



TRANSACTION RECORD ANALYSIS CENTER, INC.

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF TRUSTEES OF TRANSACTION RECORD ANALYSIS CENTER, INC.

June 24, 2019

The Annual Meeting of the Board of Trustees of Transaction Record Analysis Center, Inc., an Arizona nonprofit corporation, was held on the 24th day of June, 2019 commencing at 11:00 a.m. at the office of the corporation, 2005 North Central Avenue, Phoenix, Arizona.

All of the Trustees and Officers of the corporation were present, to wit:

Paul Ahler, Director, Chairman
Thomas Rankin, Director
Blaine Gadow, Director
Keith Thomas, Director
Thomas Welch, Director

Richard Lebel, President
Kevin Hannah, Treasurer
Carol Keppler, Secretary

Also present: Ms. Liz Barrick, the TRAC Deputy Director.

Paul Ahler presided as Chairman of the meeting, and Carol Keppler, Corporate Secretary, recorded the minutes.

The Chairman, Paul Ahler began the meeting with a brief history of the Transaction Record Analysis Center (TRAC). He said the Attorney General had recently selected him to be the Chairman of the Board and that he, in turn, had designated Thomas Rankin, Blaine Gadow and Keith Thomas as new TRAC Board members, with Tom Welch from HSI still remaining on the Board. Chairman Ahler stated that the State v. Western Union case was ending effective June 30th, 2019. He indicated that the AZ AGO would pursue the use of Racketeering Demand Letters and Administrative subpoenas to get the MSB data going forward. Chairman Ahler further mentioned that Homeland Security Investigations –Phoenix (HSI) had committed to one year of TRAC funding, through a Memorandum of Agreement (MOA) with the AZ AGO, with the hope of finding permanent funding in the future.

The Chair then asked for the Treasurer's report. Kevin Hannah, Treasurer distributed a Profit and Loss, Budget vs. Actual Report for the period January through May 2019, and said that TRAC has spent approximately \$600,000 this year, with one million remaining in the budget. Rich Lebel, President said, as of today's meeting, there was \$1,780,252.00 in the TRAC Wells Fargo bank account.

The Chairman explained that the Board had three matters to consider at this meeting, the renewal of the TRAC independent Contractor Agreements, the signing of a 1 or 5 year commitment to TRAC's database vendor (Forcepoint), and an Amendment to the company By-Laws, removing the names of the Board members, and changing the designation of Board of "Trustees" to Board of "Directors."

Rich Lebel, President, said six TRAC Independent Contractor Agreements were up for renewal and that the agreements were re-written so each had the same one year term (July 1, 2019 to June 30, 2020). The Board then went into Executive session and discussed these Agreements. After deliberations, the Board unanimously voted to approve the Contractor Agreements, giving President Lebel the authority to execute the 5 independent contractor agreements, and for Chairman Ahler, to sign Rich's contractor's agreement.

Rich Lebel, President, next discussed the pending Forcepoint contract; Rich recommended that TRAC sign the 5 year contract, paying upfront for one year, for 150 licenses, with the 4 year option to renew for the remaining years; that Forcepoint was giving TRAC an extra 30 days to commit to the 5 year term. The Board discussed whether or not to commit to a one or five year agreement, the pros and cons of each term, the fact that the HSI MOA was very close to being reached but that TRAC could not sign a 5 year contract until the additional HSI funds were received. After further discussion, the Board unanimously voted to approve the 5 year Forcepoint contract, authorizing President Lebel to sign this agreement contingent upon the AGO and HSI executing this MOA.

Secretary Keppler distributed TRAC company notebooks which contained copies of the relevant company records to the TRAC Board. Secretary Keppler also distributed the 15 day notice of intent to amend the By-Laws, and a copy of the proposed By-Law changes. Chairman Ahler said the Board will have an email vote on the By-law Amendment once the Board has had time to review them. Secretary Keppler also informed the Board that each member will need to review the company's Conflict of Interest Policy and complete the statement that they have read and agree to comply with that policy.

There being no further business to come before the meeting, it was adjourned on motion duly made and seconded.



Carol Keppler
Secretary

APPROVED:



Paul Ahler
Chairman

