

AZTEC SHOPS, Ltd.
Minutes of the Board of Directors
September 20, 2013
Board Meeting

Members present: Jordan Harrison, Mariah Kelly, Dr. Seth Mallios, Tom McCarron, Josh Morse, Eric Rivera, Dr. Andrea Rollins, Erika Tischofer and Carl Winston

Members absent: Bill Earley and Matt Keipper

Others present: Donna Tusack, Paul Melchior, Lisa Albers, Martha Speck, Todd Summer, R.D. Williams and Gayle Fernandez

I. Call to Order

Tom McCarron, Secretary/Treasurer, called the meeting to order at 12:10 p.m.

II. Approval of the minutes of the Board of Directors Meeting of June 14, 2013

Carl Winston moved to approve the June 14, 2013, Board Meeting minutes. Mariah Kelly seconded the motion. Motion was approved 7-0-0.

III. Election of Directors

President Elliot Hirshman nominated Seth Mallios to serve a three-year term on the Board. Josh Morse, Associated Students President, nominated Erika Toschifer to serve a three-year term on the Board.

Josh Morse moved to elect the slate of nominations for three-year terms on the Board of Directors. Andrea Rollins seconded the motions. Motions carried 7-0-0.

IV. Election of Officers

The Board of Directors offered the following slate of officers:

Chair: Andrea Rollins
Vice-Chair: Jordan Harrison

Per the bylaws, the Secretary/Treasurer position of the corporation is automatically filled by the Vice President of Business and Financial Affairs at San Diego State University. Josh Morse moved to approve the election of the slate of officers. Marian Kelly seconded the motion. Motion carried 9-0-0.

V. Management Discussion

A. Announcement

Donna Tusack reported that University Towers Kitchen (UTK) opened today. She announced that the November 22, 2013, Board of Directors meeting may be held at UTK.

B. Campus Stores Update

Todd Summer, Campus Stores Director, summarized fall rush results reporting that the SDSU Bookstore had a total of 97,000 sales transactions, there were 7,000 EZ book orders, digital textbooks were up 30% over last year and Bed, Bath and Beyond participated in move-in weekend at Cuicacalli. Aztechnology relocated to the main floor of the SDSU Bookstore resulting in increased sales of \$69,000 from \$32,000 last year. Todd introduced the concept of a course fee model.

C. Dining Services Update

Paul Melchior reported strong rush sales with meal plan food sales up 8.5% during the first three weeks compared to last year and that the Farmers Market experienced record sales for two consecutive days during rush. Catering is over budget by \$200,000 due to a concert and Kaiser Permanente's two-day event hosted at Vejjas arena.

In addition to twelve Dining Services locations being Green Restaurant Association certified, University Towers Kitchen, a green restaurant, opened with state-of-the-art equipment, an made-from-scratch philosophy and a nutritional benefits awareness program.

In West Commons, Sushi-Do replaced Taco Bell, a fresh juice bar was added at Juice It Up and warming units were added to Starbucks.

D. Business Development and Contract Housing Update

R.D. Williams reported the Aztec Student Union will include Chipotle and The Habit in Cafés 2 and 3 with construction to begin in October 2013. A lease for the Pub/Grill restaurant is currently under negotiations. Piedra del Sol and Fraternity Row properties are at 100% occupancy. He reported 86% occupancy at other apartments. American Campus Communities Management Company will assume management responsibilities of Fraternity Row on November 1, 2013.

VI. Audit Committee Meeting Report

Donna Tusack reported that the Audit Committee (Matt Keipper, Valerie Carter and John Penrose) plus management representatives Donna Tusack and Lisa Albers and university representative Chris Bronsdon met with Jerry Varga and Nikki Ringnes, McGladrey & Pullen audit firm representatives, on September 13, 2013 to review the audited financial statements for June 30, 2013 and 2012. The committee accepted the audit for fiscal year 2012-2013. Committee minutes and the audited financials were distributed to the Board of Directors. Andrea Rollins announced a vacancy on the committee. Jordan Harrison was appointed to be on the Audit Committee. Andrea also stated that at any time Board members are welcome to attend Audit Committee meetings.

VII. CalPERS Health Benefit Employer Contribution — 1/01/14

Martha Speck reported that health insurance premiums for plans administered by CalPERS through PEMCHA will increase effective January 1, 2014. Josh Morse moved to approve the resolution fixing the employer's contribution under the Public Employees' Medical and Hospital Care Act at a maximum of \$421.95 per month with respect to employees or annuitants enrolled for self alone, \$820.85 per month for an employee or annuitant enrolled for self and one family member, and \$1077.08 per month for an employee or annuitant enrolled for self and two or more family members. Mariah Kelly seconded the motion. Motion carried 9-0-0.

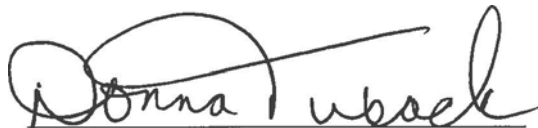
VIII. Vote to hold a Closed Session on a Real Estate Transaction

Andrea Rollins asked for a motion to move into closed session at 12:58 p.m. to discuss a real estate transaction. Tom McCarron motioned to move into closed session. Mariah Kelly seconded the motion. Motion carried 9-0-0.

Donna Tusack, R.D. Williams, and Lisa Albers were asked by the Board to remain for the closed session. The Board reconvened in open session at 1:24 p.m.

IX. Adjournment

Josh Morse moved to adjourn the meeting at 1:26 p.m. Mariah Kelly seconded the motion. Motion carried 9-0-0.

A handwritten signature in black ink, appearing to read "Donna Tusack", written over a horizontal line.

Donna Tusack
Chief Executive Officer