



**MINUTES OF THE BOARD OF DIRECTORS**

**September 5, 2012**

**A special meeting of the Connecticut Student Loan Foundation's Board of Directors was held on Wednesday, September 5, 2012 at 2:00 p.m., at the office of the Connecticut Board of Regents for Higher Education, 39 Woodland Street, Hartford, Connecticut 06105.**

**Members Present in Person:**

Michael P. Meotti (designee of Dr. Robert Kennedy, Interim President of the Connecticut Board of Regents for Higher Education) Chairman of the Board.

**Members Present via Telephone:**

Sarah K. Sanders (designee of Denise Nappier, State Treasurer) Vice-Chairman of the Board and Lewis J. Robinson, Esquire (Chairman of the Connecticut Board of Regents for Higher Education) Secretary of the Board.

**Other Attendees via Telephone:**

Nancy A. D. Hancock, Esquire – Pullman & Comley, LLC  
Darlene H. Dimitrijevs – Education Solution Partners, LLC  
Randall M. Behm – Education Solution Partners, LLC

**I. Call to Order:**

Mr. Meotti called the meeting to order at 2:05 p.m. Mr. Meotti noted that the special meeting had been called for a single agenda item regarding the selection of external auditors for the fiscal year ended September 30, 2012.

**II. External Auditor Selection:**

Ms. Dimitrijevs noted that the Board had approved Grant Thornton LLP as the external auditor at the June 27, 2012 meeting. However, the Engagement Letter presented by Grant Thornton contained a restriction that was not acceptable to CSLF. Specifically, Grant Thornton insisted that the engagement contain a limitation of Grant Thornton's liability under the engagement to the amount of its fees received for the engagement.

Ms. Dimitrijevs presented the analysis that had been provided to the Board at the June 27, 2012 meeting concerning proposals from several potential auditing firms. She noted that the proposal from J.H. Cohn had been evaluated as a close second to Grant Thornton at that time. In anticipation of this Board meeting, Ms. Dimitrijevs requested a draft Engagement Letter from J.H. Cohn. The draft Engagement Letter has been received and does not contain the restriction on liabilities evidenced in the letter from Grant Thornton.

Ms. Dimitrijevs also indicated that she had received an e-mail a few hours before the meeting from the contact at Grant Thornton indicating that they might have a resolution to the issue, but did not indicate what that resolution would be. It was also noted that this was the first communication from Grant Thornton in 10 days on the issue.

The motion contained in Attachment A was made by Ms. Sanders and seconded by Mr. Robinson.

Following discussion of the various options available to CSLF, the motion was passed unanimously.

**III. Executive Session:**

Mr. Meotti asked if any Board members had a need for an Executive Session. No Board members indicated a need for an Executive Session.

**IV. Adjournment**

Mr. Meotti then asked whether there was any other business properly brought before the Board, and there was none. Mr. Meotti requested a motion for adjournment.

Ms. Sanders moved that the meeting be adjourned, Mr. Robinson seconded the motion and it was unanimously passed at 2:27 p.m.

Respectfully Submitted for the  
Board of Directors by:

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Lewis J. Robinson, Secretary

## ATTACHMENT A

### Connecticut Student Loan Foundation Preamble And Resolutions Proposed For Adoption September 5, 2012

#### Preamble and Resolutions Authorizing Engagement of Outside Auditors

**WHEREAS**, the Board of Directors of the Connecticut Student Loan Foundation (the "Foundation") has directed that a Request for Proposals process be conducted for the selection of an external auditor of the Foundation's books and records of its accounts, and the Board has completed the review of the submitted proposals and discussed the interviews and analysis; and

**WHEREAS**, as a result of the process, the Board at its meeting held June 27, 2012, initially selected Grant Thornton LLP as the external auditor for the Foundation beginning with its fiscal year ended September 30, 2012; however, the Foundation was unable to enter into written engagement terms with Grant Thornton LLP that were satisfactory to the Foundation, because Grant Thornton LLP insisted that the engagement contain a limitation of Grant Thornton LLP's liability under the engagement to the amount of its fees received for the engagement; and

**WHEREAS**, while Grant Thornton LLP is reconsidering its position with regard to limiting its liability under the engagement, the Board has considered in depth the experience, fees, terms of engagement, and qualifications of both Grant Thornton LLP and J.H. Cohn LLP and determined that each of them is qualified to provide the external audit skills at a price and on terms that are reasonably satisfactory to the Board; and

**WHEREAS**, the Board has also considered in depth the facts and circumstances relevant to the action represented by the following resolutions and determined that it would be in the best interest of the Foundation to adopt the following resolutions:

**RESOLVED**, that the Board hereby authorizes Randall Behm and Darlene Dimitrijevs, acting jointly in their capacity as the Managers of Education Solution Partners, LLC, the Foundation's administrative agent, with the advice and consent of the Chairman of the Board of the Foundation, to review and analyze the submitted proposals and engagement letters proposed by each of Grant Thornton LLP and J.H. Cohn LLP, and to conduct such additional interviews and analysis as Mr. Behm and Ms. Dimitrijevs shall jointly determine to be necessary, in their sole discretion, in order to engage either Grant Thornton LLP or J.H. Cohn LLP as the external auditor for the Foundation, beginning with the Foundation's fiscal year ended September 30, 2012; and

**RESOLVED**, that Randall Behm and Darlene Dimitrijevs, acting jointly in their capacity as the Managers of Education Solution Partners, LLC, the Foundation's administrative agent, be, and they hereby are, authorized and empowered in their capacity as administrative agent to execute and deliver to whichever of Grant

Thornton LLP or J.H. Cohn LLP they select as the external auditor, an engagement letter for such external audit for the Foundation's fiscal year ended September 30, 2012, on such terms as they shall jointly determine to be in the best interest of the Foundation.

Adopted: September 5, 2012