

APPROVED

ILLINOIS BUSINESS AND ECONOMIC DEVELOPMENT CORPORATION

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS**

February 13, 2017

A regular meeting of the Board of Directors (the “Board”) of the Illinois Business and Economic Development Corporation (d/b/a Intersect Illinois), an Illinois not for profit corporation (“Intersect”), was held on February 13, 2017, via teleconference, pursuant to notice duly given to each member of the Board.

The Board members participating by teleconference were Jim Schultz, Jim Wong, Inga Carus, Betty Steinert, Gloria Castillo, and Roger Tedrick. Not present at the meeting were Board members Sheila Hill-Morgan and Carmen Rossi. At the invitation of the Board, also present were Andria Winters, President of Intersect; Kaitlyn Ezeocha, Chief of Staff for Intersect; Robert Loewer, consulting CFO at Early Growth Financial Services; and John Janicik and Nick Vallorano, attorneys at Mayer Brown LLP serving as pro bono legal counsel to Intersect.

Noting that quorum was present, the meeting was called to order at 8:03 a.m.

I. EXECUTIVE OVERVIEW

Mr. Schultz welcomed everyone to the meeting.

II. MAYER BROWN INTRODUCTION

Mr. Schultz introduced Mayer Brown LLP as new pro bono legal counsel for Intersect, and noted that Mitch Holzrichter, John Janicik, and Nick Vallorano will be the attorneys involved in the representation. The representation covers a one-year engagement for non-litigation pro bono services.

Mr. Janicik provided a brief description of Mayer Brown’s practice and related experience, and stated that they look forward to assisting Intersect.

III. 30 DAY UPDATE/OUTLOOK

Mr. Schultz provided updates to the Board regarding fundraising, business development, and FDI efforts, as well as regional visits and speaking events. With respect to personnel, Mr. Schultz stated that Jorgenson Consulting was leading the national search for a new CEO, and that Jorgenson Consulting was expected to provide an initial list of twelve candidates within a week of the meeting.

In the next 30 days, Mr. Schultz expects Intersect to undertake additional fundraising initiatives, jobs missions, and business development efforts, continue a national search for a new CEO, and complete the 2016 audit.

IV. OPERATIONAL UPDATES

Financial & Budgeting – Mr. Loewer presented the financial performance of Intersect through January 31, 2016. Mr. Loewer also reviewed the 2017 budget and noted differences, including with respect to personnel and additional revenues.

Internal Controls – Mr. Schultz reported that a draft policy manual that includes internal controls has been circulated internally. It is currently under review by both management and counsel, and will also be reviewed by the Audit Committee before it is presented to the Board.

Insurance Coverage – Mr. Schultz reminded the Board that at the last Board meeting he reported that he and Mr. Tedrick had reviewed Intersect’s insurance package. Intersect’s insurance package is under continued review to resolve any possible gaps.

Auditor Selection – Mr. Schultz stated that the Audit Committee reviewed candidates for Intersect’s auditor, and ultimately decided to retain E.C. Ortiz & Co., LLP. E.C. Ortiz will begin the 2016 audit immediately.

Taxes – Mr. Janicik provided an overview of the extensions for the IRS Form 990 and the State of Illinois Attorney General Charitable Organization Annual Report. Intersect should be in a position to file these reports once the audit is complete.

V. STRATEGIC & GOVERNANCE DISCUSSION ITEMS

Ms. Winters reported that management intends to present a final policy manual at an upcoming Board meeting.

She also provided an update on FDI strategic development. She noted that OCO has largely completed the first phase of its process, which involved mapping the State’s top sectors and subsectors. While OCO intends to provide some further analysis, it has already used this process to update targets and identify which industries are most likely to expand. The next steps will involve adapting Intersect’s organizational system to provide additional global flexibility by comparing the models of 15 to 20 other states. OCO will be coming to Illinois in the next two months to meet with regional development officials and businesses, and build a matrix of the entire customer journey. OCO is also helping Intersect design a jobs mission around a conference.

Finally, Ms. Winters provided an overview of national and international jobs missions Intersect may undertake in 2017, as well as conferences that management may attend.

VI. MOVE TO EXECUTIVE SESSION

There being no further regular business to come before the Board, upon a motion duly made, seconded and unanimously approved, the meeting of the Board moved into Executive Session to discuss personnel and legal matters. All personnel (other than Board members and counsel) were excused.

VII. ADJOURNMENT

There being no further business to come before the Board, the meeting adjourned at 9:02 a.m.