**HFN, INC.**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**

December 9th, 2019

A meeting of the Board of Directors (the “Board”) of HFN, INC., a Washington corporation, was held on December 9th, 2019, at 4:00pm (Pacific Standard Time) at IHCA Offices in Issaquah.

**Directors Present:**

Charlie Herb, Howard Kapustein, David Ngai, Larry Norton and Tim Underwood

**Also Present Were:**

Frank Pineau, HFN General Manager

Jeremey Fallt, New HFN General Manager

**Directors Absent:**

Allen Enebo

**Call to Order**

Larry Norton called the meeting to order at 4:08pm (Pacific Standard Time) and Tim Underwood recorded the minutes. A quorum of directors was present, and the meeting, having been duly convened, was ready to proceed with business.

**Managers Report**

Frank presented the customer counts and financials for November.

**New HFN General Manager**

The HFN Board of Directors has interviewed several candidates for the HFN General Manager role and has extended an offer to Jeremey Fallt that has been accepted. Jeremey’s start date will be January 1st, 2020.

**Blakely Hall Office Move**

Frank reports that he has moved his office in Blakely Hall from one of the downstairs offices to one of the upstairs offices.

**General Manager Transition Plan**

Frank presented an 8-week transition plan for transferring General Manager responsibilities from himself to Jeremey.

**Audit Update**

Frank reports that the audit with the Doty group is ongoing.

**Board Elections**

The board would like to formalize board term lengths to 3 years starting with staggered terms such that 2 members are up to election each year. The following terms were proposed for starting January 1st, 2020.

Larry Norton – 1 Year Term

Allen Enebo – 1 Year Term

Charlie Herb – 2 Year Term

Howard Kapustein - 2 Year Term

David Ngai – 3 Year Term

Tim Underwood – 3 Year Term

Larry made a motion to adopt this plan. Charlie seconded the plan. The board unanimously approved the motion.

**Officer Elections**

The board would like officer positions term lengths to be 1 year with the following roles effective January 1st, 2020:

Charlie Herb – President

Larry Norton – Vice President

Allen Enebo – Treasurer

Tim Underwood – Secretary

Charlie motions to adopt this plan. Howard seconded the motion. The board unanimously approved the motion.

**Adjournment**

There being no further business to come before the meeting, the meeting was adjourned at 5:04pm (Pacific Standard Time)

Respectfully submitted,

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Tim Underwood, Recording Secretary