be undertaken to expand the perspectives represented on the Board. The demographic and ethnic and backgrounds of students attending our borrowers is changing and Authority staff believes it would be beneficial to have Board membership be more representative of the communities and institutions we serve.

We have begun to work with the State of Minnesota to identify groups which can assist us to find qualified candidates who might not have applied for Board membership in the past. We encourage

Board members to reach out to their contacts and let us know if they are aware of qualified candidates from groups who have not been represented on the Board in the past.

Staff views this as a long-term effort and would like to work with the Board to establish a Board sub-group that would provide on-going assistance to reach out to qualified individuals from underrepresented groups. Staff proposes to continue this discussion with the Board at subsequent Board meetings.

Board members commented favorably on the goal of the Authority to appoint future Board members who can expand the viewpoints and constituencies represented on the Authority Board. The members agreed to continue this discussion at future Board meetings.

We continue to function in accord with State of Minnesota “if you can work from home you must work from home” mandate. We make separate occasional visits to the office, including for Authority Board Meetings. We are again using our new communication platform for this meeting. We would appreciate your feedback on how the new video access works for you and we encourage you to share your thoughts and observations about the meeting format with us so we can improve future meetings.

The Moody’s credit review and update for Macalester resulted in a confirmation of their Aa3 credit rating but changed their future outlook to “negative” from “stable”.

I submitted my application for reappointment to the Municipal Securities Rulemaking Board (MSRB) Compliance Advisory Group. Appointments to MSRB Committees are for a 1-year term. Since the work of the CAG Group was interrupted by COVID during 2020, I would like to continue the work the Group began and bring some of the initiatives to a successful conclusion in 2021.

We will be conducting interviews of Municipal Advisor roster candidates during the week of January 11, 2021. If any Board members would like to participate in or listen to the interviews, we are happy to include you on the invitation link to the interviews. If you would like to participate, we will provide you with a schedule as well. You may not be able to listen to or participate in all the interviews, but you are welcome to sit in on any of the interviews as your schedule permits.

As a reminder, each Board member is required to update their Campaign Finance and Public Disclosure Board Annual Certification by January 25, 2021. Contact Amanda for assistance on obtaining the link to update your information.

Preliminary indications from discussions with Minnesota Private Colleges and Universities are that we will have a couple of additional financings applications in the next few months.

On January 5, Amanda and I had a video meeting with Jeffrey Flake, the Bigos staff person who is the contact for Cray Plaza updates. The purpose of our call was to discuss Bigos' plans for converting the building to residential use in terms of timing, lease options and related matters. We noted that our lease is effective through November 30, 2022 and that we have an option to extend our lease by 36 months at a lease rate to be determined. Jeff wasn't aware of the extension option. We provided him a copy of the most recent lease for his records.

He indicated that there are only about 5 commercial tenants remaining in the building. He also noted that Bigos at this time fully intends to honor all current leases. He noted that if we exercise the lease extension option, Bigos would honor the extension. He didn't seem at all inclined to have an interest in buying out our lease. He noted that the Homeland Security lease for their 4<sup>th</sup> floor offices across the atrium from MHEFA runs through sometime in 2027 (it appears to be a 10-year lease).

Based on our discussion, it appears that we currently have time remaining on our lease and are in no danger of being required to move to another location. We are entitled to "quiet enjoyment" of the leased space. If in the future we are denied reasonable access to the office, or building security is compromised, or construction interferes substantially with our use of the space, we have options to require the owners to restore our quiet enjoyment or offer us a settlement to leave the space. We will continue to monitor the building situation and keep you updated on the status of the space.

### **Re-Investment of Certificates of Deposit - Update**

As we have discussed with you previously, interest rates for investments have declined significantly over the past year. We have had some Certificates of Deposit mature the past few weeks and the reinvestment rates are significantly below the rates we were receiving on the Certificates invested previously. We actively explore reinvestment options but are receiving market rates that will materially reduce our investment income for the next two years.

### **Borrower Staffing Update**

We have a number of staffing updates to report this month.

### **Minneapolis College of Art and Design**

The interim CFO has resigned due to health reasons. The Board is working with a search firm to conduct a national search for a permanent CFO. The search has been slowed by COVID. Mary Yang Thao, Associate VP of Finance has been appointed by the President and the Board as the interim CFO.

### **St. Catherine University**

Angela Riley, CFO has resigned as of January 8, 2021 to take the CFO position with CommonBond Communities, an organization headquartered in Minneapolis that for nearly 50 years has responded to racial and economic injustices through its mission to build stable homes, strong futures, and vibrant communities.

Tracey Gran, the long-time VP of Finance and Controller at the University, has been appointed as CFO, effective January 11, 2021.

### **Mitchell | Hamline School of Law**

Arthur Berman, VP Finance and Admin, has retired. Stephen Kent has been named as the new VP Finance and Administration. He most recently served for the past four years as the VP for Finance and Facilities of North Hennepin Community College.

Mr. Kent has an impressive background, serving in the US Army for 25 years, retiring with the rank of Colonel. He served ten years in military intelligence and 15 years in finance. He has served as the chief financial officer for commands in Kuwait, Korea, and three tours at the Pentagon. He has managed budgets as large as \$26.3B, and while in the Republic of Korea, managed \$103M in government labor costs for 3,400+ employees. Kent has been awarded many military awards and medals, including six meritorious service medals, German-proficiency badge (gold), airborne and air-assault badges.

**Macalester College**

David Wheaton, who has served as VP of Admin and Finance at Macalester since 2002, will retire at the end of the current academic year (June 2021). Prior to Macalester, David was CFO at Mitchell | Hamline School of Law. The College has not announced succession plans for the position but is likely to conduct a national search for a person to fill the position.

That concluded Mr. Fick's Executive Director's report for January 6, 2021.

At the conclusion of the Executive Directors report, Chair Ranum entertained a motion to adjourn the general meeting. A motion to adjourn as made by Nancy Sampair and seconded by Ray Vin Zant.

The Board then voted by voice vote to adjourn at 11:55 am, Central Standard Time.

Respectfully submitted,



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Assistant Secretary

# 5- Minutes for 6 Jan 2021 FINAL

Final Audit Report

2021-01-21

Created:	2021-01-21
By:	Amanda Lee (agl@mnhefa.org)
Status:	Signed
Transaction ID:	CBJCHBCAABAAXm2ZvQSCwWotVAEvegqD_x0QMPbAKles

## "5- Minutes for 6 Jan 2021 FINAL" History

-  Document created by Amanda Lee (agl@mnhefa.org)  
2021-01-21 - 3:46:03 PM GMT- IP address: 172.220.40.68
-  Document emailed to Barry Fick (bwf@mnhefa.org) for signature  
2021-01-21 - 3:46:32 PM GMT
-  Email viewed by Barry Fick (bwf@mnhefa.org)  
2021-01-21 - 4:12:04 PM GMT- IP address: 97.92.92.70
-  Document e-signed by Barry Fick (bwf@mnhefa.org)  
Signature Date: 2021-01-21 - 4:12:14 PM GMT - Time Source: server- IP address: 97.92.92.70
-  Agreement completed.  
2021-01-21 - 4:12:14 PM GMT