

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE

_____))
IN THE MATTER OF:))
))
Local Government Center, Inc.;))
Local Government Center Real Estate, Inc.;))
Local Government Center Health Trust, LLC;))
Local Government Center Property-Liability Trust,))
LLC;))
Health Trust, Inc.;))
New Hampshire Municipal Association Property-Liability) Case No: C2011000036
Trust, Inc.;))
LGC – HT, LLC;))
Local Government Center Workers’ Compensation))
Trust, LLC;))
And the following individuals:))
Maura Carroll; Keith R. Burke; Stephen A. Moltenbrey;))
Paul G. Beecher; Robert A. Berry; Roderick MacDonald;))
Peter J. Curro; April D. Whittaker; Timothy J. Ruehr;))
Julia A. Griffin; and John Andrews))
))
RESPONDENTS))
_____)

**MOTION FOR VOLUNTARY NONSUIT AS TO RESPONDENTS RODERICK
MACDONALD AND STEPHEN MOLTENBREY ONLY**

NOW COMES the Petitioner in the above-referenced matter, the Bureau of Securities Regulation, by and through its attorneys, Bernstein, Shur, Sawyer, & Nelson, P.A., and moves to dismiss the action against Roderick MacDonald and Stephen Moltenbrey only by entering a Voluntary Nonsuit against each of them alone, stating as follows:

1. Based on representations that the Respondents MacDonald and Moltenbrey have made to the Bureau in their attached affidavits, the Bureau, in its discretion, has agreed to dismiss the enforcement action against them. As part of said agreement, each party is

releasing any claims that it may have for fees and/or costs in this matter against the other.

2. Accordingly, the Bureau moves that the Hearings Officer enter a Voluntary Nonsuit as to the allegations made against Mssrs. MacDonald and Moltenbrey in this matter.

3. The Bureau otherwise maintains all claims that it has against all other parties to this enforcement action, including claims for fees, costs and other relief.

WHEREFORE, the Petitioner prays that the Hearings Officer:


A. Grant this Motion for Voluntary Nonsuit as to the individual Respondents, Roderick MacDonald and Stephen Moltenbrey only.

B. For such other and further relief as may be just.

Respectfully submitted,

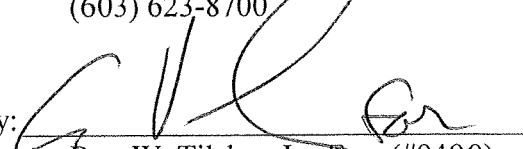
Bureau of Securities Regulation
By and Through Their Attorneys,
Bernstein, Shur, Sawyer & Nelson, PA

January 6, 2012

By: 

Andru H. Volinsky, Esq., (#2634)
Bernstein, Shur, Sawyer & Nelson, PA
670 N. Commercial Street, Ste. 108
P.O. Box 1120
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(603) 623-8700

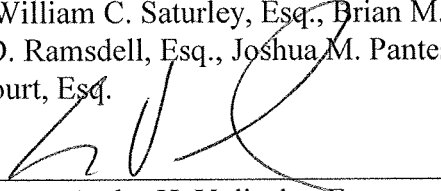
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By: 

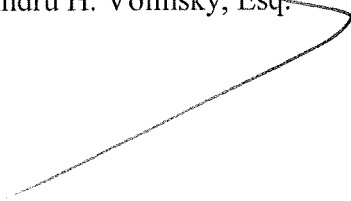
Roy W. Tilsley, Jr., Esq. (#9400)
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CERTIFICATION OF SERVICE

I, Andru H. Volinsky, hereby certify that a copy of the Motion for Voluntary Nonsuit as to Respondents Roderick MacDonald and Stephen Moltenbrey Only, was this date, forwarded to Jeffrey D. Spill, Esq., Earle F. Wingate, III, Esq., Kevin B. Moquin, Esq., Eric Forcier, Esq., Adrian S. Laroche, Esq., William C. Saturley, Esq., Brian M. Quirk, Esq., David I. Frydman, Esq., Michael D. Ramsdell, Esq., Joshua M. Pantescio, Esq., Mark E. Howard, Esq., and Jaye L. Rancourt, Esq.



Andru H. Volinsky, Esq.



STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION

IN THE MATTER OF:

Local Government Center, Inc.; Local
Government Center Real Estate, Inc.;
Local Government Center Health Trust,
LLC; Local Government Center Property-
Liability Trust, LLC; Health Trust, Inc.;
New Hampshire Municipal Association
Property-Liability Trust, Inc.; LGC-HT,
LLC; Local Government Center Workers'
Compensation Trust, LLC; and the
following individuals: Maura Carroll,
Keith R. Burke, Stephen A. Moltenbrey,
Paul G. Beecher, Robert A. Berry,
Roderick MacDonald, Peter J. Curro,
April D. Whittaker, Timothy J. Ruehr,
Julia N. Griffin, Paula Adriance, John
P. Bohenko, and John Andrews

Case no. C-2011000036

AFFIDAVIT OF RODERICK MacDONALD

NOW COMES Roderick MacDonald, after being duly sworn and deposed, and states as follows:

1. I have personal knowledge of all statements sworn to herein.
2. My name is Roderick MacDonald.
3. I currently am a retired school teacher. During my time as a school teacher, I served as teacher representative to the Board of Trustees of the Health Trust (Trustee), a position I held at all times relevant to this Affidavit.
4. Subsequent to the formation of the Local Government Center (hereinafter

"LGC"), I was appointed to the Board of Directors (hereinafter "Board") of the LGC, a position I also held at all times relevant to this Affidavit.

5. As both a Board member and a Trustee, I participated in discussions regarding the management of various programs stewarded by the LGC including the Health Trust and Property Liability Trust.

6. I was present at the April 7, 2003 Health Trust Board of Trustees meeting as corroborated by the Sealed All Boards Minutes from April 7, 2003 and the Health Trust Board of Trustees meeting of April 7, 2003.

7. During the All Boards meeting on April 7, 2003, I expressed concerns regarding merging the Health Trust Board with other Boards and the general merging the entities as was being discussed at the time of those meetings. See, Exhibit A.

8. At the meeting of April 7, 2003, the Health Trust Board acted under advice of counsel and counsel represented that all proposed activities were lawful, including those referenced in the petition filed by the Bureau of Securities Regulation, Paragraphs 9 through 15.

9. I expressed my concern that Health Trust specifically focused on health insurance. I was concerned that with the merging of the Boards, the focus on health insurance could be lost. See, Exhibit A.

10. I joined in the concerns voiced by both Stephen Moltenbrey and John Bohenko regarding the merging of the Boards and possible merging of funds between the entities, particularly any merging of funds between Health Trust and Property Liability Trust.

11. I joined in concerns expressed by John Bohenko that the bundling of services, particularly using funds from one trust to subsidize activities of other trusts was not

desirable.

12. I specifically expressed concern at the Health Trust Board meeting of April 7, 2003 that health insurance would be tied into other programs under the proposed merger which would mean if Property Liability was not doing well, health insurance would be tied into that. See, Exhibit A.

13. When the vote was taken at the April 7, 2003 meeting, I voted against the proposed resolution. See, Exhibit B.

14. My vote at the April 7, 2003 meeting is not directly reflected in the Minutes because, to the best of my knowledge at that time, it was the practice of Health Trust not to record individual votes identifiable by Board members.

Signed under pains and penalty of perjury.

Date: 27 OCT., 2011



Roderick MacDonald

STATE OF NEW HAMPSHIRE
HILLSBOROUGH, SS.

Date: 10-27, 2011

PERSONALLY APPEARED the above named Roderick MacDonald, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument and made oath that the foregoing statements made by him are true to the best of his knowledge and belief.

Before me,


Justice of the Peace/Notary Public
ANGELA J. MURPHY, Justice of the Peace
My Commission Expires November 29, 2011

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION

IN THE MATTER OF:

Local Government Center, Inc.; Local
Government Center Real Estate, Inc.;
Local Government Center Health Trust,
LLC; Local Government Center Property-
Liability Trust, LLC; Health Trust, Inc.;
New Hampshire Municipal Association
Property-Liability Trust, Inc.; LGC-HT,
LLC; Local Government Center Workers'
Compensation Trust, LLC; and the
following individuals: Maura Carroll,
Keith R. Burke, Stephen A. Moltenbrey,
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Roderick MacDonald, Peter J. Curro,
April D. Whittaker, Timothy J. Ruehr,
Julia N. Griffin, Paula Adriance, John
P. Bohenko, and John Andrews

Case no. C-2011000036

AFFIDAVIT OF STEPHEN MOLTENBREY

NOW COMES Stephen Moltenbrey, after being duly sworn and deposed, and states
as follows:

1. I have personal knowledge of all statements sworn to herein.
2. My name is Stephen Moltenbrey.
3. I am a retired police officer for the Town of Windham. Prior to my retirement, in my role as a police officer and President of AFSCME Local 3657, I was appointed to the Board of Trustees of the Health Trust (Trustee), a position that I held at all times relevant to this Affidavit.

4. Subsequent to formation of the Local Government Center (hereinafter "LGC"), I was appointed to the Board of Directors (hereinafter "Board") of the LGC, a position that I held at all times relevant to this Affidavit.

5. As both a Board member and a Trustee, I participated in discussion regarding the management of various programs stewarded by the LGC including Health Trust and Property Liability Trust.

6. I was present at the April 7, 2003 meeting of all Boards and of the meeting of the Health Trust Board, both of which are sealed meeting Minutes. During both of these Board meetings, I opposed both the co-mingling of funds between entities the use of Health Trust contributions to fund the Property Liability insurance and a workers' compensation fund. See, Exhibits A and B.

7. At the meeting of April 7, 2003, the Health Trust Board acted under advice of counsel and counsel represented the all proposed activities were lawful, including those referenced in the petition filed by the Bureau of Securities Regulation, Paragraphs 9 through 15.

8. During the All Boards meeting on April 7, 2003, I specifically voiced my concern on behalf of labor regarding the merger. I specifically expressed concerns that funds for the Health Trust and Property Liability Trust should be siloed. I specifically expressed concern that once the Boards combine, the money would be combined and expressed disagreement with that procedure. See, Exhibit A.

9. At the Health Trust Board of Trustees meeting, I expressed similar concerns, specifically expressing my concern that the employees or labor were stakeholders who needed to be protected in any merger.

10. When the vote was taken at the April 7, 2003 Trustee meeting, I voted against the proposed joint resolution. See, Exhibit B.

11. My vote at the April 7, 2003 meeting is not directly reflected in the Minutes because to the best of my knowledge at that time, it was the practice of Health Trust not to record individual votes identifiable to Board members.

Signed under pains and penalty of perjury.

Date: OCT 25, 2011


Stephen Moltenbrey

STATE OF NEW HAMPSHIRE
HILLSBOROUGH, SS.

Date: October 25, 2011

PERSONALLY APPEARED the above named Stephen Moltenbrey, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument and made oath that the foregoing statements made by him are true to the best of his knowledge and belief.

Before me,


Justice of the Peace/Notary Public

ANGELA J. MURPHY, Justice of the Peace
My Commission Expires November 29, 2011

--SEALED MINUTES--

ALL BOARDS MEETING

HealthTrust/Property Liability Trust/New Hampshire Municipal Association

April 7, 2003

PRESENT:

- HealthTrust Board of Trustees
Keith R. Burke, Chair, Superintendent, SAU #1
Stephen A. Moltenbrey, Police Officer, Windham
Paul G. Beecher, City Manager, Dover
Robert A. Berry, Assistant Superintendent for School Resources, SAU #27
Roderick MacDonald, Teacher, SAU #21
Robert L. Wheeler, Selectman, Goffstown
Peter J. Curro, Business Administrator, Londonderry School District
April D. Whittaker, Town Manager, Enfield
Timothy L. Ruehr, Business Administrator, SAU #29
Julia N. Griffin, Town Manager, Town of Hanover
Paula Adriance, Interlakes School Board Member
John P. Bohenko, City Manager, Portsmouth
- Property Liability Trust Board of Trustees
Pamela A. Brenner, Town Administrator, Peterborough
Robert A. Beauregard, Selectman, Town of Swansey
Laurent J. Biron, Business Manager, SAU #38
Phillip A. D'Avanza, Selectman, Goffstown
Michael F. Farrell, Town Manager, Hooksett
David R. Caron, Town Manager, Londonderry
David A. Stack, Town Administrator, Pembroke
Diane H. McClave, Selectman, Jackson
- New Hampshire Municipal Association Executive Committee
Paul G. Beecher, City Manager, Dover
David R. Caron, Town Manager, Londonderry
Leon R. Kenison, Selectman, Bow
Peter J. Russell, Town Manager, Meredith
Randall H. Bragdon, Selectman, Unity
Charles E. Connell, Town Administrator, Moultonborough
James Eich, Selectman, Stark
John B. Goff, Selectman, Pembroke
Carol M. Granfield, Town Administrator, Derry
Edmund F. Jansen, Jr., Selectman, Rollinsford
Maureen Lemieux, Director Administrative Services, Nashua
Diane H. McClave, Selectman, Jackson
James A. McSweeney, City Manager, Lebanon
George N. Olson, Town Manager, Exeter
Joseph E. Stone, Selectman, Deerfield
April D. Whittaker, Town Manager, Enfield

All Boards Meeting
April 7, 2003
LOGG0004921

STAFF PRESENT: John B. Andrews, Fund Administrator/Executive Director; Sandal R. Keefe, Deputy Director and Chief Financial Officer; Wendy Lee Parker, HealthTrust Manager; Jonathan G. Steiner, Property Liability Trust Manager; Donetta J. Haley, NHMA Director of Human Resources; Eleanor Baron, NHMA Communications and Member Services Manager; Shelley Walts, HealthTrust Marketing Manager; Maura Carroll, NHMA Legal Counsel; Gail Wilson, Human Resources Coordinator; Carolyn Hoeker, HealthTrust Administrative Coordinator

CONSULTANTS: Robert J. Lloyd, Esquire, Legal Counsel; James C. Pritchard, President, Pritchard Consulting

Paul Beecher called the meeting to order at 9:40 a.m.

Paul Beecher thanked everyone for taking time from their busy schedules to attend today's meeting "to look at our future. In September or October, we talked about looking at our Boards and the future." Paul referred to the Joint Competition Committee that has had several meetings since October. Paul advised that this Committee was composed of representation from the Boards and staff of the New Hampshire Municipal Association (NHMA), HealthTrust (HT), and Property-Liability Trust (PLT). Paul reported that, "we looked into the future to see how we could make our organization better. James Pritchard was brought in to facilitate that process. Mr. Pritchard will lead us through today's presentation."

Mr. Pritchard advised that, "I will walk you through the recommendation which is in the packet that you were given today." Mr. Pritchard encouraged all attendees to note any questions that may arise during the presentation to be addressed upon its completion. However, "if you have any questions of an urgent nature, you are welcome to ask them as we proceed. We will have the Chairs of the three entities address any additional questions or concerns at the completion of the presentation."

Mr. Pritchard stated that, "this has been a very interesting process to be involved in—helping to come to a common understanding and a plan."

Mr. Pritchard referred to the PowerPoint presentation entitled, "Competition Committee Charge," which is attached to these minutes. Mr. Pritchard referred to page 1, slide 2, where NHMA's history is summarized from 1941 to the present. "Presently, about 2/3's of staff are engaged in risk-management activities. You are a not-for-profit organization." Mr. Pritchard advised that there is a necessity to be aware of your market share of customers and "the competition that is out there. That was the reason for this—to see where the competition is today. Over the years, there have been companies that have come and gone. One group that has stayed is PRIMEX³. That group has spent a fair amount of time to see what we should be worried about. They are marketing STD/LTD; they recruited a former HealthTrust Trustee as a consultant on their staff; a relationship with SchoolCare was formed; they merged with the School Boards Insurance Trust; they have partnered with Harvard Pilgrim to bid health coverage—a recent development; and, they have created a reinsurance company that is based in Washington, D.C.—being domiciled there allows them to use the company for health coverage." Mr. Pritchard added that "they have begun to expand services beyond risk coverage, or directly risk-coverage related; no dues are collected. They also have a significant amount of money."

Mr. Pritchard advised that the Board members that participated in the Joint Competition Committee are noted on page 2, slide 2, of the presentation. "They met along with senior management staff."

Mr. Pritchard commented that "the first meeting of the Committee was on November 18, 2002. I was not at the first meeting. When I did meet with them, it was clear that the group was taking this very seriously. Multiple viewpoints were being presented. At times, there was even dissent."

Mr. Pritchard stated that the Committee participants "pinpointed challenges—i.e., the organization is slow in making decisions; they tend to be siloed, etc. They kept thinking about these things as it went along. Three alternative scenarios were considered as follows:

- No change in structure – Try to put things together internally
- Two-board model
- Single-board and single-organization model

They concluded that the single-board/single-organization model was the best scenario."

Mr. Pritchard advised, "Labor concerns were brought back to the Committee. A meeting was scheduled for January 15, 2003 to discuss labor's concerns and to look for middle ground."

Mr. Pritchard continued with page 3, slide 2, of the presentation and noted the "pros" and "cons" of the single-board/single-organization model. Mr. Pritchard stated that the last item in the "Pros" column—Easiest model to allow staff empowerment—" was discussed a great deal. Staff would be able to take action and make decisions more quickly."

Mr. Pritchard stated that slide 1 on page 4 illustrates each of the three entities—NHMA, HT and PLT—as all being under the Local Government Center. "The name of each entity would be retained."

Mr. Pritchard noted that, "the present organizational features would be maintained:

- Non-profit status
- Membership in NHMA would still be required to participate in risk-management programs."

Mr. Pritchard directed attention to page 5, slide 1. "This is what the transition would look like. It would be a more streamlined structure."

Mr. Pritchard reviewed slide 2 on page 5, which represents the details of the new single Board. "There would be a staggering of initial terms."

Page 6, slide 1, indicates the important components of the new Board governance. Mr. Pritchard noted that, "the NHMA would be relinquishing Trustee appointment and removal power; that would go to the Local Government Center Board of Trustees."

Mr. Pritchard stated that slide 2 on page 6 is a representation "of what the new structure would look like under the proposal. To deal with advocacy issues, a committee would be created made up of twelve municipal representatives and others; they would be elected to this. Their sole job would be for policy. They would be segregated as a separate entity. There would be a President

to 'steer' that committee. There would also be a series of committees. This would make things more streamlined." Mr. Pritchard stated that the Risk-Management Committee would deal with loss prevention and wellness; it would be more of a technical committee. "All of those committees would have a Chairperson appointed by the Local Government Center President."

Mr. Pritchard referred to page 7, slide 1, and noted that, "dues and service revenue would continue. Some would go to 'Municipal Policy Development and Advocacy,' and some would go to all other services of the Local Government Center—i.e., communications, administrative services for all activities, marketing, legal, etc."

Slide 2 on page 7 notes the new proposed Mission Statement. The new proposed Vision Statement is indicated on page 8, slide 1. Mr. Pritchard stated that the Vision Statement depicts "where you would take this organization; this will broaden the mission. This notes that you are not just in the business of creating healthy environments, but you are in the business of doing more. You are serving the public. It is a range of things to help members operate more efficiently. It would be across the board over all groups."

Mr. Pritchard continued on to slide 2 on page 8 and noted that "we do not want to change some of the core values as follows:

- Honesty and integrity
- Service to the members above all else
- Excellence in reputation; being part of something special
- Hard work and continuous self-improvement
- Member driven – a distinction from the competition."

Mr. Pritchard stated that the guiding principles of the organization would be to:

- Maintain openness to change
- Maintain expertise of staff
- Hear and respect unique concerns of all communities of interest
- Stay focused on the mission

Mr. Pritchard advised that, "there are some compelling reasons for going to a single-board model as follows:

- Coalesce around a common vision
- Empower staff to innovate and serve – There was a lot of talk about this. This model would empower staff to do what is necessary. This would get the Board out of micro managing. It would bring people together statewide.
- Improve understanding of varying viewpoints (foster partnerships of members at the local level; create better working relationships among all communities of interest: members, employees and partners) – It will help us to build consensus and understand other parties. They thought that if we can cooperate in the long term, we will see it in communities and get a more win-win mindset.
- Service all the needs of local governments and their officials/employees
- Recognize unique strengths of different participant entities

- Focus on education – There will be a task here and the ‘Year of Education.’
- Create efficiencies in operations
- Maximize use of available resources
- Address future competition
- Streamline governance and committee process – This would allow you to maximize use of resources. Even if competition was not there, this would be a better way to operate; this should provide more comprehensive services – a wide range of services for a wide range of needs. It would be one-stop shopping.

They felt this would create efficiencies. There would be less duplication of the supervisory structure.”

Mr. Pritchard summarized the effect this would have on the organization and employees. “The Committee sees:

- Evolutionary change
- Broader vision of whom we serve
- Greater staff empowerment
- Better coordination of member services, communications and contracts
- Cross-training of staff: a team analogy – team members have their specialties, but can also help others
- One Board – There would be fewer committees and meetings.
- New staff with varied expertise
- No job losses, but jobs may change
- More shared resources for new/expanded services

The Committee acknowledged that it would take time to make it happen.”

Mr. Pritchard stated that “the presentation is a capsule view of the proposal.” Questions or comments were encouraged on any aspect of the proposal.

Bob Wheeler questioned the funding diagram (page 7, slide 1) and requested clarification of the use of income.

John Bohenko referred to page 5 of the presentation and inquired as to whether the twelve school members would also have to be members of HT or PLT. Paul Beecher responded that, “it was the intent that they would be members.” John Andrews stated that “the twelve school members would have to buy a product, but the twelve municipal members would not have to.” Paul added that, “we could make that stipulation.” Dave Caron stated that, “I think we looked at paying dues to NHMA. The same criteria would extend to the school folks.” John Andrews commented that, “actually they do now. They pay dues according to the number of employees.” John Bohenko continued with, “would they still pay dues to NHMA also; would there be a choice? What would prevent someone to drop out of NHMA and have the school department pay the dues?” John Andrews stated that, “I think our current bylaws would prevent that. It has always been a requirement.” Paul added, “to follow up on your question, down the road we will have to look at a lot of different opportunities to increase membership. What you are describing could

be a reality at some time.” John Bohenko continued with, “NHMA just becomes a product. So, if I do not want to buy lobbying services, why should I have to be required to buy it in order to buy the product of HT or PLT?” Keith Burke stated that, “I think the key is to get the groups to work together—synergy.” Paul reiterated that, “it is something that we will have to look at.”

Timothy Ruehr stated that, “it sounds like you are starting to set up bylaws for the new organization, but what about the 2/3’s class requirement. There is only one county person; that one person would have voting power over the whole group.” Paul Beecher commented that, “it is something that would have to be looked at.” John Andrews noted that, “when you are bringing together diverse groups, there is some hesitation that people could be protesting being eliminated from the Board.” Timothy stated, “I understand that.” Keith Burke added, “You raise a good point about the power of that one person. You would probably have to assign that one person into another group.” Paul stated that, “it will have to be worked out.”

Bob Berry queried if there would be two presidents. Paul Beecher responded in the affirmative. “The president of the new Board would be running that one.” Bob continued with, “would our Board still have control over that advocacy group?” John Andrews responded in the negative; “however, they would have control over all the other services.”

Bob Wheeler noted that, “at the local level, whether schools, municipalities or counties, there will be a time of competition for resources. What discussions did you have about getting too far out in front of the local level of combining these two things and getting what you want to attain?” Paul Beecher responded that, “we did have that conversation. We hope with the merging that our service delivery will get better. Our customers should not notice anything happening. We hope it will work out.”

Keith Burke queried, “How do we bring these entities together and create synergy? We have the same goals and goodwill in mind for all our members.”

Bob Berry inquired as to what some comments were from labor. “I would like to know what the pros and cons were.” Steve Moltenbrey stated, “labor does have a couple of things to say about this, but maybe you want to get other questions answered first.”

Ed Jansen stated, “When I look at this organization in the future and look at the Board of Directors composition, there are 232 municipalities. Municipalities would be completely outvoted on this Board. I saw in the past that Board members need some expertise in different areas. You have to be selective of the kind of people you get on this Board. The schools could outvote us in time. I am concerned about the perception that we are not serving everyone.”

Mr. Pritchard reiterated that there may be concerns with perception and expertise.

Paul Beecher advised that “part of that we never did discuss—the perception—and particularly the smaller communities. We tried to get away from that. I carried the same reservations that you have. We are all giving up a lot of something, but in the long run, it will be better for the organization. I see a whole lot of things evolving. I do not know how to answer your question about perception. We will have to think about that.”

John Andrews offered that, "I think we have to be careful and get a cross section of all the communities and make sure all points of view are represented. It is important to maintain that connection of every member. Everyone who serves will have to be conversant of all issues. Everyone will have to learn. It takes about a year until you figure out what decisions have to be made; there will be a training period."

Keith Burke stated, "when we bring people together, we like it to be people with different perspectives; not just a representative of a specific school district or town, but as a whole. It makes our decisions fruitful." Carol Granfield noted, "Following up on your comment, I think it will be important for that group to work as a whole and hopefully these people will be able to do that. The composition may need some tweaking. I think the schools could have a slightly different composition; I think it should be a little less than the municipalities. There should be a few more on the municipality side."

Bob Beauregard noted that, "I think that the perspective we are talking about here is that our two Trusts are one already. I know in our town, I thought it was all one and was shocked to find it was three entities. I think it fulfills what we really are. Tweaking will need to be done."

Dave Stack inquired as to whether there is a population division. "Is there a written breakdown?" John Andrews responded in the negative; "we try to keep more elected officials. I see other leagues have 2/3's of their boards comprised of management. I do not think that is healthy. There are others that have all elected officials."

John Bohenko commented that, "presently, the NHMA Board appoints Trustees of HT and PLT. So, we are really one organization and NHMA is the holding company."

Timothy Ruehr requested to "talk a little more about the Mission Statement. It is the driving force behind the Trust." Keith Burke advised that, "This is the mission of the overall organization. The individual initiatives below that will still have the best product at the best price. This is the mission of the whole entity. We even have different missions of our sub-committees. We think that is part of our strength. We think we can be stronger." Paul Beecher added that, "I think that could be incorporated into the Mission Statement as well. We try to be very cost effective and cost conscious."

Jim McSweeney inquired as to how many SAU's are in New Hampshire. Wendy Parker responded that, "there are about 86; we insure approximately 70." Jim continued with, "we know the makeup of the design represented and the variety that we are talking about; can you share some of the discussion you had?" Paul Beecher added, "HealthTrust is a good example of a diverse Board; from my perspective one as diverse as we are proposing is good. We thought this was representative." Jim asked if this type of makeup would be able to compete with PRIMEX³. Paul noted that, "what we tried to stress in this whole process was to empower staff as PRIMEX³ does. That is the main point here." Keith Burke emphasized that, "I think it is important to note that this is not about PRIMEX³. It is about the changing landscape. We have to find ways to work together. PRIMEX³ keeps us sharp. The focus is on how we can evolve as a total organization to make it stronger and better for members."

Michael Cryans queried if the number of members on the Board was a point of discussion in the meetings that occurred. "That is a lot of Board members." Paul Beecher replied that, "it has not

been resolved. Hopefully, there will be more efficiency.” Keith Burke added that, “it is a matter of perspective. I did not think HealthTrust’s Board would work, but it does.” Dave Caron stated that, “my vision is that this Board would meet about four times a year and operational issues would go to sub-committees.” John Bohenko asked, “has the School Boards Association, or County Association, said anything about this? Has the School Boards Association been asked to come in?” Paul stated, “that is what we are envisioning, but we have not reached out to other groups yet.”

Jim McSweeney inquired as to “what is wrong with the thinking if a community belongs to the Municipal Association, and we are talking about the Local Government Center. School boards are part of the municipalities.” Paul Beecher noted that, “I think that is part of the thinking. We wanted to get this to you as soon as we could. We can create an opportunity here for all kinds of change to occur. In the long run, the change will be given to the towns, cities and schools.” Jim queried if a school employee group would be part of that also. “Why make a distinction?” Peter Russell offered, “There was a lot of discussion about what we do on issues of the different groups. We really did not ‘nail down’ the answer to that.”

George Olson referred to page 6, slide 2, of the presentation and asked about the NHMA Issues Committee; “what is the thought there?” Paul Beecher responded that everyone on the NHMA Board would stay and others may be added.

Ed Jansen stated that, “I like the concept of the Local Government Center.” Ed noted that, “currently, I think all the member towns pay a fee. School boards pay a separate fee; would they pay another membership fee?”

Jim Eich inquired as to whether PRIMEX³ “is the catalyst pushing us into this.” Paul Beecher responded that, “it caused us to look at this. As you sit down and discuss it, and my exposure on HealthTrust, you realize that the evolution part can be something good. We are all living together under the same roof and trying to provide the best service at the best price. If we have the opportunity to bring the School Boards Association and others into this, it would be admirable.” Peter Russell commented that, “if we do this, it would be the first in the country.”

John Bohenko interjected that, “as I understand this, NHMA would set the legislative agenda; they would be the Legislative Committee.” Paul Beecher advised that, “I already admitted my skepticism about this because historically an entrepreneur like this will be greeted with skepticism. However, I think it will work out just fine. Steve Moltenbrey and Rod MacDonald came with their perspectives, and I see things as I would not have seen them. In the end, I think the thing we create will be much better than what we have.”

Steve Moltenbrey noted that, “I do not know who received mailings from various labor unions, but some people did get them. The bottom line is that labor is apprehensive. Some of that may be the result of ignorance, and for others it may be because we are getting out of the comfort zone.”

Paul Beecher introduced Steve Moltenbrey to the attendees. “Steve is a police officer in Windham and President of AFSCME Local 3657.” Steve commented that, “this is the largest union in New Hampshire. I have been a Trustee for four years. It has been an education for me. I have a tendency to try and keep an open mind, but also take into consideration that my

members will be affected. We have different interests and different perspectives. When I hear that we will serve our members better, I wonder if that will happen. My membership likes the silos. There are efficiency issues, but I believe they can be tackled in the present structure.”

Steve Moltenbrey commented that, “my telephone rang all weekend. The messages were that when we start combining the Boards, then the money would be combined. I cannot disagree with that.”

Steve Moltenbrey advised that, “since sitting on the Board, I have seen us pay more attention to members. I know that was being done before I was there. I think this move will reverse that. We want to keep it simple, and we want our health insurance company to stay in the health insurance business. I cannot deny that it makes good sense. If we become more like PRIMEX³, that is not good. PRIMEX³ has never been labor friendly. We will move closer to their structure. I like the Board structure, but I cannot support the concept.”

Paul Beecher responded to Steve Moltenbrey’s statement with, “to allay one of your concerns, I think it would be possible to segregate funds out so that employee contributions would never be used for anything else. I think the monies could be segregated. We will now have a greater responsibility to a varied constituency.”

Keith Burke stated that, “I do not think we are becoming more like PRIMEX³. I think we are trying to become an organization that will be better for our members. Some for-profit companies have had to diversify to stay in business.” Bob Wheeler noted that, “the New Hampshire Retirement System (NHRS) keeps employee and employer funds separate.”

Rod MacDonald commented that, “HealthTrust has always focused on the health insurance package. In the last fifteen years, health insurance has been the biggest issue at the teachers’ association. I don’t want us to lose that focus. I really feel that by combining, we will lose that focus.” Keith Burke replied that, “I do not think we will lose that focus. I think it will strengthen the focus. I think if we stand alone as an individual entity, it will be difficult to meet any competition. By standing together, we can continue to provide good healthcare services. Without this merger, we stand to be ‘bowled over’ by the competition. It may not be until five years from now, but I believe it will occur. I think ultimately, this is better than what we have now.”

Jim Eich inquired as to whether a mechanism could be created to undo this if it does not work. “I think it would be important to at least think about that.” Paul Beecher stated that, “I never thought about that. I think common sense would dictate that. If a consultant came to us and said it is not working, we would change.”

Jim Eich advised that, “I think you should have a neutral consultant to have a look at this for one, two, or three years. I think I would want it audited and not only for finances. There needs to be some mechanism to look at that.”

Bob Wheeler stressed that, “the politics of the situation will determine if it does well. I think the judgment will be in the political arena.”

Jim McSweeney queried if any information relative to this initiative has been sent to groups. Paul Beecher responded in the negative. Jim continued with, "I thought I heard that some groups were able to hear and comment on it." Paul emphasized, "that is not so." John Andrews stressed that, "we have not made a presentation because we thought everyone should get the information together." Maureen Lemieux referred to the meeting on January 15, 2003 where labor concerns were discussed and noted that, "the information we received a few days ago may be what they are talking about." Paul Beecher advised that "others were invited to that meeting, but they did not attend." Keith Burke reported that, "Dave Lang, who is currently President of the Professional Fire Fighters of New Hampshire, was a member of HealthTrust's Board. He knew this was happening. Wendy Parker and I went to talk to him and urged him to stay on the Board and make his voice known throughout the process. He opted to resign. You have to decide how much weight his perspective should have been given." Paul Beecher added that, "Dave Lang was a good Board member for many years and brought good perspectives to the meetings. Instead of working with HealthTrust, he has chosen to file a lawsuit on right-to-know issues."

Chuck Connell noted that, "my concern is dilution as well. I realize very much that as a municipal government we need health insurance. As a partner, we need good relationships with the school districts. I realize in the interest of attracting our employees, we need an open and honest dialogue with labor groups. If you talk about schools, we very often share common goals. There seems to be a number of groups that represent their interests. My question is, who represents municipal government? The smaller the town, the more they look to NHMA for a voice in those interests that are municipal and are sometimes at odds with others. Through the structure you are recommending, the focus is diluted. Municipal and county government would be at odds. I am concerned about who is left to represent the interests of municipal government."

Paul Beecher stressed that, "NHMA will not go away. Everyone has their own constituent groups. We did not want to lose what NHMA is. What you said were my concerns in the beginning. I want to see if we deliver better services, products and prices than before. I do not think you will lose anything in doing this. The NHMA Board stays intact."

Dave Caron stated that, "if you look at what we provide, the bottom line is if communities are less efficient, costs rise. Where do I get these dollars from? We are asking NHMA to work for municipalities. We have to work more as a partnership and hard decisions will be made easier."

Mike Farrell noted that, "I have been on the Competition Committee and on the PLT Board for eight years. As part of the Competition Committee, I do not agree with a lot of the details. That will have to be worked out. I do believe that we are a very bureaucratic organization and one Board is the way to go. I have had a lot of experience of competing with PRIMEX³. Like it or not, we are competing with PRIMEX³. If we do not meet the competition, we will not survive. The police are saying they do not want representation on the Board. If that is what they want, then maybe we should give them that. If we do not get rid of the silos, we are going to lose the farm." Keith Burke stated that, "I do not think Steve Moltenbrey said he does not want representation."

Chuck Connell asked, "I heard you say, there will be NHMA as a separate entity. Does this take municipal government out of the decision-making process?" Paul Beecher replied in the negative. "I thought that at first. It was pointed out early on that Steve Moltenbrey and Rod

MacDonald have their own organizations for their constituents. NHMA becomes a separate lobbying group. It does not go away, but it is different.”

Phil D’Avanza stated, “a thought on the municipal level; the Policy Committee currently deals with municipal issues. We have officials from municipalities on the Policy Committee. Will we now have school officials?” Paul Beecher responded in the negative. “We have to look at our representatives as a Trust. If you think about it long enough, we are now looking out for two different sets of customers, but the interests are the same.”

Bob Beauregard noted that, “as a Selectman in a small town, we are in politics, like it or not. We have to look out for the good of all—i.e., taxpayers, employees, etc.—within our money constraints. We do the best we can to strike a balance between everyone’s needs. I think that is the strength the new organization would give this new organization. We deal with this issue all the time. I would urge this group to support the new organization.”

Steve Moltenbrey emphatically stated that, “I never represented that the police did not want to sit on the Board. We do want to sit on it. We presently have a voice, and we feel we would be losing it to some degree. That is what is going to distance the organization from labor. We want a voice.”

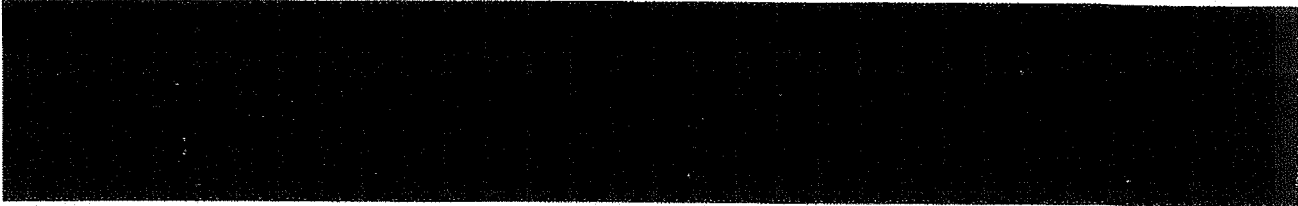
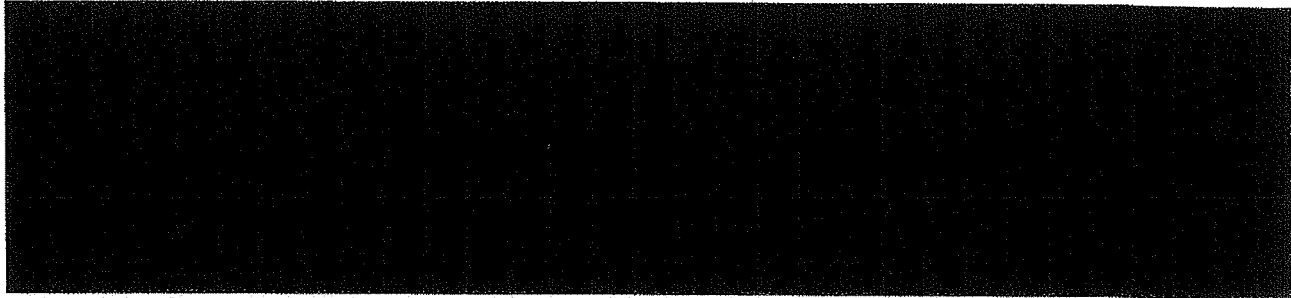
Mike Farrell stated that, “I apologize if that is not what was said.”

Dave Stack clarified that “Steve Moltenbrey did not want anything to do with issues other than for health insurance. Now we have to work out the details.” Dave inquired as to where the training goes; “is it under NHMA?” Paul Beecher stated that, “it stays. You will still have Maura Carroll doing what she does.”

Chuck Connell referred to page 7, slide 1, of the presentation and stated that, “Now the decisions will be split.” Paul Beecher noted that, “NHMA is member driven. That will not go away. The organizational structure under this is the key thing. If in the future, we are not providing better and more effective service to our customers, then we will go back to what we were. We are trying to listen to Steve Moltenbrey’s concerns. This will be an experiment.” Chuck continued with, “the Municipal Association was formed to provide service to communities. Are we transitioning from a municipal association providing service to an insurance organization?” Paul Beecher reiterated that, “the NHMA is not going away. They have a responsibility to 234 communities. They provide lobbying services and policies that our constituents vote on. We will have to do that.” Chuck emphasized that, “I am not speaking against this. I am faced with a concept today that you have been working on for months.”

Leon Kenison noted that, “I am a Competition Committee member. We want to sell business products to remain competitive and giving the least cost product to our people. We need to migrate from a government model to a business model. I think that needs to be done to remain competitive—i.e., a single Board. There seems to be only one way to go here to provide better value.”

Jim Eich stated that, “in a lot of the brochures that I see in the town office, it seems like they (PRIMEX³) are trying to get into our business.” Paul Beecher commented, “That was addressed early on in the discussions. They have always and still are trying to be competitive with NHMA.”



Peter Russell stated that, "some people said 'why bring this forward.' A number of years ago, we considered having a product that would join health insurance and Workers' Comp together. That would take a vote by each group. Under what we are talking about, it would be only one group that would decide. Right now, it would probably take about six to twelve months to bring a product on board. Under the new structure, it could be brought forward quickly."

Ed Jansen commented that, "years ago, PLT was not an insurance company; we were an insurance pool. Now we are talking about insurance companies. Is there a change from an insurance pool to an insurance company?" John Andrews stated that, "currently, you are incorporated; you need some corporate person." Ed reiterated, "Is there a change here? Will we still be an insurance pool?" John responded in the affirmative.

Timothy Ruehr interjected with, "I have heard a couple of people say, it is not run like PRIMEX³. How does this change put us in a better competitive stance? Right now we are very different from PRIMEX³. From the members' standpoint, how does this differentiate us?" Paul Beecher replied that, "PRIMEX³ has not had a good relationship with labor. To the customer's eye, nothing should change. We hope to provide better service by getting the staff together and having one person go out and talk to a municipality or a school. I do not look at it as competition

except to provide better services. Timothy clarified, "so members will only have to call one person to get everything." Paul responded in the affirmative.

There being no further business to discuss, the meeting was adjourned at 12:00 p.m., and all Boards entered a meeting for their respective Board to further discuss and vote on the issue at hand.

Respectfully submitted,

Carolyn Hoeker
Administrative Coordinator

John B. Andrews
Fund Administrator

--SEALED MINUTES--

HEALTHTRUST BOARD OF TRUSTEES MEETING

April 7, 2003

PRESENT: Keith R. Burke, Chair, Superintendent, SAU #1; Stephen A. Moltenbrey, Police Officer, Windham; Paul G. Beecher, City Manager, Dover; Robert A. Berry, Assistant Superintendent for School Resources, SAU #27; Roderick MacDonald, Teacher, SAU #21; Peter J. Curro, Business Administrator, Londonderry School District; April D. Whittaker, Town Manager, Enfield; Timothy L. Ruehr, Business Administrator, SAU #29; Julia N. Griffin, Town Manager, Town of Hanover; Paula Adriance, Interlakes School Board Member; John P. Bohenko, City Manager, Portsmouth

STAFF PRESENT: Sandal R. Keffe, Deputy Director and Chief Financial Officer; Wendy Lee Parker, HealthTrust Manager; Carolyn Hoeker, HealthTrust Administrative Coordinator

CONSULTANT: Robert J. Lloyd, Esquire, Legal Counsel

Keith Burke called the meeting to order at 12:15 p.m.

Keith Burke noted that, "we are here to answer questions, have more discussion and take a vote on the joining of the Trusts."

John Bohenko stated that, "I think I have not made a decision yet because of what Bob Lloyd said [REDACTED]. The one I favor the most is the holding company with the separate L.L.C.'s. If you said there has to be a commingling of assets, my vote may be different."

April Whittaker commented, "If one of the companies fails, do the other companies have to take up the liabilities." Bob Lloyd responded [REDACTED].

Keith Burke interjected with, "when we talk about commingling of funds, you can if you want to. If we need help from Property-Liability Trust (PLT), we can get it and vice versa, but that is a decision for the whole Board to make." Bob Lloyd stated [REDACTED].

[REDACTED] John Bohenko inquired as to how things could go back to the way they were in the future if this does not work; "would you need a 2/3's vote?" Bob noted [REDACTED].

[REDACTED] Keith added that, "we are trying to make something complete that is simple."

Julia Griffin stated that, "it will lose its autonomy." John Bohenko added, "it becomes a tenant; it reverses its role. The Municipal Association can now add or drop a product; it is not a policy-making entity." Bob Lloyd noted that, [REDACTED] Keith Burke continued with, "but, they still can do the core things that they do; that remains in place."

HealthTrust
Board of Trustees Meeting
April 7, 2003
LOG000569

John asked, "Do you see the Municipal Association doing important things." Paul Beecher responded in the affirmative.

Peter Curro queried if "we are reversing ourselves." Keith Burke stressed that, "HealthTrust will still have its identity, but we would have more flexibility. It would now be a self-renewing Board. It separates the entire body into a collective entity."

Paul Beecher advised that, "NHMA is giving up the most in this deal. It does not give up identity, but it gives up its policy-making capability. Is that good or bad? I think it has to have some control over hiring and firing. I do not see it as a managing association." Keith Burke added, "I was opposed to keeping NHMA in this makeup at all. However, the more we had discussions, I realized that by combining synergies, NHMA can give help to school districts and municipalities."

April Whittaker queried Wendy Parker on the following scenario: "you are a point person. You get a call from a town about all your packages. Do you do PLT and HT?" Wendy Parker responded with, "hopefully, one person will be going in and bringing specialists. The resources will be available. Things will change." Paul Beecher asked, "How can we utilize staff better? In our local level, it takes a long time to do things. It takes time to spend money. We create an organization like ourselves. We have good staff on both sides of the equation. This is to empower them to do things more quickly. The organization would migrate to what we want it to be."

Julia Griffin stated that, "when I sat on the PLT Board, we thought HT had their head in the sand. On HealthTrust's (Board), I recognize the value of being in two places at one time. It is important to have one Board aware of the big picture."

Steve Moltenbrey noted that, "one of the things that I have seen is too much hierarchy. Empower staff. I do not think this would be the cure to that. I think we can solve the problems without doing this. We are going to alienate the people at the table now and that will not be a benefit. When employees did not co-pay, it was different. They are now stakeholders."

Paul Beecher stated that, "I will put on my NHMA hat. If I was a school or municipal person, now I will have input where I never did before. I am willing to vote today to do that. I think it will be good for labor to do that. I think the opportunities created are boundless. The organizational things that can occur will be even greater. I do not think we are taking a step back. I think both Trusts believe in customer service. We are going to be working for the same things we are working for today, however, the 'landscape' is changing."

Keith Burke emphasized that, "the amount that NHMA is willing to give up to make sure this entity can flourish is quite high."

John Bohenko offered, "as a municipal government, we spent \$6 million in health insurance and \$325,000 for PLT. I would like to have assurances that some of the Board seats be will be appointed by size so that the small, medium and large are represented based on premium size. Health insurance is 10% of my budget, and I will be slighted if I am not on this Board. We have so much of our money going into this. I think we will have to set something up for small, medium, large and offer property liability insurance also. I have to agree with Steve Moltenbrey

and Rod MacDonald on premium share. Our employees pay 16% premium share; that is probably about \$2,400 a year. I agree 100% with Steve and Rod."

Paul Beecher commented that, "my reason for going on HealthTrust's Board was because my premiums were going up. Then I realized what a great group it was. That group does a good job. I think probably the overall philosophy of the way we put people on the Boards is to find diversity by size and geography. You have to have representation from both the school and city side. Premium size is based on the size of the population."

Rod MacDonald offered that, he was encouraged to be on the Board because the teachers were concerned about Indemnity disappearing. "In my old school district, I have been on both sides. I will tell you that five years ago, two teachers from my school approached me and said we want to look at alternatives. I was the only one that said no. They came back and said there are things out there, but it is not the same. You will get people focused not just on health, but also on all the insurance." Keith Burke stated, "I disagree. We will be market driven. We talk about consumer-driven healthcare. We have pressures at the bargaining table. The whole idea will not change—the best possible coverage at the best possible price; they go together. I am not only a Trustee, but I am also a consumer."

Paula Adriance noted that, "one of the reasons I agreed to serve on this Board was to learn. One aspect that interested me was that with this change, we will alleviate the conflict between schools and towns. We should not be tearing our towns apart. I see this as a leap forward."

Paul Beecher stated that, "Dover has its own school district. The City Council sets the Board's budget. I think what is more critical is the relationship between the City Council and the school Board. I have seven contracts. Each one is specific to health insurance. That is not going to change very fast. Our unions are happy; they like Indemnity plans. They are not going to give them up. I will try to get more of a co-pay."

John Bohenko stressed that, "I am more concerned about the Local Government Center being a holding company. I have to be a member of the Municipal Association. [REDACTED]

[REDACTED] John continued with, "the Association will just be a policy-making group." Bob Berry noted that, "NHMA is a non entity." Keith Burke interjected with, "I would not characterize it as that." Bob Berry added that, "the Local Government Center will be the governance sector."

Timothy Ruehr commented that, "HealthTrust has a large market share in the State, however, they may not stay this strong. There is only one other supplier. We are sitting comfortably. If the 'landscape' does not change, that is all right; but that may not happen. I do not know much about the PLT side. Are we putting HT at risk by doing this? Are there other things driving this?" Keith Burke responded with, "I do not think we are doing it for any other reason, but to be more competitive. Maybe we will have to help out financially. In five years, it may be the other way around. I like the idea of merging the two groups and the strategy, but, you have to be careful not to take away from this entity."

Rod MacDonald noted that it was stated earlier that it would not be necessary to have both health and property liability insurance. "Could the new Board change that rule?" Keith Burke responded that, "they could probably do whatever they want. The market will dictate. We have never forced anyone to take dental." Rod expressed the opinion that, "if PLT was not doing well health insurance would be tied in with it." Keith replied that, "it could drive the market share away. The Board would have to make that decision." Bob Lloyd stated [REDACTED]

Paul Beecher commented that, "I think the one-Board concept allows jettisoning of a product rather than bailing out with other monies. With the two-Board concept, they are waiting for us to bail them out. The decision would have to be made by that Board. You have to have faith in the people at the table. I cannot see them doing anything foolish." Julia Griffin concurred with Paul by noting, "I think you are right. PRIMEX³ is offering packages. If you bought property liability, you could get disability or Workers' Comp. My main incentive in pushing this strategy is that the structure of an organization has a lot to do with how the staff is empowered. I think they need to be one group. If they are going to be responsive to the customer, they have to be responsive to what they want. I think staff may be streamlined. It will cost you less. Regarding enhanced member services, we need it, and it took a long time to do. It took a lot of effort. I have a sense that this Board is taking on an enhanced responsibility in the merger. I think you will see a pretty high-powered group. I think that will be a good thing. You will have a Board making more focused decisions. My observation of the Executive Committee is that they are the most unwieldy group I have ever seen."

John Bohenko referred to "bundling" services and expressed concern with having a subsidy going to Workers' Comp or PLT. "I would be concerned if PRIMEX³ did the same thing. I am concerned that if HealthTrust, or the Board, should now say we are going to 'bundle' products that it may push up the premium share; I have a problem with that." Keith Burke stated that, "here you have some influence on where the money goes."

John Bohenko noted that, "I have fifteen collective bargaining agreements. HealthTrust has 'locked up' the Blues. The Blues is a product that the unions like." Keith Burke offered, "I think you are giving a lot of weight to the collective bargaining agreements. I have seen collective bargaining units give things up for more salary."

Michael Cryans made a motion, seconded by Julia Griffin to accept the Joint Resolution as written.

Discussion ensued relative to the motion on the table.

Rod MacDonald stated that, "the feeling of employees is that health insurance is under siege. I think we will lose support."

Paul Beecher noted that, "when the GMR comes through for Dover, my insurance premiums will rise \$600,000. My City Council said to come back with no increases. That means letting thirty-nine employees go. The rest of my costs have not gone up more than 1%."

John Bohenko commented that, "you now have 'bundling' going on. The teachers at the bargaining table will increase premium share if they can have what they want. I do not like the idea of 'bundling.' If we are subsidizing PLT, I do not like that."

Julia Griffin clarified that, "we are not 'bundling' yet. Our competition is. We need to be prepared for that environment. We need to have staff working on the same page and that is not happening now."

John Bohenko expressed concern about voting on the "Joint Resolution" today. Keith Burke stated that, "you have to start somewhere." John responded with, "I think to vote today is not right. I will vote against it."

Rod MacDonald asked, "if this passes today, is this up and running by July 1, 2003?" It was concluded that if the resolution passes that would occur.

Michael Cryans' motion to move on the "Joint Resolution" as written, seconded by Julia Griffin, passed with seven votes in favor, three votes in opposition and one abstention.

There being no other business to come before the Board, the meeting was adjourned at 1:10 p.m.

Respectfully submitted,

Carolyn Hoeker
Administrative Coordinator

Sandal R. Keeffe
Deputy Director and Chief Financial Officer