

**MINUTES**  
**EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**  
**October 24, 2017**

The Executive Committee met January 15, 2018 at 10:04 a.m. CST, by conference call.

Present at the meeting were members of the Executive Committee: Jay Whipple, President, Bob Heller, Chairman of the Board, Bonnie Bagley (Western), Paul Janicki (Central), and Margot Hennings (Eastern), Claire Jones, Treasurer (non-voting).

Also present: Kelley Trejo

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**RE: Appointment of NABC Seeding Chairmen**

The Executive Committee ratifies the presidential appointment of David Berkowitz as NABC Seeding Chairman for 2018.

Carried unanimously.

**RE: Appointment of NABC Review Committee**

The Executive Committee ratifies the presidential appointment of Mark Aquino to the NABC Review committee for 2018.

Carried unanimously.

There being no further business, the meeting was adjourned at 10:07 a.m.

**MINUTES**  
**EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**  
**January 24, 2018**

The Executive Committee of the American Contract Bridge League Inc. (the “Corporation”) met January 24, 2018 at 2:30 p.m. CST, by conference call.

Present at the meeting were members of the Executive Committee: Jay Whipple, President, Bob Heller, Chairman of the Board, Bonnie Bagley (Western), Paul Janicki (Central), and Mark Aquino, 1st Alternate (Eastern), Claire Jones, Treasurer (non-voting).

Also present: Bahar Gidwani, CEO, Joe Jones, CFO, Linda Dunn, In-house Counsel who attended a portion of the meeting, and Kelley Trejo, Secretary.

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**RE: Mexico Subsidiary**

The Executive Committee went into Executive Session at 2:35 p.m. The committee had previously been provided a PowerPoint presentation from the CEO outlining the proposal as well as answers to questions that had been circulated by the committee prior to the meeting. The committee discussed with management, among other things, the need for such a subsidiary, the advisability of establishing a subsidiary in Mexico, as well as the costs and the risks to the ACBL of this action.

Upon conclusion of the Executive Session the Executive Committee resumed in open session at 3:00 p.m. Upon motion duly made and properly seconded, the resolutions below were voted upon:

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WHEREAS, the Corporation desires to establish a corporate subsidiary in the country of Mexico in any form authorized by Mexican law to transact business in Mexico in furtherance of the mission of the Corporation to promote the game of bridge (the “Transaction”), and enter into certain other agreements related thereto; and

WHEREAS, on the basis of a review of the Transaction by management provided to the Executive Committee, the Executive Committee has determined that the consummation of the transaction contemplated by these resolutions will be to the benefit of and is in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Committee has determined that the Transaction contemplated in these resolutions is in the best interest of the Corporation and represents a practical course of action to further the promotion of the game of bridge, and is not being undertaken with any intention to hinder, delay or defraud the Corporation’s creditors or to contravene its mission; and

RESOLVED FURTHER, that Mr. Bahar Gidwani, the Chief Executive Officer, Mr. Joseph Jones, the Chief Financial Officer, Ms. Linda Dunn, the Chief Legal Officer and Ms. Kelley McGuire (Trejo), the Secretary of the Corporation (the “Authorized Officers”) be, and each hereby is, authorized, directed and empowered for, on behalf of and in the name of the Corporation, to negotiate, negotiate changes, finalize, execute, deliver and perform under each of the transaction documents to consummate the Transaction as such Authorized Officer may deem necessary, desirable or appropriate to consummate the transactions contemplated by the preceding resolution (collectively, the “Transaction Documents”) and all other agreements and amendments relating thereto and to preserve permanently a copy of each of the Transaction Documents with the Corporation’s books and records and that such approval shall be conclusively evidenced by the execution and delivery thereof; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each hereby is, authorized, directed and empowered to do and perform all acts, transactions and things, and to enter into and execute and deliver for, on behalf of and in the name of the Corporation any and all other documents, agreements, certificates, financing statements, instruments and amendments and to take any other actions as such Authorized Officer may deem necessary, desirable or appropriate to consummate the transaction contemplated by the preceding resolutions, to fulfill the intents and purposes of these resolutions and to carry out and perform the obligations of the Corporation under any of the Transaction Documents, or under any security or any other instrument or document executed pursuant to any of the Transaction Documents, and all such actions to be performed in such manner, and all such agreements, documents, certificates, financing statements, instruments, and amendments executed and delivered in such form as such Authorized Officer performing or executing the same shall approve, the performance or execution thereof by such Authorized Officer to be conclusive evidence of the approval thereof by such Authorized Officer and the Board; and

RESOLVED FURTHER, that any and all of the foregoing actions authorized by the foregoing resolutions previously taken by an officer of the Corporation on behalf of the Corporation be, and they hereby are, approved, confirmed and ratified in all respects.

Carried unanimously.

There being no further business, the meeting was adjourned at 3:03 p.m.