

**Iowa Schools Joint Investment Trust (“ISJIT”)  
Minutes of Meeting of the Board of Trustees  
May 17, 2018**

**Trustees:**

	<b>Present</b>	<b>Absent</b>
<b>Jon Rowen - ISJIT Chair</b>	<b>X</b>	
<b>Jill Morrill – ISJIT Vice Chair</b>	<b>X</b>	
<b>Paul Bobek – Treasurer/Asst. Sec.</b>	<b>X (phone)</b>	
<b>Bill Grove</b>	<b>X</b>	
<b>Susie Meade</b>	<b>X</b>	
<b>Troy Padellford</b>	<b>X</b>	
<b>Lisa Bartusek – Ex-officio Trustee, Secretary</b>	<b>X</b>	

**Also Present: Stephanie Rousseau & Patricia Wright - Iowa Association of School Boards**

**Ron Peeler - Ahlers Law Firm**

**Paula Cooper (phone), Charlie Czachor, Jim Davis, Paul Kruse & Lori Ragus (phone) - PMA Securities, Inc. (PMA)**

**Scott Cabalka – RBC Global Asset Management US, Inc. (RBC GAM)**

**Jenny Blankenship & Matt Dwenger – Wells Fargo N.A. (WF)**

A quorum being present, Jon Rowen, Chair and Trustee, called the meeting to order at 11:30 a.m. Mr. Rowen stated the first item on the agenda was to approve the agenda for the meeting. Upon a motion made by Morrill, seconded by Padellford, the Board unanimously approved the agenda.

Chair Rowen stated the next item on the agenda was the approval of the minutes of the January 31, 2018 meeting of the Board. Upon a motion made by Padellford, seconded by Morrill, the Board unanimously approved the following resolution:

**RESOLVED**, that the minutes of the meeting of the Board of Trustees held on January 31, 2018 in the form presented be and they hereby are, approved.

Chair Rowen then requested the quarterly report from the Treasurer. Treasurer Bobek reviewed the materials attached to agenda item 4(a) that were provided to the Board members prior to the meeting (the “**Board Materials**”). After discussion, upon a motion made by Meade, seconded by Padellford, the Board unanimously approved the following resolution:

**RESOLVED**, that the Treasurer’s Report for the quarter ending March 31, 2018, substantially in the form presented, be and hereby is, approved.

Chair Rowen turned to Mr. Czachor for the Administrator’s Report. Czachor reviewed the materials attached to agenda item 4(b) of the Board Materials. After discussion, upon a motion made by Padellford and seconded by Morrill, the Board unanimously approved the following resolutions:

**RESOLVED**, that the Administrator’s Report for the quarter ending March 31, 2018, substantially in the form presented, including the Compliance Certificate, be and hereby is, approved; and

**FURTHER RESOLVED**, that the financial statements for the Portfolio for the period ending March 31, 2018 be approved as presented; and

**FURTHER RESOLVED**, that the Trustees, upon review of the reports of distribution of fees for the Diversified Portfolio for the period ending March 31, 2018, finds that the fees are in accordance with the Sponsorship Agreement as approved on August 15, 2016, and approves their payment;

**FURTHER RESOLVED**, that the Trustees ratify and confirm dividend payments made to Participants prior to the date of this resolution; and that the Trustees declare, as of 3:00 p.m., Central Time, on each business day hereafter until the next regular meeting of the Trustees a cash dividend payable to Participants of record immediately before 3:00 p.m., Central Time, consisting of the net income of ISJIT, since the previous business day, with such dividends to be paid to such Participants on the last business day of the applicable month. For the purpose of calculating dividends, the net income of ISJIT consists of any discount or premium to the date of maturity, less accrued expenses of ISJIT, and pursuant to the administrator agreement, the administrator is authorized and directed to make payment of continuing dividends, in additional units of ISJIT on a monthly basis.

Chair Rowen then asked Mr. Kruse for the Marketing Report. Kruse reviewed the information attached to agenda item 4(c) and discussed the fund balances and trends. After discussion, upon motion made by Meade, seconded by Grove, the Board unanimously approved the following resolution:

**RESOLVED**, that the Marketing Report for the quarter ending March 31, 2018, substantially in the form presented be and hereby is, approved.

Chair Rowen then turned to Mr. Cabalka for the Advisor's Report. Mr. Cabalka provided an overview of current economic conditions and portfolio composition and reviewed the materials attached to agenda item 4(d). After discussion, upon a motion made by Morrill, seconded by Padellford, the Board unanimously approved the following resolutions:

**RESOLVED**, that the Advisor's Report for the quarter ending March 31, 2018, substantially in the form presented, including the Compliance Certificate, be and hereby is, approved; and

**FURTHER RESOLVED**, that the Board of Trustees accepts and approves all transactions for the Diversified Portfolio for the quarter ending March 31, 2018; and

**FURTHER RESOLVED**, that the composition of the Portfolio, including the market value per share and the daily average portfolio maturity for the quarter ending March 31, 2018, be approved as presented;

Chair Rowen then asked Mr. Dwenger for the Custodian' Report. Mr. Dwenger reviewed the materials attached to agenda item 4(e). After discussion, upon a motion made by Meade, seconded by Grove, the board unanimously approved the following resolution:

**RESOLVED**, that the Custodian's Report for the quarter ending March 31, 2018, substantially in the form presented, including the Compliance Certificate, be and hereby is, approved.

Chair Rowen turned to Mr. Peeler for Legal Counsel's Report. Mr. Peeler reviewed the information attached to agenda item 4(f). After discussion, and upon a motion made by Padellford, seconded by Morrill, the Board unanimously approved the following resolution:

**RESOLVED**, that Legal Counsel's Report for the quarter ending March 31, 2018, substantially in the form presented, including the Compliance Certificate, be and hereby is, approved

Chair Rowen then asked PMA and Mr. Bobek to present the Administration Fund Budget for Fiscal Year 2019. Mr. Bobek reviewed the information attached to agenda item 5(a) of the Board Materials. After discussion, upon motion made by Morrill, seconded by Padellford, the Board unanimously approved the following resolution:

**RESOLVED**, that the Fiscal Year 2019 Administration Fund Budget as presented is hereby approved.

Chair Rowen turned to Ms. Wright for approval of the Auditor Engagement Letter for Fiscal Year 2018. Ms. Wright directed the Trustees to the engagement letter behind agenda item 5(b) of the Board Materials. Wright discussed the audit RFP process and indicated this was the second year covered by the RFP. Upon a motion by Padellford, seconded by Meade, the Board unanimously approved the following resolution:

**RESOLVED**, that the Engagement Letter of Brooks Lodden, P.C. for Fiscal Year 2018 as presented behind Tab 5(b) is hereby approved.

The Chair stated the next item on the agenda was the annual approval of Directors and Officers Liability Insurance policy. Ms. Wright reviewed the policy limits and the estimated premium. Upon motion made by Morrill, seconded by Meade, the Board unanimously approved the following resolution:

**RESOLVED**, that after taking into consideration all relevant factors concerning the Directors and Officers Liability Insurance coverage, including the amount of the premium, the Trustees do, and they hereby have, approved CHUBB Insurance Company as the carrier for Directors and Officers Liability Insurance in the amount of \$1,000,000 and the payment of the annual premium in the estimated amount of approximately \$7,500; and

**FURTHER RESOLVED**, that the appropriate officers of ISJIT be, and they hereby are, authorized to execute and deliver such documents as may be necessary to commence coverage contemplated hereby.

Chair Rowen turned to Mr. Davis, Ms. Cooper, and Mr. Czachor for a Board Education presentation on Internal Controls, which reviewed the information attached to agenda item 5(c) of the Board Materials and discussion ensued. After discussion, Chair Rowen turned to Mr. Cabalka and Ms. Wright for the annual approval of the ISJIT Investment Policy and the Administrative Fund Investment Policy. Mr. Cabalka reviewed the policies attached to agenda item 6 in the Board Materials. After discussion, upon motion made by Padellford, seconded by Morrill, the Board unanimously approved the following resolution:

**RESOLVED**, that the Trustees hereby approve the ISJIT Investment Policy and the ISJIT Administrative Fund Investment Policy in the form presented.

Chair Rowen asked Mr. Czachor for the review and approval of financial depositories. Mr. Czachor presented the report in the Board Materials behind agenda item 7 on financial depositories participating in the Fixed Term Program and those approved for direct investment by the Diversified Fund. Czachor reviewed the additions and deletions to the list of participating financial depositories. After review and discussion, upon a motion made by Meade, seconded by Morrill, the Board unanimously approved the following resolution:

**RESOLVED**, that the Trustees determine that the certificates of deposit issued by Iowa Banks as set forth in the schedule of investments and investment transactions are permissible investments for ISJIT based upon PMA's credit analysis for the quarter ending March 31, 2018.

The Chair noted upcoming meeting dates for the remainder of calendar year 2018 and the ones for calendar year 2019. Upon a motion made by Padellford, seconded by Morrill, the Board unanimously approved the motion to adjourn the meeting. The meeting adjourned at 1:22 p.m.

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Jon Rowen – Chair

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Lisa Bartusek, Secretary

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