| 12 | UNITED STATES ADULT SOCCER ASSOCIATION <br> MIDYEAR NATIONAL COUNCIL MEETING ```Hyatt Regency Lake Tahoe Resort Incline Village, Nevada October 19, 2013 12:45 p.m. - 2:40 p.m.```  ```Resling Sportscript, Inc. 4 Cheyenne Blvd. Colorado Springs, CO 80905``` | ${ }^{1}$ | 13 14 15 16 17 18 19 19 20 21 22 23 24 | PRESIDENT GROFF: Is there any objection to starting the meeting early? Hearing none, call to order, the Council meeting of the United States Adult Soccer Association. <br> It's very important that when we meet here, we think of all those who helped us build this organization, that are our lifeblood and who are no longer here. We have several who are quite ill at the moment. So let's take a moment of silence, and really think of them and thank them in our hearts for what they've done. <br> (Moment of silence.) <br> PRESIDENT GROFF: Thank you very much. <br> You have heard Mike talk about all of you who sit there with your little phones. Let's make a deal. Let's turn them off. No phones during this meeting. Please turn them off. <br> Darius, chair of our Credentials Committee. Do the roll call. <br> MR. EJLALI: Hello, everyone. I will read your state or name and the vote associated. Please answer with a "here" or a "yes." <br> (The following represents the roll call being called by Mr. Ejlali; the answers by RESLING SPORTSCRIPT, INC. (719)632-6391 |
| :---: | :---: | :---: | :---: | :---: |
| 17 18 19 20 21 22 23 24 25 | A G E N D A  <br> 1. Moment of Silence Page <br> 2. Roll Call 3 <br> 3. Credentials Report 3 <br> 4. Confirmation of Minutes 19 <br> Treasurer's Report 12 <br> 5. Communication 12 <br> 6. Reports of Officers and Committees 14 <br> 7. Unfinished Business  <br> 8. Amendments to the Charter, -- <br> Bylaws and Policies  <br> 9. M90, Do It or Lose It Seminar 31 <br> 10. New Business 44 <br> Good of the Game 45 <br> 11. Adjournment 48 <br> RESLING SPORTSCRIPT, INC. (719) 632-6391 | $\begin{array}{r}  \\ \\ \text { Line } \\ 9 \\ 19 \\ 19 \\ 19 \\ 19 \\ 23 \\ 1 \\ 21 \\ \hline-- \\ \hline 13 \\ 2 \\ 1 \\ 1 \\ 8 \\ 8 \end{array}$ | 10 11 12 13 14 15 15 16 17 17 18 19 20 21 22 22 | the respective parties.) <br> Q Richard Groff? <br> A Here. <br> Q One. <br> Bill Bosgraaf? <br> A Here. <br> Q One. <br> Shonna Schroedl? <br> A Here. <br> Q One. <br> Lori Steinbrecher -- Stoneburner, <br> excuse me. <br> A Here. <br> Q One. <br> Arthur Mattson? <br> A Here. <br> Q John Motta? <br> A Here. <br> Q Fritz Marth? <br> A Here. <br> Q Tony Falcone? <br> A Here. <br> Q Scott Mapes? <br> A (No response.) <br> Q John Kahmke? <br> RESLING SPORTSCRIPT, INC. (719)632-6391 |



|  | 9 | 11 |  |
| :---: | :---: | :---: | :---: |
| 1 | Q Oklahoma, three? | 1 | Q Colorado? |
| 2 | A Here. | 2 | A (No response.) |
| 3 | Q Oregon, four? | 3 | Q Connecticut? |
| 4 | A Here. | 4 | A (No response.) |
| 5 | Q Pennsylvania West, three? | 5 | Q Delaware? |
| 6 | A Present. | 6 | A (No response.) |
| 7 | Q Rhode Island, two? | 7 | Q Iowa? |
| 8 | A Here. | 8 | A Here. |
| 9 | Q South Carolina, three? | 9 | Q Thank you. Maine? |
| 10 | A Here. | 10 | A (No response.) |
| 11 | Q South Dakota, two? | 11 | Q Maryland? |
| 12 | A Here. | 12 | A (No response.) |
| 13 | Q Southern Ohio, two? | 13 | Q Mississippi? |
| 14 | A (No response.) | 14 | A (No response.) |
| 15 | Q Tennessee, four? | 15 | Q New Hampshire? |
| 16 | A (No response.) | 16 | A (No response.) |
| 17 | Q Texas South, five? | 17 | Q Southern Ohio? |
| 18 | A Here. | 18 | A Here. |
| 19 | Q Utah, three? | 19 | Q Tennessee? |
| 20 | A Here. | 20 | A (No response.) |
| 21 | Q Vermont, one? | 21 | Q Wisconsin? |
| 22 | A Here. | 22 | A (No response.) |
| 23 | Q Washington, five? | 23 | Q Wyoming? |
| 24 | A Here. | 24 | A (No response.) |
| 25 | Q West Virginia, two? | 25 | Q USL? |
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|  | 10 |  | 12 |
| 1 | A Here. | 1 | A (No response.) |
| 2 | Q Western New York, three? | 2 | Q MPSL? |
| 3 | A Here. | 3 | A (No response.) |
| 4 | Q Wisconsin, two? | 4 | Q ANSL? |
| 5 | A (No response.) | 5 | A (No response.) |
| 6 | Q Wyoming, one? | 6 | MR. EJLALI: Mr. President, that |
| 7 | A (No response.) | 7 | concludes the roll call. |
| 8 | Q USL, four? | 8 | MR. OLIVAS: Point of information, |
| 9 | A (No response.) | 9 | please. In reading the roll call, I didn't hear |
| 10 | Q WPSL, three? | 10 | you confirm the vote count for California North |
| 11 | A Here. | 11 | or South. |
| 12 | Q MPSL, two? | 12 | MR. EJLALI: I'm sorry. California |
| 13 | A (No response.) | 13 | North 5; California South, 5. |
| 14 | Q ANSL, zero? | 14 | MR. OLIVAS: Thank you. |
| 15 | A (No response.) | 15 | PRESIDENT GROFF: So as we have done |
| 16 | Q MSSL, one? | 16 | in the past, they go off and do their |
| 17 | A Here. | 17 | calculations. It takes a bit of time. We will |
| 18 | MR. EJLALI: Okay. I'm going to go | 18 | move on to items that do not require a vote, and |
| 19 | back over the ones -- thank you. My mistake, for | 19 | the first item is the Confirmation of the |
| 20 | Region 4, treasurer, I did not have the update, | 20 | Minutes. Are there any corrections? |
| 21 | and Linda Rimmer is Region 4 Treasurer. Linda | 21 | Suggestions? Hearing none, the minutes are |
| 22 | Rimmer? | 22 | confirmed. |
| 23 | A I'm here. | 23 | Treasurer's Report. |
| 24 | Q Alabama? | 24 | MS. STONEBURNER: So in front of you, |
| 25 | A (No response.) | 25 | you should have the balance sheet for the period |
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ending 8-31. We just started our audit, so we are going to hold off in giving you the income statement until that's done, but we're projecting a surplus of about 48,000. So the balance sheet, this is as of $8-31$, we have cash in savings and checking of 2.3 million. Current assets of about 2.8 million, and total assets of 2.9 , and from the liabilities we have, total current liabilities of 806,000 and total equity of 2.1 million. So things are looking pretty good. The receivables and payables are all current, so we're in pretty good shape.

Any questions?
UNIDENTIFIED SPEAKER: Just one question. I'm wondering about our investment policy. When we seem to have $\$ 2.3$ million in accounts, which I suspect pay an average of.-001 percent, or something along those lines, is there some reason we don't have some higher yielding --

MS. STONEBURNER: I'm going to refer this one to Richard.

MR. TRAINOR: State your name.
MR. MOORE: Sorry. Tom Moore, Northern California.

PRESIDENT GROFF: Thanks, Dan. RESLING SPORTSCRIPT, INC. (719)632-6391 14
So what we have done in the past, the policy has been that we try to keep as much money in as many banks as possible, and not exceed $\$ 250,000$. We probably have seven of those at the moment, Tom. We do, because funds came in in August. We had that, put that money in our normal money market account, and that also earns interest. Right now, our range -- and we were just lucky when we put this one in three years ago -- we're getting 3 percent from one bank for $\$ 250,000$.

Most of them are around 1 percent, okay. If you notice, I think, our income from interest last year was around $\$ 14,000$.

The other thing is the board did approve a policy that at least we're going to look at an investment policy from a professional advisor to make a presentation to the board to see if there's anything else we should do.

Thank you.
Besides being President of U.S. Adult Soccer, I am also the Chair of the Adult Council, and I wanted to bring you up-to-date. As you remember, we met in Washington, D.C., as an Adult Council, and we did some resolutions. We had
three resolutions.
The first was that we recommended to U.S. Soccer Board of Directors -- last year, we had the U.S. Soccer National Amateur Championship for Men, U.S. Soccer funded that. We put some money into it, but they funded the majority of the expense. The resolution requested that we have the U.S. Soccer Amateur Championship for Women and also asked U.S. Soccer to fund this. I met first with Dan Flynn. Dan said, that's the Hank Steinbrecher Cup, right? And I said yes. Oh, that was very good. He met with his budget staff, and I can tell you we have money funded, $\$ 60,000$, and it will be used for both the men and women's events, which I think is really remarkable.

We will have two national championships for amateur men and amateur women, and they will be the U.S. Soccer Championships.

The second resolution had to deal with insurance. U.S. Soccer has no requirement for insurance. John and I pointed this out to the board. We also pointed out that we have a competitor that has an insurance plan that does not insure U.S. Soccer. It doesn't insure any of RESLING SPORTSCRIPT, INC. (719)632-6391 its affiliates, doesn't insure the team, doesn't insure the players. It only insures the venue.

At that board meeting, we were then supported by U.S. Adult Soccer, U.S. Club Soccer, AYSO, and they said we need to look at that. The staff is going to review it and make a proposal of a minimum liability requirement for all affiliates of U.S. Soccer. No action, just progress in the planning and development stage.

The last one had to do with the U.S. Open Cup. We said we wanted insurance for all teams, which included the one USSSA team that was entered. And we also stated we thought it was time that the amateur side was increased to 36 teams.

On Monday night, I was actually part of the U.S. Adult Soccer Open Cup Committee, which Mike Edwards chairs, and we are now asking for 40 . I think it's a real possibility that we will be up to 36 teams. So what you are hearing, as your two representatives on that board are working on your behalf for projects directly related to U.S. Adult Soccer. I think it's a great step forward.

The other thing I wanted to point RESLING SPORTSCRIPT, INC. (719)632-6391
that I think will be helpful, I was recently appointed to the CONCACAF Olympic Committee, and what John and I have been trying to do is say we need to get on the CONCACAF level so we can develop relationships with amateurs in other countries in CONCACAF and look to see if we can develop some interaction, some development and possibly some competitions. I also think this is a good step forward.

## (Applause.)

PRESIDENT GROFF: Thank you.
Mr. Falcone, not a vote, but would you like to make a presentation on the premier league bylaw? That's not a bylaw, it's a policy.

MR. FALCONE: Can I do this? I'm going to do this. Good afternoon. I did have a few of you attend a presentation I had earlier this morning at the premier league membership that I am the head of the committee. And the basic gist is what we're looking to do is to recognize leagues across the country that have a high standard of play, very organized, do a good job promoting themselves and give them recognition as premier leagues within USASA. And the idea is that we're going to help promote RESLING SPORTSCRIPT, INC. (719)632-6391
them. They will help promote us. And what's important is that they understand, they have a better understanding they're part of the USASA family. And there's many of us who have had members who may not be aware that the league they're playing in is a member of your state association, a member of USASA, is a member of the U.S. Soccer Federation.

So we're hoping this is one means to being able to reach out to those members that they understand that they're part of this family, and that we're going to try to do more to help, help promote their leagues across the country, and maybe foster some more competition, encourage these teams from these leagues to enter our competitions, the national cups, federal cups, other events that we may have.

Hopefully, you picked up a copy of a policy. There was one change we made the other night at our NBOD meeting that's under Section 2, requirements as members. Part C. And that section now reads: The league must be active in promoting itself by use of print and/or electronic media, must have an actively maintained web site.

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And what we're looking for from these leagues is that they do something to promote themselves. They have to have a web site that they use that has information about their leagues, and if they use other means, Facebook, Twitter, other social media, that as well.

PRESIDENT GROFF: No votes yet.
MR. FALCONE: I'm just explaining the policy.

PRESIDENT GROFF: We can take questions.

MR. FALCONE: Okay. No questions? All right. Thank you.

PRESIDENT GROFF: Fantastic.
(Applause.)
PRESIDENT GROFF: Darius, the Credentials Report.

MR. EJLALI: We have a total vote count of 202; votes in attendance 165; simple majority 83; two-thirds, 110.

PRESIDENT GROFF: Thanks, Darius.
The next presentation will be by our Executive Director, Duncan Riddle. And I think this is a great time to thank our staff. This has been an excellent weekend.

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(Applause.)
PRESIDENT GROFF: They've done a
great job. They said the only way that they would do a good job is if I would agree to go play in that game last night, so you all came and laughed, but I appreciated it. I really thanked them. I know the hours you have spent on this project, I know are many long hours, and it's just fantastic. Thanks.

Duncan will now make his Executive Director's report.

MR. RIDDLE: Thank you, Richard.
We've just got one point, actually.
We've talked a lot about communication the last couple of meetings we have been to, and we keep saying to you that we're going to improve what we do.

So what we're about to launch at the end of the month is a brand-new web site, and Anthony is a member of the staff that not many of you have met and seen, but Anthony's been working hard behind the scenes on a new web site. So we just wanted to very briefly, before we continue the rest of the meeting, just to show you what it's going to look like and what we've done.

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We're trying to make it more of a communication tool for teams and the players, and an attractive site for people to look at and see the information that we've got.

So if we can just ... there we go
While I'm doing it, you might have noticed last week, the main site went down for about 48 hours. That was because we changed from Hemisphere, our supplier, so it went across from Hemisphere to a new domain host.

I think that's the right link. There we go.

So we've just simplified the top bar, if you notice there. So there's going to be an "about tab," which is general information about us, and then there's going to be the event tab which will be a lot easier to read, so it will be all of our national meetings, and all of our national cups and competitions. And we're going to have a section on there for our premier leagues, which Tony is driving, and then we've got an easier way to get to the regions, and also more information for our memberships.

Now as you go down the site, you will see down the right-hand side -- just go back up a

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little bit, Nick, so we can see that -- the future video you saw last year, we did a lot of streaming in some of the games. We were just kind of testing that a little bit, so we can improve the quality for next year's competitions on streaming, and make this the site where you actually go and get to. A lot more news articles.

And then we have improved the map.
So if anybody wants to become a member or wants to know about us, they can just now click on each state. There's not a lot of information behind those clicks right now. We're going to put all your details, all your contact details behind those, and Anthony will be working with those state associations that if you want to click -so it clicks me to your web site -- it will be able to do that as well.

Okay. And then more of the administrative stuff. So the financial reports, the board of directors meeting notes will all be down at the bottom of the slide, so everyone knows. Okay. That's great.

I'm just going to ask now, is there
anybody from any other committees who wants to
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give a report?
UNIDENTIFIED SPEAKER: I have a question, I don't know if it's the right time to ask it.

MR. MOTTA: Your name.
MR. PINORI: I'm a little shy.
Peter Pinori, from Eastern New York.
One thing that I find that most people, in all over the world, actually, but especially in America, and with the Hispanic community, they may not know, of course, USASA, they might not even know the ESL or whatever the league is, but they do know one organization, which is FIFA.

And I think that in any web site, whether it is this one or any one that we have, we should put that logo somewhere, because I think people associate with FIFA a lot quicker. Because everybody knows what FIFA is, but not USSF. Just to let you know.

MR. RIDDLE: Just to let you know, I have spoken with Brian Remedi at the Federation, and there are some issues about using their logo. They're very protective. So we can't just use it all of the time. We get that, and we're -- Brian RESLING SPORTSCRIPT, INC. (719)632-6391
is trying to come to some agreement with FIFA where we can use it more liberally than we do right now.

MR. KEPNER: Since you offered the invitation to any other committee, then I, Bob Kepner, chairman of the Membership Committee, will offer a brief little plug. I won't call it a report. May I do that, Duncan?

MR. RIDDLE: Of course.
MR. KEPNER: Thank you.
The plug is this: Among the primary responsibilities of the membership committee is working this year with every state association to help that state association to identify an individual who has the assigned, defined responsibility at the state level for membership growth and retention.

The NBOD established this standard for us collectively as a national organization and has given the membership committee a definition of this as its primary responsibility.

And so I will say to you, very briefly, that every member of the membership committee, and they're spread across the country and all of the regions, will be working with you

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and we're willing to provide whatever support you need. But we urge you to go ahead and do that as quickly as possible, and we will be asking you who they are and how best to get in touch with them.

Thank you.
MR. RIDDLE: Thanks, Bob.
Just to add to Bob's point. We get asked a lot about marketing materials, so Bob's committee with the staff are going to be working on a national template that you can then customize for your state association which highlights the benefits of membership. And Tom Hays is at the back there. He's going to help us with the insurance sales part of that too so that document will be available before the AGM.

Anybody? Any other reports? Bob.
MR. MC GEE: Nick, do you have those
slides? As you know, starting at the AGM last year, we made a presentation from the best practices committee that we were setting up what we called the members management practices program. What these are is a series of educational and informative modules or presentation seminars, whatever you want to call RESLING SPORTSCRIPT, INC. (719)632-6391
it. It's specific areas of concern to national state associations, member league and our affiliates. And the idea is to develop better practices within our state organizations, to learn from those who have best practices, so that these best practices could be shared throughout our organization.

And today, we will submit our very first presentation which will be later in the program, at this national council. It's going to be concerning 990 IRS issues that I know affects most of you, if not all of you, in some way, fashion or form.

And so that will be our first presentation. We hope you will enjoy it. And what I've got here is a list of six other areas of presentations that we're going to be making in the next several years. If you would like to make at least one per meeting, and that would include the AGM, and certainly mid-year meetings. We have also discussed, at great length, setting up what I would call a buffet of best practices. And what these would be is we would develop either disks or presentations on either GoToMeeting form or a job box form or something, RESLING SPORTSCRIPT, INC. (719)632-6391
where you and your state association can go online, link up, and if you want to see a presentation on governance or a presentation on financial management, you can go on there. You can have your members or your administrators or your leagues go on there, bring it up, and actually play it, and learn from it.

So the idea is to do something so you have easy access to these programs. So what I have presented here are the six with the priority listed as first. We still believe that governance, and there will be many subparts to it, is probably the priority for right now, for all of our member organizations, and certainly we are a work in progress just like many of the committees of USASA are right now.

So if you have ideas of other presentations, other areas that you feel that are important to be researched, investigated and find the expert people to come in and give these programs, please let us know. If you feel that maybe due process should be at the top of the list, let's hear from you. This is your program for your benefit. This is not for USASA, and how they run. It's for you and your organization as RESLING SPORTSCRIPT, INC. (719)632-6391
to how to best run your organization.
So if you have any questions, be glad to answer them, but I think the list is there, and it's also in your book, and we did a handout as well. So thank you.

MR. RIDDLE: Thanks, Bob.
Werner, anything? Anything from the Cups Committee?

MR. FRICKER: No.
MR. RIDDLE: Cezar, do you have anything?

MR. WISLOCKI-WASECKI: So my name is Cezar Wislocki-Wasecki. If you haven't met me, I'm the chair for the events cup.

First of all, I want to congratulate Cal South for another great year. 102 teams participated and we had a great, great week.

Next year, it's in Virginia Beach, and the dates are July 8th to the 13th. It's going to be a great event. We expect about 100 to 125 teams, and that's it.

MR. RIDDLE: Great. Thank you. John.
MR. MOTTA: John Motta, Chairman of the Referee Committee.

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Just a short report. Last year's Veteran's Cup was a very successful year for referees. It was the first time since I have been assigning referees that we literally had to turn back 20 referees, because we had an over-abundance. Usually, we're always shorthanded. Last year, we had an overabundance of referees.

I want to thank both Cal South for providing a lot of referees, and also you out there. As you remember, Cezar and I joined the AGM last year in June, went around and asked members to step up and get us referees. And many of you did. So during those last few weeks, many of the state associations did provide us with more referees, which makes the event a lot easier to run and a lot better for referees, so they're not doing three or four games a day. When my referees are doing three or four games a day, by the fourth game, probably the players are not getting the best out of that referee.

So I want to thank you and Cal South for providing many referees for the event. Next year's event, as Cezar has stated will be in Virginia Beach. Again, we need referees. Let's RESLING SPORTSCRIPT, INC. (719)632-6391 30
not wait for the AGM next year or for June and ask you for referees. You can start now. If you have referees in your state that you want to send to the Veteran's Cup, you can start contacting me, so I can start compiling a list for next year.

Our National Cups, some of you were there. It was a disappointing year for the performance of referees at the National Cups this year. We all felt that the level of the referees did not match up to the level of play. And at our referee committee meeting yesterday, we devised a plan amongst our committee to try to get better referees or better-quality referees to the national cups, because we all feel that when you get to that level, the players deserve the best referees out there, and the referees should not have any impact at the game, so we noticed that. We took action, and, hopefully, next year, we will have a lot better referees.

Thank you.
(Applause.)
PRESIDENT GROFF: I think we've had some members appear that have entered the room, so we're going to have Darius, once again.

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MR. EJLALI: Thank you. We've had two state associations, Alabama and Colorado come in after the roll call which changes the vote and attendance to 171 , simple majority 86 , two-thirds, 114.

If you do not have your voting cards, please seek out your regional credentials representative to get your voting cards.

Thank you.
PRESIDENT GROFF: Are there any other committee reports? Hearing none, we will move on to the amendments to the bylaws and policies.

The first item that we will do will be the USASA Premier League Membership Policy. This has been approved by the Board of Directors.

It is now being presented to you for approval.

Is there a motion to approve?
UNIDENTIFIED SPEAKER: So move.
PRESIDENT GROFF: Is there a second?
MR. PINORI: Second.
PRESIDENT GROFF: Peter. Is there any discussion? Hearing none. All those in favor say aye? Is there anyone opposed? Passed unanimously.

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Paul.
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MR. SCHERER: Yes, under Number 5 --
Paul Scherer, from Idaho -- under Number 5; it
says: "If the league is applying for Direct
Affiliation because of a dispute with a State
Association, the president shall appoint a three-member mediation..." is that the USASA president?

PRESIDENT GROFF: Yes. Would you like that added?

MR. SCHERER: Add that in, please.
PRESIDENT GROFF: Please add that.
Steve.
PRESIDENT GROFF: Do we need to vote
on that? Is everyone in agreement with that?
Okay. Fine.
MR. FLAMHAFT: May I make a suggestion or recommendation with regard to Item
8 of the policy statement. The last line.
PRESIDENT GROFF: I couldn't grab you
at 3:00 in the morning when I was typing this or I would have.

MR. FLAMHAFT: I was available.
PRESIDENT GROFF: Wow.
MR. FLAMHAFT: The last line, RESLING SPORTSCRIPT, INC. (719)632-6391

Richard, talks about "Copies of the agreement will be provided to the state association."

My suggestion is that the state
association be afforded the right to review the agreement.

PRESIDENT GROFF: Where would you enter that, at the end?

MR. FLAMHAFT: Yes.
PRESIDENT GROFF: Copies of the
agreement will be provided to the state
association, and the state association be --
MR. FLAMHAFT: -- afforded the
opportunity to review the agreement.
PRESIDENT GROFF: Okay. Is there anyone objecting to that? Bob?

MR. KEPNER: Bob Kepner, North
Carolina. Steve, I think you need to --
PRESIDENT GROFF: Wait, I hear some discussion on Steve's amendment.

MR. MATTSON: After the review, is there any review of -- potential action at that point?.

MR. KEPNER: That's the point that I'm raising.

PRESIDENT GROFF: Okay. Arthur, you RESLING SPORTSCRIPT, INC. (719)632-6391
speak, and then I will go ahead.
MR. MATTSON: What I'm asking --
PRESIDENT GROFF: I think you have to come to a microphone.

MR. MATTSON: In regards to your suggestion, is there any potential action after the state has a chance to review? Is that what you are suggesting?

MR. FLAMHAFT: Yes.
PRESIDENT GROFF: But you're not suggesting that the state has to approve it. Because that would be in conflict of prior sentences.

MR. MATTSON: This is at the end of the policy because at the end of the line --

MR. FLAMHAFT: Does the right to review include a right to change and adjust or modify?

PRESIDENT GROFF: No, I don't think -- then we will need to have an amendment to that. Because prior to this, we made it clear of who could approve it, and now what you are doing is overruling that prior section to giving the state the right to approve it.

MR. MATTSON: But that's not what RESLING SPORTSCRIPT, INC. (719)632-6391
we're agreeing.
MR. KEPNER: Richard.
PRESIDENT GROFF: Yes. On this we're discussing this, and then we'll have to vote on this. Go right ahead, Bob.

MR. KEPNER: This is of such a tangible nature that it has to be presented as a formal amendment. It can't just be considered otherwise.

PRESIDENT GROFF: Okay. But I was taking it that there was no objection. We now have objection. Okay. Is there any other discussion on Steve's amendment, and is there any amendment to Steve's amendment?

MR. KEPNER: You have to have a second.

PRESIDENT GROFF: Okay. I need a second to Steve's amendment.

MR. FLAMHAFT: My original wording was it was only a suggestion. If it needs to be an amendment, I would go forward with an amendment, yes.

PRESIDENT GROFF: So you made an amendment. It now needs a second.

UNIDENTIFIED SPEAKER: Second. RESLING SPORTSCRIPT, INC. (719)632-6391

PRESIDENT GROFF: So now we will have discussion on this amendment.

MR. KEPNER: As long as I'm standing, I will speak.

PRESIDENT GROFF: Yes.
MR. KEPNER: I think I'm going to speak against the amendment, because I think it violates the whole principle of, in terms of the origin of the policy of direct affiliation. And the bylaw, if the policy is passed that would follow. It's in this very real sense in contradiction with the policy. It states, the policy is, as it's presently written, states, as you stated, Richard, that you are giving the state association the right to approve or disapprove, and that's in complete conflict with the entire nature of the policy.

PRESIDENT GROFF: Any other comments?
Tom?
MR. MOORE: Tom Moore, Northern
California.
With respect to this amendment, I would suggest to the maker of the motion that perhaps the clearest way -- and the issue is whether or not the state associations should be a RESLING SPORTSCRIPT, INC. (719)632-6391
signatory to a three-way agreement. I don't have a particular strong opinion either way, but if that is the intent of the maker of the motion, then that ought to be clearly stated as his amendment to this policy.

PRESIDENT GROFF: I think that was his intent, but now, we've -- Bob again.

MR. KEPNER: I'm afraid -- the concept of the three-way agreement is --

PRESIDENT GROFF: It's one and the same.

MR. KEPNER: -- it's effectively the same as the proposed amendment, and it has the same contradictory nature.

PRESIDENT GROFF: Okay. So are we ready to vote on the amendment? Wait, Andy is coming.

MR. MARION: I'm not sure exactly what we're voting on at this point, because what Steve proposed, the language just said they will be given the opportunity to review it. As people have said, that language by itself doesn't say the state has the authority to nullify the agreement or enforce change.

It just says the state is given a
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heads-up, and that implies that they have a chance to maybe negotiate something, but this simple wording, all they've done has been notified, right?

PRESIDENT GROFF: No. He was asked the question and expanded the interpretation as Arthur asked, and I think it was clear he wanted some authority to approve it.

MR. MARION: So, Steve just nodded at me, when I said it's just a notification. So, that's still not clear to me what the amendment would be. If it's just a notification, that makes sense to me. If it is a possible nullification by a state, then that sort of goes against the whole nature of the policy.

PRESIDENT GROFF: Andy, if he had said the state would be notified prior to execution, I thought maybe that's what you meant, but that's not what Steve meant.

MR. FLAMHAFT: I withdraw my suggestions that the state has the right to review and modify. Withdraw. I would prefer that it remain as I originally suggested, just a right to review; as a courtesy, if nothing else.

PRESIDENT GROFF: All right. You
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have withdrawn. Okay. Now, we're going to the next -- you have made another new amendment?

MR. FLAMHAFT: So I'm just trying to clarify.

PRESIDENT GROFF: Oh, clarify.
There's no amendment on the floor.
MR. FLAMHAFT: I withdraw the amendment.

PRESIDENT GROFF: What he's doing is giving advice to the NBOD and the council that they should get the agreement to them early, so they could comment, correct?

MR. PINORI: That's perfect.
PRESIDENT GROFF: Okay. Are there any other amendments? Okay. So we have a motion. I think there was one amendment from Paul, correct? That was the only amendment.

It's time to vote.
MR. MC GEE: Ask for a clarification on the vote. Number 1, is this by a majority vote?

PRESIDENT GROFF: Correct.
MR. MC GEE: And Number 2, if not everyone casts a vote, is it the majority of those casting a vote or a majority of those RESLING SPORTSCRIPT, INC. (719)632-6391

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eligible to vote?
PRESIDENT GROFF: Mr. Hamilton? Who wants to answer that question? I believe what I understand -- correct me if I am wrong -- we need 86 votes to pass the amendment, correct? 86. Because we have 171 people who can vote.
It's 86 votes.
MR. FALCONE: Tony Falcone from Region 1, Deputy Director. I believe under Robert's Rules, it's the majority of the votes that were cast.
PRESIDENT GROFF: Okay. That's fine. Does everyone agree with that?
MR. FALCONE: Not what the roll call was, but who were actually present in the room and actually counted --
PRESIDENT GROFF: Okay. That's fine.
MR. WEINERTH: John Weinerth, Cal
South. Not an amendment, per se, but a consideration, which would be the league presenting themselves as offering a state championship or a State Cup that will provide confusion in our market, is there -- maybe a restriction isn't the proper word, but --
PRESIDENT GROFF: Yeah, we don't want RESLING SPORTSCRIPT, INC. (719)632-6391
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them to brand themselves to be the state association.

MR. WEINERTH: So can we get some wording offered up that would maybe close that gap or clarify that?

PRESIDENT GROFF: As we said
yesterday, we think that's something that should
be in the agreement, okay? And that may be a
stock paragraph in the agreement written by a
lawyer that you would see in there, and prior to execution.

MR. WEINERTH: Okay. As long as that's noted; thank you.

PRESIDENT GROFF: Thanks.
We're now going to vote; is the
Credentials Committee ready to count?
MR. EJLALI: Yes, sir.
UNIDENTIFIED SPEAKERS: Voice vote

## first.

MR. PINORI: Let's go by voice.
PRESIDENT GROFF: Voice vote first, okay.

All those in favor of the motion to approve the policy as amended, say aye; opposed?

The ayes have it. The policy is RESLING SPORTSCRIPT, INC. (719)632-6391
approved.
(Applause.)
PRESIDENT GROFF: In your agenda book, you have the bylaw. I'm going to stay here and do the bylaw. Normally Chris Nelson would be here, but keep Chris in your prayers. She is very ill right now, and we certainly want to pray for her.

So what I need now is a motion to put on the floor, the proposed bylaw 7.01.

MR. TRAINOR: So move.
PRESIDENT GROFF: Dan Trainor has moved.

MR. LA VIELLE: Second.
PRESIDENT GROFF: Rob has seconded.
Okay. Any discussion?
Are you willing to go with a voice vote again? Okay. All those in favor aye? Opposed? It passes.
(Motion passed.)
PRESIDENT GROFF: Thank you very much.
(Applause.)
PRESIDENT GROFF: Is there anything else under policies that anyone wants to bring RESLING SPORTSCRIPT, INC. (719)632-6391
up?
Otherwise, it's back to school, guys.
Our professor today, we all know very well. She has been our treasurer for 12 years. She was brilliant as our treasurer. The books were great. The money was in the bank. I understand recently she has become an expert for those of you over 60, she knows everything there is to know about Social Security and how it affects your taxes. But today, she's going to talk to you about the IRS and your state association. Toni.
(A seminar was given by Toni Briggs-McGee entitled: "990, Do it or Lose it -- an indepth presentation concerning IRS 501(c)(3) and (4) entities and the timely and proper annual filing of form 990 or lose your status altogether.")
(The seminar was held off the record and not reported by the reporter. The seminar lasted from 1:33 to 2:30 p.m., reconvening the meeting at 2:30 p.m.)

PRESIDENT GROFF: You heard her. Her number is available. Call her if you are in
trouble now after you heard all of this. Thank you, Toni.

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12
13

We're at new business. The floor is yours. Any new business? No new business? How about Good of the Game? MR. MOORE: Tom Moore, Northern California. Great meeting today. Thank you very much.

A couple of suggestions have been catalyzed by the meeting. It would be really great, if we could click on the new USASA web site and get one each of the following things: A conflict of interest policy template; a template for a contract --

PRESIDENT GROFF: Write these down.
MR. MOORE: -- a template for a contract between leagues and assignors that is fairly protective of the leagues because I suspect most of our leagues aren't really good at contract law, but you can bet that the assignors are. And, perhaps, a, municipal policy template. Thanks.

PRESIDENT GROFF: Great. Good suggestions.

Hey, Mike.
MR. EDWARDS: If Toni could come back up. Tim Busch had to leave early, but he left me

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eight pages of questions for you.
Richard, I wanted to echo -- you
commended the staff on a job well done, and as a guy, like you, who is dependent on the staff to make you look good, you guys hit a home run this weekend. As a state registrar -- and don't be calling anybody -- but I file a tax return for a soccer league. Whenever I have had to deal with the office on insurance things, we've had things just hiccup, I mean, it gets resolved the same day. And I just want you guys to know that I appreciate it, because they end up making us look good at home.

PRESIDENT GROFF: Great, thanks.
(Applause.)
PRESIDENT GROFF: Steve. Name, please.

MR. FLAMHAFT: Steve Flamhaft, Eastern New York.

I think it's interesting to note, Richard, and I just mentioned it to Toni, the new proposed IRS commissioner in Washington is a federation member. He's recently on the rules committee. He was a member, he was the owner of the D.C. team, in the ASL --

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PRESIDENT GROFF: I think it was the Maryland Bays, right?

MR. FLAMHAFT: No, it was the D.C. team, and so we may have a friend in Washington.

PRESIDENT GROFF: Hopefully he's kinder and friendlier. His name is John Koskinen. You will see a great deal about John.

MR. FLAMHAFT: I called him and congratulated him a couple of weeks ago actually.

My second item is this. Reluctantly, because of my strong ties to the organization, I still feel an obligation to make this comment. Please consider this comment as constructive criticism.

It is a suggestion to the USASA administration, the NBOD, as well as committee chair persons, it is that proper recognition be given to members of our committees who devote time, effort and commitment in serving on the organizations' committees. Protocol and simple common courtesy dictates that when a member completes or ends his or her obligation to a committee that at the very least, that person should be informed that the service performed was recognized, valued and appreciated.

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This lack of communication in this regard is disrespectful, clumsy and ungracious.

A simple thank-you note goes a long way, especially and particularly in a voluntary organization.

PRESIDENT GROFF: Thank you. Anything else?

Good of the Game? I just want to say one last comment.

The policy and bylaw we passed today, I think will have a great impact for the future.
It was a three-year process. This board worked very hard on it. Many of you did as well. The regions were very involved, and I was very impressed at how you discussed it, handled it, and improved it today, and I want to thank you personally.

Fantastic.
MR. RAPAGLIA: Can I -- just a
second, please.
PRESIDENT GROFF: I knew Sal had to go last.

MR. RAPAGLIA: Richard Groff is
leaving, and in every organization, we always have a junior vice president. We don't have over

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here, and I suggest for the next year, in March, to do something in there that we're going to keep an experienced, or Richard in the Board of Directors.

Thank you.
PRESIDENT GROFF: There's no lobby effort for that, I can assure you.

Thank you very much. A motion to adjourn.

UNIDENTFIED SPEAKER: So move. PRESIDENT GROFF: And let's have a great time tonight.
(Adjourned at 2:40 p.m.)

## 50 <br> REPORTER'S CERTIFICATE

I, DEBRA K. RESLING, RMR, and Certified Realtime Reporter appointed to take the meetings of the United States Adult Soccer Association, do certify that the within proceedings of the Adult Council meeting were taken by me stenographically in Incline Village, Nevada, on October 19, 2013 then reduced to typewritten form consisting of 50 pages herein; that the foregoing is a true transcript of the proceedings had.

In witness hereof I have hereunto set my hand this 5th day of November, 2013.

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Debra K. Resling, CSR, CRR, RMR
Registered Merit Reporter
and Notary Public.
4 Cheyenne Blvd., Colorado Springs, CO 80905
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My commission expires February 28, 2017

| \$ | $\begin{aligned} & \mathbf{4 0}[1]-16: 19 \\ & \mathbf{4 4}[1]-2: 12 \end{aligned}$ | $\begin{aligned} & \text { Adjournment }[1] \text { - } \\ & 2: 15 \end{aligned}$ | $40: 17,41: 5,41: 19$ <br> Amendments [1] - | $\begin{aligned} & 22: 16,26: 2,29: 15, \\ & 31: 2,37: 25 \end{aligned}$ |
| :---: | :---: | :---: | :---: | :---: |
| \$14,000 [1] - 14:14 | 45[1] - 2:13 | adjust [1] - 35:17 | 2:10 | assure [1] - 49:7 |
| \$250,000 [2] - 14:4, | 48[2]-2:14, 21:7 | administration [1] - | amendments [2] - | attend [1] - 17:17 |
| 14:11 | 48,000 [1] - 13:4 | 47:16 | 31:12, 40:1 | attendance [2] - |
| \$60,000 [1] - 15:14 | 49 [1] - 2:15 | administrative [1] - | America [1] - 23:10 | 19:19, 31:4 |
|  |  | 22:2 | Andy [2]-38:16, | attractive [1] - 21:2 |
|  | 5 | administrators [1] - | 39:16 | $\text { audit }[1]-13: 1$ |
|  | $\begin{aligned} & \mathbf{5}_{[5]-2: 7,12: 13,33: 2,} \\ & 33: 3 \\ & \mathbf{5 0}[1]-50: 9 \\ & \mathbf{5 0 1 ( c ) ( 3}{ }_{[1]}-44: 15 \\ & \mathbf{5 t h}[1]-50: 15 \end{aligned}$ | $\begin{aligned} & \text { ADULT }_{[1]}-1: 7 \\ & \text { Adult }[10]-3: 4,14: 21, \\ & \text { 14:22, 14:24, 16:4, } \\ & \text { 16:17, 16:23, 32:4, } \\ & 50: 5,50: 6 \end{aligned}$ | ANSL [2] - 10:14, 12:4 answer [3]-3:23, | $\begin{aligned} & \text { authority [2] - } 38: 23 \text {, } \\ & 39: 8 \end{aligned}$ |
|  |  |  |  |  |
|  |  |  | $28: 3,41: 3$ | $\begin{aligned} & \text { available [3] - 25:16, } \\ & 33: 23,44: 23 \end{aligned}$ |
|  |  |  | answers [1] - 3:25 |  |
|  |  |  | $\begin{aligned} & \text { Anthony [2]-20:20, } \\ & 22: 15 \end{aligned}$ | average [1] - 13:17 <br> aware [1] - 18:5 |
|  |  | advice [1] - 40:10 |  |  |
|  | 6 | advisor [1] - 14:18 | Anthony's [1] - 20:21 appear [1] - 30:24 | aye [3]-31:24, 42:24, |
|  |  | affects [2]-26:11 |  | 43:18 |
|  | $6[1]-2: 8$ | 44:10 | applause [8] - 17:10, | $\begin{aligned} & \text { ayes }[1]-42: 25 \\ & \text { AYSO [1] }-16: 5 \end{aligned}$ |
|  | $60 \text { [1] }-44: 8$ | affiliates [3]-16:1, | $\begin{aligned} & 19: 15,20: 1,30: 22 \\ & 32: 2,43: 2,43: 23 \end{aligned}$ |  |
|  | 7 | $16: 8,26: 3$ <br> Affiliation [2]-32:5, | $\begin{aligned} & 32: 2,43: 2,43: 23 \\ & 46: 15 \end{aligned}$ |  |
|  | 7 | 33:5 | $\begin{aligned} & \text { 46:15 } \\ & \text { applying }[1]-33: 4 \\ & \text { appoint }[1]-33: 6 \\ & \text { appointed }[2]-17: 2 \text {, } \\ & 50: 4 \end{aligned}$ | B |
|  | 7 [1] - 2:9 | affiliation [1] - 37:9 |  | $\begin{aligned} & \text { balance [2] - 12:25, } \\ & \text { 13:4 } \\ & \text { bank [2] - 14:10, 44:6 } \\ & \text { banks [1] - 14:3 } \end{aligned}$ |
|  | 7.01 [1] - 43:10 | afforded [2] - 34:4, |  |  |
|  | 8 | 34:12 | $50: 4$ |  |
|  | 8 | afraid [1] - 38:8 | appreciate [1] - 46:12 <br> appreciated [2]-20:6, | $\begin{aligned} & \text { banks [1] - 14:3 } \\ & \text { bar [1] }-21: 13 \end{aligned}$ |
|  | $\begin{aligned} & 8[4]-2: 10,2: 14,2: 15, \\ & 33: 19 \end{aligned}$ | $\begin{aligned} & \text { AGM [5] - 25:16, } \\ & \text { 25:19, 26:20, 29:12, } \end{aligned}$ | $47: 25$ | Barbara [1] - 5:21 <br> basic [1] - 17:20 |
| 2 | 8-31 [2] - 13:1, 13:5 |  | approve [8] - 14:16, | Bays [1] - 47:2 |
| $\begin{aligned} & 2[4]-2: 3,2: 12,18: 20, \\ & 40: 23 \end{aligned}$ | $83[1]-19: 20$ | $\begin{aligned} & \text { ago }[2]-14: 10,47: 9 \\ & \text { agree }[2]-20: 4,41: 13 \end{aligned}$ | $\begin{aligned} & 35: 24,37: 15,39: 8, \\ & 42: 24 \end{aligned}$ | $\begin{aligned} & \text { 29:25 } \\ & \text { become [2] - 22:10, } \end{aligned}$ |
| $\begin{gathered} 40: 23 \\ 2.1[1]-13: 9 \end{gathered}$ | $86[4]-31: 4,41: 5$ |  | $\begin{aligned} & \text { 42:24 } \\ & \text { approved [2]-31:15, } \end{aligned}$ | $44: 7$ |
| 2.3 [2]-13:6, 13:16 | 41:7 | agreement [12] - 24:1, | $43: 1$ | $\begin{aligned} & \text { behalf }[1]-16: 22 \\ & \text { behind }[3]-20: 22, \\ & 22: 12,22: 14 \end{aligned}$ |
| 2.8 [1] - 13:7 | 8th [1]-28:19 | 33:15, 34:1, 34:5, | $\begin{aligned} & \operatorname{areas}[3]-26: 1,26: 16, \\ & 27: 18 \end{aligned}$ |  |
| $2.9[1]-13: 7$ |  | $34: 10,34: 13,38: 1$ |  |  |
| 20 [2]-2:7, 29:5 | 9 | $38: 9,38: 24,40: 11$ | Arizona [1]-6:4 <br> Arkansas [1] - 6:6 | benefit [1]-27:24 |
| 2013 [3]-1:18, 50:8, | $\begin{aligned} & 9[2]-2: 2,2: 12 \\ & 990[4]-2: 12,26: 11, \\ & 44: 14,44: 17 \end{aligned}$ | 42:8, 42:9 |  | benefits [1] - 25:13 |
| 50:15 |  | $\begin{aligned} & \text { ahead }[3]-25: 2,35: 1 \text {, } \\ & 36: 5 \end{aligned}$ | $\begin{aligned} & \text { Arthur }[3]-4: 15, \\ & 34: 25,39: 7 \\ & \text { articles }[1]-22: 8 \\ & \text { ASL [1] - 46:25 } \\ & \text { assets }[2]-13: 6,13: 7 \\ & \text { assigned }[1]-24: 15 \end{aligned}$ | $\begin{gathered} \text { best }[8]-25: 4,25: 20, \\ 26: 5,26: 6,26: 22, \\ 28: 1,29: 21,30: 17 \end{gathered}$ |
| 2017 [1] - 50:20 |  |  |  |  |
| 202 [1] - 19:19 |  | $\begin{aligned} & \text { Alabama }[3]-5: 25, \\ & \text { 10:24, } 31: 2 \\ & \text { Alaska }[1]-6: 2 \\ & \text { altogether }[1]-44: 17 \end{aligned}$ |  |  |
| 21 [1]-2:8 | A |  |  | $\begin{gathered} \text { better [6] - 18:3, 26:3, } \\ 29: 17,30: 14,30: 20 \end{gathered}$ |
| 23 [1]-2:6 | A |  |  |  |
| 28 [1] - 50:20 | $\begin{aligned} & \text { able }[2]-18: 10,22: 18 \\ & \text { abundance }[2]-29: 6 \text {, } \\ & 29: 8 \end{aligned}$ |  |  |  |
| $\begin{aligned} & \mathbf{2 : 3 0}[2]-44: 20,44: 21 \\ & \mathbf{2 : 4 0}[2]-1: 19,49: 13 \end{aligned}$ |  | Amateur [2]-15:4, 15:8 | assigning [1] - 29:4 <br> assignors [2] - 45:15, | better-quality [1] -$30: 14$ |
| 2:40 [2] - 1:19, 49:13 |  |  |  |  |
| 3 | access [1] - 27:9 account [1]-14:7 accounts [1]-13:17 | $16: 14$ <br> amateurs [1] - 17:5 | $\begin{aligned} & \text { 45:18 } \\ & \text { associate [1] - } 23: 18 \end{aligned}$ | $\begin{aligned} & \text { Beyer [1] - 5:13 } \\ & \text { bill [2] - 4:5, 5:2 } \end{aligned}$ |
| $\begin{aligned} & 3[4]-2: 2,2: 3,2: 4, \\ & 14: 10 \end{aligned}$ | $\begin{aligned} & \text { accounts }[1]-13: 17 \\ & \text { action }[4]-16: 8 \text {, } \end{aligned}$ | $\begin{aligned} & \text { amended [2] - 32:23, } \\ & \text { 42:24 } \end{aligned}$ | ASSOCIATION [1] - 1:7 | $\begin{aligned} & \text { bit [3] - 12:17, 22:1, } \\ & 22: 4 \end{aligned}$ |
| 31 [1]-2:11 | active [1] - 18:22 | amendment [25] | $\begin{aligned} & \text { Association }[3]-3: 4, \\ & 33: 6,50: 5 \\ & \text { association [12] - } \\ & \text { 18:7, 24:13, 24:14, } \\ & \text { 25:12, 27:1, 34:2, } \\ & 34: 4,34: 11,37: 15, \\ & 42: 2,44: 12 \\ & \text { associations [5] - } \end{aligned}$ | $\begin{gathered} \text { Blvd }_{[2]}-1: 23,50: 19 \\ \text { board }[7]-14: 15, \\ 14: 18,15: 23,16: 3 \\ 16: 21,22: 21,48: 12 \end{gathered}$ |
| $36 \text { [2] - 16:14, 16:20 }$ | actively [1] - 18:24 | 32:13, 34:19, 35:20, |  |  |
| 3:00 [1] - 33:21 | $\text { add }[3]-25: 8,33: 11,$ | $\begin{aligned} & 36: 8,36: 13,36: 14 \\ & 36: 18,36: 21,36: 22 \end{aligned}$ |  |  |
| 4 | $33: 12$ added [1] - 33:10 | $36: 24,37: 2,37: 7$ |  | Board [3]-15:3, |
| $\begin{gathered} 4[6]-1: 23,2: 5,10: 20 \\ 10: 21,44: 15,50: 19 \end{gathered}$ | adjourn [1] - 49:9 <br> adjourned [1] - 49:13 | $\begin{aligned} & 38: 16,39: 11,40: 2, \\ & 40: 6,40: 8,40: 16 \end{aligned}$ |  | $\begin{gathered} \text { Bob [8] - 24:5, 25:7, } \\ 25: 17,28: 6,34: 15, \end{gathered}$ |


| 34:16, 36:5, 38:7 | 28:1 | :1 | 38:1 | - 24 |
| :---: | :---: | :---: | :---: | :---: |
| Bob's [2] - 25:8, 25:9 | 2 | 11, 46:24, 47:16, | Copies | Delaware [2]-6:16, |
| book [2] - 28:4, 43: | ch | 47:2 | pies [1] - 3 | 11:5 |
| books [1] - 44:5 | 32:16, 47:17 | C | 18: | ndent ${ }_{[1]}$ - 46 |
| Bosgraaf [1] - 4:5 | Chair [1]-14:2 | $: 17,17: 2,24: 6,$ | correct [5] - 40: | Deputy [1]-41:9 |
| ttom [1] - 22:2 | rman [1] - | 28:8, 28:25, $42: 16$ | 40:17, 40:22, 41 | deserve [1] - 30:16 |
| box [1] - 26:25 | Chairman [1]-28 | Committees [1]-2:8 | 41 | details [2]-22:14 |
| 20:19 | chir | co | correc | develop [4]-17:5, |
| brand-new [1] - 20 | C | :16, 47:18, | council [2]-26 | 17:7, 26:3, 26:23 |
| Brian [2]-23:22, | :4, 15:8 | 47:20 | 40:10 | development ${ }_{[2}$ |
| 23:25 | ch | co | Council [4] - 3:3, | 9, |
| bri | 41:22 | communication [3] | $2,14: 25$ | devised [1] - 30:13 |
| br | championships [1] | 20:14, 21:1, 48: | COUNCIL [1] - 1:10 | [1] - 47:18 |
| 24:23 | 18 | Communication | count [3] - 12:10 | dictates [1] |
| Briggs [1] -44:1 | Championships [1] -15:19 | 2:7 |  | direct [1] - 37:9 |
| Briggs-McGee [1] 44:13 |  | community [1]-23:11 competition [1] - | $\begin{aligned} & \text { counted }[1]-41: 16 \\ & \text { countries }[1]-17: 6 \end{aligned}$ | Direct [2] - 32:4, 33:4 <br> directly ${ }_{[1]}$ - 16:22 |
| brilliant [1] - 44:5 | chance [2] - 35:7, 39:2 <br> change [3]-18:19 | $\begin{aligned} & \text { 18:14 } \\ & \text { competitions [4] - } \end{aligned}$17:8, 18:16, 21:19, | country [3]-17:21, 18:13, 24:24 | Director [2] - 19:23,41:9 |
| bring [3] - 14:23, | $\begin{gathered} \text { change }[3]-18: 19, \\ 35: 17,38: 24 \end{gathered}$ |  |  |  |
| 43:25 | 35.17, 38.24 |  | $\begin{aligned} & \text { couple [3]-20:15, } \\ & 45: 7,47: 9 \end{aligned}$ | $\begin{aligned} & \text { Director's [1] - 20:11 } \\ & \text { directors [1] - 22:21 } \end{aligned}$ |
| budget [1] - 15 | changes [1]-31:3 | $\begin{aligned} & 17: 8,18: 16,21: 19, \\ & 22: 5 \end{aligned}$ |  |  |
| buffet [1] - 26:22 | Charter [1]-2:10 <br> checking $[1]$ - 13:6 <br> Cheyenne [2] - 1:23, 50:19 |  | $\begin{aligned} & \text { course }[2]-23: 11 \text {, } \\ & 24: 9 \end{aligned}$ | $\begin{aligned} & \text { Directors [3] - 15:3, } \\ & 31: 15,49: 4 \\ & \text { disappointing [1] - } \end{aligned}$ |
| bu |  |  |  |  |
| Busch [1]-45:25 |  | compiling [1] - 30:5 <br> complete [1] - 37:16 | courtesy [2]-39:24, |  |
| Business [2]-2:9 |  | completes [1] - 47:22 |  | $\begin{aligned} & \text { disappointing }[1] \text { - } \\ & 30: 8 \end{aligned}$ |
| $2$ | ```Chris [2] - 43:5, 43:6 clarification [1] - 40:19 clarify \([3]-40: 4,40: 5\), 42:5``` | $\begin{aligned} & \text { CONCACAF }[3]-17: 2, \\ & 17: 4,17: 6 \end{aligned}$ | $\begin{gathered} \text { Credentials [4] - 2:4, } \\ 3: 19,19: 17,42: 16 \end{gathered}$ | disapprove [1] - 37:16 <br> discuss [1]-32:6 |
| $45:$ |  |  | credentials [1] - 31:7 | discussed [2]-26:21, |
| byla |  | concern [1] - 26:1 |  | 48:15discussing $[1]-36: 4$ |
| 32:7, 32:9, 37:10 |  | concerning26:11,24:15 | CRR [2]-1:22, 50:17 |  |
| 4, 43:5, 43:10, | $\begin{aligned} & \text { clear [3] - 35:21, 39:7, } \\ & 39: 11 \end{aligned}$ |  | cup [1] - 28:14 | discussing [1] - 36:4 discussion [6] - |
| 48:10 |  | concludes [1] - 12:7 |  | $\begin{aligned} & 31: 23,32: 25,34: 19, \\ & 36: 13,37: 2,43: 16 \end{aligned}$ |
| bylaws [1]-31:12 | clearest [1] - 37:24 | confirm [1]-12:10 | Cup [6]-15:11, 16:11, |  |
| Bylaws [1] - 2:11 | $\begin{gathered} \text { click }[3]-22: 1 \\ 22: 16,45: 9 \end{gathered}$ | $\begin{aligned} & \text { 12:19 } \\ & \text { confirmed }[1]-12: 22 \end{aligned}$ | $41: 22$ | disks [1] - 26:24 <br> dispute [1]-33:5 |
|  |  |  | cups [4] | disrespectful [1] -$48: 2$ |
| $\begin{array}{r} \text { Cal [5] - 6:10, 28:16, } \\ 29: 9,29: 22,41: 18 \end{array}$ | $\begin{aligned} & \text { 22:17 } \\ & \text { close }[1]-42: 4 \end{aligned}$ | $\begin{aligned} & \text { 37:16, } 45: 11 \\ & \text { confusion }[1]-41: 23 \end{aligned}$ | 21:19, 30:15 Cups [3]-28:8, $30 \cdot 7$ |  |
|  |  |  | $\begin{aligned} & \text { Cups [3] - 28:8, 30:7, } \\ & 30: 9 \end{aligned}$ | document ${ }_{[1]}$ - 25:16 <br> domain [1] - 21:10 |
| Calabro [1] - 5:15 | close [1] - 42:4 <br> Club [1] - 16:4 <br> clumsy [1] - 48:2 <br> CO [2] - 1:24, 50:19 | congratulate ${ }_{[1]}$ - | $\begin{aligned} & \text { current }[3]-13: 6,^{13: 8,13: 11} \\ & \text { customize }[1]-25: 12 \end{aligned}$ | $\begin{gathered} \text { done }[8]-3: 11,12: 15, \\ 13: 3,14: 1,20: 2, \\ 20: 25,39: 3,46: 3 \end{gathered}$ |
| cal |  | congratulated [1] - |  |  |
| 12:17 |  |  |  |  |
| California |  |  | customize [1]-25:12 | down [5] - 21:7, 21:24, |
| 12:10, 12:12, 12:13, | Colorado [5]-1:24, |  | D | $\begin{aligned} & 21: 25,22: 22,45: 13 \\ & \text { driving }[1]-21: 21 \\ & \text { due }_{[1]}-27: 22 \end{aligned}$ |
| cards [2] - 31:6, 31:8 | $50: 19$ | nsider [1] - 47:13 | $\begin{aligned} & \text { D.C } \text { [4] }^{-7: 23,14: 24,} \\ & 46: 25,47: 3 \end{aligned}$ |  |
| Carolina [3]-8:20, | coming [1] - 38:17 <br> commended [1] - 46:3 | $\begin{aligned} & \text { consideration [1] - } \\ & \text { 41:20 } \end{aligned}$ |  | due [1]-27:22 Duncan [3]-19:23, |
|  |  |  | Dakota [1] - 9:11 | $20: 10,24: 8$ |
| cast ${ }_{[1]}-41: 1$ | $\begin{gathered} \text { comment }[4]-40: 12, \\ 47: 12,47: 13,48: 9 \end{gathered}$ | considered [1] - 36:8 consisting [1] - 50:9 | $\begin{aligned} & \text { Dan }[5]-5: 17,13: 25, \\ & 15: 10,43: 12 \end{aligned}$ | $\begin{aligned} & \text { during }[2]-3: 18, \\ & \text { 29:14 } \\ & \text { Dyann }[1]-5: 6 \end{aligned}$ |
| casting [1] - 40:25 | comments [1] - 37:18 | constructive [1] 47:13 | $\begin{gathered} \text { Darius }[5]-3: 19,5: 12, \\ 19: 16,19: 21,30: 25 \end{gathered}$ |  |
| catalyzed [1] - 45: |  | contacting [1] - 30:4 | $\begin{aligned} & \text { date }[1]-14: 23 \\ & \text { dates }[1]-28: 19 \end{aligned}$ | E |
| certainly [3]-26:20, | $\begin{aligned} & \text { commissioner }[1] \text { - } \\ & 46: 22 \end{aligned}$ |  |  |  |
| 27:14, 43:7 |  | continue [1]-20:23 | Davey [1]-5:2 | early [3] - 3:2, 40:11, |
| CERTIFICATE ${ }_{[1]}$ - $50: 1$ | ```commitment [1] - 47:19 committee [13] - 17:19, 24:5, 24:12, 24:20, 24:24, 25:10,``` | ```contract [3] - 45:12, 45:15, 45:18 contradiction [1] - 37:12 contradictory [1] -``` | $\begin{aligned} & \text { deal }[4]-3: 17,15: 20, \\ & 46: 8,47: 7 \end{aligned}$ | 45:25 <br> earns [1] - 14:7 |
| Ce |  |  | Debra [2]-1:22, 50:17 <br> DEBRA ${ }_{[1]}$ - 50:3 | $\begin{aligned} & \text { easier }[3]-21: 17, \\ & 21: 22,29: 16 \\ & \text { Eastern }[3]-6: 18, \end{aligned}$ |
| certify [1] - 50:6 |  |  |  |  |
| cezar [1] - 28:10 |  |  | defined $[1]-24: 15$ |  |



| investigated 27:19 <br> investment $[2]$ | Lake ${ }_{[1]}-1: 14$ language [2]-38:20, 38:22 | Louisiana [1] - 7:15 lucky ${ }_{[1]}$ - 14:9 | $\begin{gathered} \text { Membership [2] - } \\ 24: 6,31: 14 \end{gathered}$ | Motion [1] - 43:20 MOTTA [3] - 23:5, 28:24, 32:19 |
| :---: | :---: | :---: | :---: | :---: |
| $13: 15,14: 17$ <br> nvitation [1] | $\begin{aligned} & \text { last }[16]-14: 14,15: 3, \\ & \text { 16:10, 20:5, 20:14, } \\ & 21: 6,22: 2,25: 19, \\ & 29: 1,29: 7,29: 12, \\ & 29: 14,33: 19,33: 25, \\ & 48: 9,48: 22 \end{aligned}$ | M | $\begin{gathered} \text { membership [6] - } \\ 17: 18,24: 12,24 \end{gathered}$ | Motta [2]-4:17, 28:24 |
| involved [1] - 48: |  |  | $24: 20,24: 23,25: 13$memberships [1] - | 31:11, 31:19, 32:19,43:11, 49:10 |
| lowa [2]-7:9, 11 |  |  |  |  |
| IRS ${ }_{\text {[4] }}-26: 11,44: 11$ |  | Maine [2] - 7:17, 11:9 maintained $[1]$ - 18:25 | $\begin{aligned} & \text { memberships [1] - } \\ & 21: 23 \end{aligned}$ | $\begin{aligned} & \text { moved }_{[1]}-43: 13 \\ & \text { moving }[1]-32: 12 \end{aligned}$ |
| 46:22 |  | majority $[7]$ - 15:6, | $\begin{aligned} & \text { Men [1] - 15:5 } \\ & \text { men [2] - 15:14, 15:18 } \end{aligned}$ |  |
| Island | lasted ${ }_{[1]}$ - 44:19 | $\begin{aligned} & 19: 20,31: 4,40: 20 \\ & 40: 24,40: 25,41: 10 \end{aligned}$ |  | moving [1] - 32:12 <br> MPSL [2] - 10:12, 12:2 |
| issue [1] - 37:2 | laughed [1] - 20: |  | mentioned [1] - 46:21 | MR [81] - 3:21, 10:18,12:6, 12:8, 12:12, |
| issues [2]-23:23 | launch [1] - 20:1 | $\begin{gathered} \text { 40:24, 40:25, 41:10 } \\ \text { maker }[2]-37: 23,38: 3 \end{gathered}$ | Merit [1] - 50:18 <br> met [5] - 14:24, 15:10, |  |
| 26:11 | LaVielle [1] - 5: | Maloney [1]-5:19 |  | $\begin{aligned} & \text { 12:6, 12:8, 12:12, } \\ & \text { 12:14, 13:22, 13:23, } \end{aligned}$ |
| item [4]-12:19, | law [1] | $\begin{aligned} & \text { management [2] - } \\ & 25: 22,27: 4 \end{aligned}$ | $\begin{aligned} & \text { 15:12, 20:21, } 28: 13 \\ & \text { metro }[1]-7: 23 \end{aligned}$ | 17:15, 19:8, 19:12, 19:18, 20:12, 23:5, |
| , 47 | lawyer [1] - 42: |  |  |  |
| Item [1] - 33:18 | league [9]-17:14 | map [1]-22:9 <br> Mapes [1] - 4: | Mexico [1] - 8:18 <br> Michigan [1] - 7:25 <br> microphone [1] - 35:4 | 19:18, 20:12, 23:5, $23: 6,23: 21,24: 4,$ |
| item | 8:5 |  |  | $\begin{aligned} & 23: 6,23: 21,24: 4, \\ & 24: 9,24: 10,25: 7, \end{aligned}$ |
| itself [2]-1 | 23:13, 26:2, 33:4 | March [1] - 49:1 <br> MARION [2] - 38:18, 39:9 |  | 25:18, 28:6, 28:9, 28:10, 28:12, 28:22, <br> 28:24, 31:1, 31:21 |
|  |  |  | mid-year [1] - 26:20 |  |
|  |  | $\begin{aligned} & \text { market [2] - 14:7, } \\ & 41: 23 \end{aligned}$ | MIDYEAR [1] - 1:10 | $\begin{aligned} & 28: 24,31: 1,31: 21, \\ & 32: 15,32: 19,33: 2, \end{aligned}$ |
| Je | leag |  | might [2] - 21:6, 23:12 | 33:11, 33:17, 33:23, |
| Jim [2] - 32:10, 32 | 17:24, 18:13, 18:1 | marketing [1]-25:9 <br> Marth [1]-4:19 | Mike [4]-3:15, $5: 19$,$16: 18,45: 23$ | 33:25, 34:8, 34:12, |
| job [5] - 17:23, 20:3 | 9:5 |  |  |  |
| 20:4, 26:25, 46:3 | 27:6, 45:15, 45:16 | Marth [1] - 4:19 <br> Maryland [3]-7:19, |  | 35:2, 35:5, 35:9, <br> 35:14, 35:16, 35:25, |
| John [9] - 4:17, 4:25, | 45:1 | $11: 11,47: 2$ | $13: 7,13: 10,13: 16$ |  |
| 22, 17:3, 28:23 | learn [2]-26:5, 27 | Massachusetts [1] -7:21 | minimum [1] - 16:7 | $\begin{aligned} & 35: 14,35: 16,35: 25, \\ & 36: 2,36: 6,36: 15, \end{aligned}$ |
| 24, 41:18, 47:6, | least [3]-14:16, |  | Minnesota [1]-8:2 <br> minutes [1] - 12:21 | 36:19, 37:3, 37:6, |
|  | 26:19, 47:23 | match [1] - 30:11 |  | 37:20, 38:8, 38:12, |
| joined [1] - 29:1 | leave [1] - 45:2 | Mattson [1] - 4:15 | Minutes [2]-2:5, | 38:18, 39:9, 39:20, |
| July [1] - 28:19 | leaving [1]-48:2 |  |  | 40:3, 40:7, 40:13, |
| June [2]-29:12, 30:1 <br> junior [1]-48.25 | left [1] - 45:25 | $\begin{aligned} & \text { MATTSON [5] - 34:20, } \\ & 35: 2,35: 5,35: 14, \\ & 35: 25 \end{aligned}$ | Mississippi [2] - 8:4, 11:13 | $\begin{aligned} & 40: 19,40: 23,41: 8 \\ & 41: 14,41: 18,42: 3, \end{aligned}$ |
| junior [1] - 48:25 | length [1] - 26:2 |  | 11:13 | 42:12, 42:17, 42:20, |
| K | 30:10, 30:11, 30 | $\begin{aligned} & \text { MC }_{[3]}-25: 18,40: 19, \\ & 40: 23 \end{aligned}$ | mistake [1] - 10:19 <br> modified [1] - 32:14 | $43: 11,43: 14,45: 4,$ |
| Kahmke [1] - 4:25 | 13:9 | McGee [1] - 44:13 <br> mean [1] - 46:10 | modify [2] - 35:18, | 48:23 |
| Kansas [1]-7:11 | liab |  | 39:22 | 48:23 |
| Karon [1] - 5:13 | liberally [1] - 24:2 | means [2] - 18:9, 19:5 | modules [1] - 25:24 | MS [1] - 12:24 <br> MSSL [1] - 10:16 <br> municipal [1]-45:19 <br> must [2]-18:22, 18:24 |
| $\begin{aligned} & \text { keep }[4]-14: 2,20: 15, \\ & 43: 6,49: 2 \end{aligned}$ | lifeblood ${ }_{[1]}-3: 7$ <br> Linda [2] - 10:21 | meant [2]-39:18, | moment [4]-3:9, |  |
| Kentucky [2]-7:13, | line [3]-33:19, | media [2] - 18:24, 19:6 | 3:12, $14: 5$ <br> Moment [1] - |  |
| KEPNER | 35:15 | mediation.. [1]-33:7 | Monday [1] - 16:16 |  |
| $\begin{aligned} & \text { KEPNER }[11]-24: 4, \\ & 24: 10,34: 16,34: 23, \\ & 36: 2,36: 6,36: 15, \\ & 37: 3,37: 6,38: 8, \\ & 38: 12 \end{aligned}$ | Line ${ }_{[1]}-2: 2$ <br> lines [1] - 13:18 <br> link [2]-21:11, 27:2 <br> list $[4]-26: 16,27: 23$, 28:3, 30:5 | meet ${ }_{[1]}$ - 3:5 <br> MEETING [1] - 1:10 <br> meeting [13] - 3:2, 3:3, | money [6]-14:2, 14:6, |  |
|  |  |  | $44$ |  |
|  |  | $6: 3,18: 2$ | Montana [1] | name [5] - 3:22, 13:22, |
| Kepner [2]-24:6, | listed ${ }_{[1]}-27: 11$ <br> literally [1]-29:4 <br> lobby [1] - 49:6 <br> logo [2]-23:17, 23:23 | $\begin{aligned} & 30: 12,44: 20,45: 5, \\ & 45: 8,50: 7 \end{aligned}$ | $\begin{gathered} \text { MOORE [4] - 13:23, } \\ 37: 20,45: 4,45: 14 \end{gathered}$ | 23:5, 28:12, 47:6 |
| 34. |  |  |  | $\begin{aligned} & \text { National [3] - 15:4, } \\ & 30: 7,30: 9 \end{aligned}$ |
| kind ${ }_{[1]}-22: 4$ |  | $\begin{gathered} \text { meetings }[4]-20: 15, \\ 21: 18,26: 20,50: 4 \end{gathered}$ | $\begin{aligned} & \text { Moore }[3]-13: 23, \\ & 37: 20,45: 4 \end{aligned}$ | NATIONAL [1] - 1:10 national [91-15:17, |
| kinder [1] - 47:6 |  |  |  |  |
| $\begin{gathered} \text { knows [3] - 22:23, } \\ 23: 19,44: 8 \end{gathered}$ | $\begin{gathered} \text { look }[7]-14: 17,16: 5, \\ 17: 6.20: 25.21: 3 \end{gathered}$ | member [12] - 18:6, | $\begin{aligned} & \text { morning [2] - 17:18, } \\ & 33: 21 \end{aligned}$ | 18:16, 21:18, 21:19, |
| Koskinen [1] - 47:7 | $46: 5,46: 12$ | 24:23, 26:2, 27:14, |  | $26: 10,30: 15$ |
|  | looking [3] - 13:10 | $\begin{aligned} & 33: 7,46: 23,46: 24, \\ & 47: 21 \end{aligned}$ | $\begin{gathered} \text { most }[4]-14: 12,23: 8, \\ 26: 12,45: 17 \end{gathered}$ |  |
| L | , |  | motion [8] - 31:18, | $\begin{aligned} & \text { nature }[4]-36: 7, \\ & 37: 17,38: 14,39: 15 \end{aligned}$ |
| LA [1] |  | $\begin{aligned} & \text { 18:10, 18:21, 25:22, } \\ & 27: 5,29: 13,30: 24, \end{aligned}$ | $\begin{aligned} & 32: 1,37: 23,38: 3 \\ & 40: 16,42: 23,43: 9 \end{aligned}$ | $\begin{aligned} & \text { NBOD }_{[4]}-18: 20, \\ & 24: 18,40: 10,47: 16 \end{aligned}$ |
| lack [1] - 48:1 |  |  |  |  |



| 29:23 | 30:9, 30:10, 30:14, | response [35] - 4:24, | Scherer [1] - 33:3 | 22:17, 23:15, 45:10 |
| :---: | :---: | :---: | :---: | :---: |
| Public [1] - 50:18 | 30:17, 30:20 | 14, 5:22, 6:1, | school [1] - 44 | $\boldsymbol{s i x}[4]-7: 23,8: 22$, |
| Pugliese [1]-5:6 | regard [2]-33:18, | $6: 13,6: 15,6: 17$ | Schroedl [1] - 4:8 | 26:16, 27:10 |
| put [6]-14:6, 14:9 | 48:2 | 10, 7:18, 7:20, 8:5, | Scott [1] - 4:23 | slide [1] - 22:22 |
| 15:5, 22:13, 23:17 | egards [1] - 35:5 | 8:7, 8:15, 9:14, 9:16, | se [1] - 41:19 | slides [1] - 25:19 |
| 43:9 | Regency [1] - 1:14 | 10:7, 10:9 | second [11] - 15:20, | SOCCER [1] - 1:7 |
|  | $\begin{gathered} \text { Region }[3]-10: 20, \\ \text { 10:21, 41:9 } \end{gathered}$ | 10:13, 10:15, 10:25 | 31:20, 31:21, 32:20, | $\begin{aligned} & \text { Soccer [18] - 3:4, } \\ & \text { 14:22, 15:3, 15:4, } \end{aligned}$ |
|  |  | 11:2, 11:4, 11:6, | 32:21, 36:16, 36:18, |  |
| $\begin{aligned} & \text { quality }[2]-22: 5 \text {, } \\ & 30: 14 \end{aligned}$ | $\begin{aligned} & \text { regions [3] - 21:22, } \\ & \text { 24:25, 48:14 } \\ & \text { Registered [1] - 50:18 } \end{aligned}$ | $\begin{aligned} & \text { 11:16, 11:20, 11:22, } \\ & 11: 24,12: 1,12: 3 \end{aligned}$ | $48: 20$ | $\begin{aligned} & \text { 15:5, 15:8, 15:9, } \\ & \text { 15:19, 15:21, 15:25, } \end{aligned}$ |
| questions [5] - 13:13, |  | 12:5 | seconded [1] - 43:15 | $\begin{aligned} & 16: 4,16: 8,16: 17 \\ & 16: 23,18: 8,32: 4 \end{aligned}$ |
| 19:11, 19:12, 28:2, | $\begin{aligned} & \text { registrar }_{[1]}-46: 6 \\ & \text { related }[1]-16: 23 \\ & \text { relationships }[1]- \\ & \text { 17:5 } \end{aligned}$ | responsibilities [1] - | Section [1] - 18:20 | $\begin{aligned} & 50: 5 \\ & \text { soccer [1] - 46:8 } \end{aligned}$ |
| 46:1 |  | 24:12 | section [3] - 18:22, |  |
| quicker [1]-23:18 |  | responsibility [2] - | 21:20, 35:23 | Social [1] - 44:9 |
| quickly [1] - 25:3 |  | 24:16, 24:2 | Security [1] - 44:9 |  |
| quit | reluctantly [1] - 47:10 remain [1] - 39:23 | rest [1] - 20:24 | see [8]-14:19, 17:6, | social [1] - 19:6 <br> someone [1] - 32:17 |
|  |  | restriction [1]-41:2 retention [1]-24:17 | $\begin{aligned} & 21: 3,21: 25,22: 1, \\ & 27: 2,42: 10,47: 7 \end{aligned}$ | somewhere [1] - $23: 17$ |
|  | Remedi [1] - 23:22 remember [2]-14:24, | return [1] - 46:7 | seek [1] - 31: | $\begin{aligned} & \text { sorry }[3]-5: 25,7: 14, \\ & 12: 12 \end{aligned}$ |
| $\begin{aligned} & \operatorname{Radu}_{[1]}-5: 4 \\ & \text { raising }[1]-34: 24 \\ & \text { range }{ }_{[1]}-14: 8 \end{aligned}$ |  | review [10] - 16:6, | seem [1]-13:16 |  |
|  | 29:11 | $\begin{aligned} & 34: 4,34: 13,34: 20 \\ & 34: 21,35: 7,35: 17 \end{aligned}$ | Seminar [1]-2:12 | $\begin{aligned} & \text { Sorry [1] - 13:23 } \\ & \text { sort [1] - 39:14 } \end{aligned}$ |
| RAPAGLIA [2] - | report [4]-20:11, 23:1, $24: 8,29: 1$ | $38: 21,39: 22,39: 24$ | $\begin{gathered} \text { seminar }[3]-44: 13, \\ 44: 18,44: 19 \end{gathered}$ | South [10]-6:10, 9:9, |
| 48:19, 48:23 | $\begin{gathered} \text { Report }[4]-2: 4,2: 6, \\ 12: 23,19: 17 \end{gathered}$ | Rhode [1] - 9:7 | seminars [1] - 25:25 | $\begin{aligned} & 9: 11,9: 17,12: 11 \\ & \text { 12:13, 28:16, 29:9, } \end{aligned}$ |
| reach [1] - 18:10 |  | $12: 23,19: 17$ send $[1]-30: 3$ $12: 13,28: 16,29: 9$,  <br> reported $[1]-44: 19$ $13: 21,20: 12,34: 1$, sense $[3]-32: 8$, $29: 22,41: 19$ |  |  |  |
| $\text { read [2]-3:22, } 21: 17$ |  |  |  |  |  |  |
| reading [1] - 12:9 | Reported [1] - 1:22 | 6:2, 37:14, 46:2, | $37: 11,39: 13$ |  | ```southern [2] - 9:13, 11:17``` |
| reads [1] - 18:22 | $\begin{aligned} & \text { Reporter [2]-50:4, } \\ & 50: 18 \end{aligned}$ | $46: 21,48: 23,49: 3$ | sentences [1] - 35:13 |  |  |
| $\begin{aligned} & \text { ready [2] - } 38: 16, \\ & 42: 16 \end{aligned}$ |  | Riddle [1] - 19:23 <br> RIDDLE [7] - 20:12 | series [1] - 25:23 | SPEAKER [6] - 13:14, 23:2, 31:19, 32:21 |  |
| 42:16 | reporter [1] - 44:19 | RIDDLE [7]-20:12, | service [1] - 47:24 | 23:2, 31:19, 32:21, |  |
| real [2] - 16:19, 37:11 really $[5]-3: 10,15: 15$ | REPORTER'S [1] $50 \cdot 1$ | $\begin{aligned} & 23: 21,24: 9,25: 7 \\ & 28: 6,28: 10,28: 22 \end{aligned}$ | serving [1] - 47:19 | $36: 25,49: 10$ |  |
| $\begin{gathered} \text { really }[5]-3: 10,15: 15, \\ 20: 6,45: 8,45: 17 \end{gathered}$ |  | $\begin{gathered} \text { 28:6, 28:10, 28:22 } \\ \text { right-hand [1] - 21:25 } \end{gathered}$ | set [1] - 50:14 | SPEAKERS ${ }_{[1]}$ - <br> $42 \cdot 18$ |  |
| Realtime [1] - 50:4 | Reports [1] - 2:8 | right-hand [1]-21:25 <br> Rimmer [2] - 10:21 | setting [2]-25:21, | 42:18 |  |
| Realtime [1] - 50:4 reason [1]-13:19 | reports [3]-22:20, | $\begin{aligned} & \text { Rimmer [2] - 10:21, } \\ & \text { 10:22 } \end{aligned}$ | 26:21 | specific [1] - 26:1 |  |
| receivables [1] - 13:11 | representative [1] | $\begin{aligned} & \text { RMR [3] - 1:22, 50:3, } \\ & 50: 17 \end{aligned}$ | several [2]-3:8, 26:18 | spoken [1] - 23:22 <br> Sportscript [1] - 1:23 |  |
| recently [3]-17:1, | $31: 8$ |  | several [2]-3:8, 26:18 |  |  |
| 44:7, 46:23 | representatives [1] -$16: 21$ | rob [2] - 5:10, 43:15 | shape [1] | spread [1]-24:24 |  |
| recognition [2] |  | Robert's [1] - 41:10 | shared [1]-26:6 | Springs [2]-1:24, |  |
| 17:24, 47:17 | represents [1] - 3:24 <br> requested [1] - 15:7 | Roll [1] - 2:3 | sheet [2] - 12:25, 13:4 | 50:19 |  |
| recognize [1] - 17:21 |  | $\text { roll }[6]-3: 20,3: 24$ | Shonna [1] - 4:8 | $\text { staff }[7]-15: 13,16: 6$ |  |
| recognized [1] - 47:25 recommendation [1] - | require [1] - 12:18 | 12:7, 12:9, 31:3, $41: 14$ | short [1]-29:1 | 19:24, 20:20, 25:10, |  |
| recommendation [1] - | $\begin{aligned} & \text { requirement [2] - } \\ & \text { 15:21, 16:7 } \\ & \text { requirements [1] - } \\ & \quad 18: 21 \\ & \text { researched [1] - } 27: 19 \end{aligned}$ | $41: 14$ | shorthanded [1] - | $46: 3,46: 4$ |  |
| 33:18 |  | $\begin{aligned} & \text { room }[2]-30: 24, \\ & 41 \cdot 15 \end{aligned}$ | $29: 7$ | stage [1] - 16:9 |  |
| $\begin{aligned} & \text { recommended [1] } \\ & \text { 15:2 } \end{aligned}$ |  | $\begin{aligned} & \text { 41:15 } \\ & \text { rules [1] - 46:23 } \end{aligned}$ | show [1] - 20:24 | $\begin{aligned} & \text { standard }[2]-17: 22, \\ & 24: 18 \end{aligned}$ |  |
| reconvening [1] - |  | Rules [1] - 41:10 | $\text { shy [1] }-23: 6$ |  |  |
| 44:20 | ```Resling[3] - 1:22, 1:23, 50:17 RESLING [1] - 50:3``` | $\text { run }[4]-27: 25,28: 1$ | side [2]-16:14, $21: 25$ | start [3] - 30:2, 30:4 |  |
| record [1] - 44:18 |  |  | signatory [1] - 38:1 <br> silence [2]-3:10, 3: | $30: 5$ |  |
| reduced [1] - 50:9 |  |  | Silence [1]-2: | started [1] - 13:1 |  |
| refer [1] - 13:20 | resolution [2] - 15:7, | S | $\text { simple }[5]-19: 19$ | starting [2] - 3:2, |  |
| Referee [1] - 28:25 <br> referee [2] - 29.21 | $\begin{aligned} & \text { 15:20 } \\ & \text { resolutions [2] - } \end{aligned}$ | Sal [1] - 48:21 | 31:4, 39:3, 47:20, | $25: 19$ |  |
| $\begin{aligned} & \text { referee [2]-29:21, } \\ & 30: 12 \end{aligned}$ | $14: 25,15: 1$ | sales [1] - 25:15 | 48:3 | $\begin{aligned} & \text { State }[4]-13: 22,32: 5 \text {, } \\ & 33: 5,41: 22 \end{aligned}$ |  |
| referees | 14:25, 15:1 <br> resolved [1] - 46:10 | savings [1] - 13:5 | simplified [1] - 21:13 |  |  |
| $29: 4,29: 5,29: 8$ | Resort [1] - 1:14 | saw [1] - 22:2 | sit [1] - 3:16 | $22: 12,22: 16,24: 13$ |  |
| 29:10, 29:13, 29:16, |  | scenes [1] - 20:22 | site [11] - 18:25, 19:3, |  |  |
| 29:17, 29:19, 29:23, | $\text { respect }[1]-37: 22$ | SCHERER [2] - 33:2, | 19, 20:22, 21:3, |  |  |
| 29:25, 30:2, 30:3, | respective [1] - 4:1 |  | 21:7, 21:24, 22:6, | $29: 15,30: 3,31: 2,$ |  |




