

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
SPIRIT OF AMERICA WORLDWIDE**

February 23, 2018

Pursuant to proper notice, the Board of Directors of **Spirit of America Worldwide**, a California Nonprofit Public Benefit Corporation (“*SoA*”) held a meeting on Friday, February 23, 2018 at 8:30am EST at SoA’s headquarters in Arlington, Virginia.

1. Attendance and Quorum

Present during the meeting were James Hake, Chairman of the Board and Board Members, Bob Oster and Fred Khosravi. Board Members Don Karl, Michael Bigham, and James Papineau participated via phone.

James Hake acted as Chairperson of the meeting. Isaac Eagan, Chief Operating Officer, and Michele Sparrow, Chief Financial Officer were also in attendance. Peggy Findley acted as Secretary during this meeting.

2. Chairman's Report

Mr. Hake requested and received Board Approval of the prior meeting minutes. Other topics included an update on the Congressional Charter and DOD Memo. Three additional board meetings were scheduled for 2018, including one on site in Washington DC. The topic of Bob Oster as Chairman of the board was discussed. It was voted on and unanimously approved. Additionally, Michael Bigham and Don Karl were unanimously elected to the Board Audit Committee.

3. Finance/Human Resources/Administrative Update

Preliminary financials for 2017 and Budget and Cash Flow for 2018 were discussed. Regarding Human Resources, the Employee Handbook will be redone to reflect Virginia law. SoA has contracted with a local HR Consultant who can also be used for additional management training as needed. Draft updated bylaws were distributed for review and approval.

4. Field Operations Update

Isaac Eagan gave an update on current operation highlights in Syria, Philippines and Somalia. Two additional project managers will start on March 1; one for Africa, the other for the Middle East. A search for a Director of Field Operations is in progress.

5. Development Update

The board was brought up to date on SoA's aggressive fundraising goals for 2018. Active recruiting for 2 new positions; Development Associate and Major Gift Officer are in full swing. Possibilities for a gala fundraising event were discussed and postponed.

6. Adjournment

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: Tuesday, February 23, 2018

*Peggy Findley,
Secretary*

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
SPIRIT OF AMERICA WORLDWIDE**

May 21, 2018

Pursuant to proper notice, the Board of Directors of **Spirit of America Worldwide**, a California Nonprofit Public Benefit Corporation ("**SoA**") held a meeting via teleconference on Monday, May 21, 2018 at 9:00am.

1. Attendance and Quorum

Present during the meeting were Bob Oster, Chairman of the Board and Board Members; Jim Hake, Fred Khosravi, Don Karl, Michael Bigham, and James Papineau. John Phelan was in attendance and welcomed as a new Board Member.

Isaac Eagan, Chief Operating Officer, and Michele Sparrow, Chief Financial Officer were also in attendance. Peggy Findley acted as Secretary during this meeting.

2. Chairman's Report

Mr. Hake requested and received Board Approval of the prior meeting minutes. The board thanked Jim Papineau for his contribution and service to Spirit of America as he transitions out as a Board Member during this meeting. A brief update was given on the Congressional Charter.

The board discussed the current Spirit of America conflict of interest form to determine whether it is sufficient based on their experiences with other boards.

3. Finance/Human Resources/Administrative Update

A snapshot of financials as of May 1 was briefly discussed. Michele Sparrow gave a presentation on the new proposed accounting platform. The Board approved the capital expense required to implement the new accounting platform. Ms. Sparrow reviewed Spirit of America's proposed investment policy and the Board approved the policy. She also discussed the additional office space floorplan.

The board was given an update on the SoA Culture Taskforce. They were also informed that the Employee Handbook has been comprehensively reviewed by an independent consultant and the new version has been distributed and acknowledged by all employees.

4. Field Operations Update

Isaac discussed the completion of the recent Field Team Week where project managers got an opportunity to reinforce core skills and share best practices and lessons learned from their

prospective regions. He provided a snapshot of SoA projects to date in 2018. SoA is also seeking a Director of Field Operations to provide strategic oversight for the team, help manage more senior engagements and relationships, and work with executive leadership to grow the field organization in order to meet the growing needs for Spirit of America's assistance in support of US missions abroad.

5. Development Update

The Development Department has been focused on securing multi-year major gift commitments and has made good progress. An updated list of those confirmed and potential commitments was discussed. Regarding department expansion, 2 promising candidates for Major Gifts Officer have been identified and are being interviewed.

6. Adjournment

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: Monday, May 21, 2018

A handwritten signature in blue ink that reads "Peggy Findley". The signature is written in a cursive style with a large, looping initial "P".

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
SPIRIT OF AMERICA WORLDWIDE**

July 31, 2018

Pursuant to proper notice, the Board of Directors of **Spirit of America Worldwide**, a California Nonprofit Public Benefit Corporation (“**SoA**”) held a meeting via teleconference on Tuesday, July 31, 2018 at 12:30 pm EST.

1. Attendance and Quorum

Present during the meeting were Bob Oster, Chairman of the Board and Board Members; Jim Hake, Fred Khosravi, Don Karl, Michael Bigham, and John Phelan.

Isaac Eagan, Chief Operating Officer, and Michele Sparrow, Chief Financial Officer were also in attendance. Peggy Findley acted as Secretary during this meeting.

2. Chairman's Report

Mr. Hake requested and received Board Approval of the prior meeting minutes. Also approved, the new Conflict of Interest statement based on a resource from the National Council of Nonprofits.

SoA’s 3-year plan and Spirit of America Destinations 2040 were the main focus of the call. The Board was previously asked to provide strategic input on Spirit of America’s plan and vision. It will be further explored in upcoming meetings.

A brief update was given on legislation in the National Defense Authorization Act that will provide Congressional recognition of Spirit of America’s unique contribution to the safety and success of US troops and next steps on securing an agreement with the DoD.

3. Finance/Human Resources/Administrative Update

Budget and cash flow reports were presented and discussed including where Spirit of America will be financially at year end. The Board was updated on the construction of the additional office wing which is now slated to be completed and ready for occupancy near the end of August. The new, more efficient accounting/admin platform is on track to go live on August 1st.

4. Development Update

Major commitments/gifts since the May 2018 call were discussed along with a new grant from a family foundation. To further support fundraising goals in 2018, SoA recently hired a

Development Manager due to start on August 13. The interview process is ongoing to hire a Major Gift Officer.

5. Field Operations Update

Isaac Eagan updated the Board on projects to date in the various regions. The recently hired Latin America project manager is starting this week and we continue to interview for a Director of Field Operations and another Middle East Project Manager.

6. Adjournment

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: Tuesday, July 31, 2018

A handwritten signature in blue ink that reads "Peggy Findley". The signature is written in a cursive style with a large initial "P" and a long, sweeping tail.

Board Secretary

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
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October 30, 2018

Pursuant to proper notice, the Board of Directors of **Spirit of America Worldwide**, a California Nonprofit Public Benefit Corporation (“**SoA**”) held a meeting at their Arlington Headquarters on Tuesday, October 30, 2018 at 10am EST.

1. Attendance and Quorum

Present during the meeting via teleconference were Chairman of the Board Bob Oster and Board Members Jim Hake, Fred Khosravi, Don Karl, Michael Bigham, and John Phelan.

Operating Officer Isaac Eagan and Chief Financial Officer Michele Sparrow were also in attendance. Peggy Findley acted as Secretary during this meeting.

2. Chief Executive Officer’s Update

Mr. Hake requested and received Board Approval of the prior meeting minutes.

The Board reviewed the organizational goals for 2019 and approved the budget for next year. After a brief update on the Memorandum of Agreement with the DOD, the focus shifted to Spirit of America’s mission and vision overview including discussion on core internal and external messaging elements. Incorporating the feedback of the July discussion, SoA’s 3 year plan was updated to reflect the current thinking and timeline.

3. Finance/Human Resources/Administrative Update

Michele Sparrow presented the Financial Summary as of September 30th. She gave an update on her departments nearly complete implementation of new systems. The additional office wing has been completed and is now in use. The Cultural Task Force spoke about their progress and plan to further enhance their efforts to make sure SoA remains an open, collaborative, people-first, entrepreneurial culture.

4. Development Update

The board was informed of new major commitments since the last Board call in July.

5. Field Operations Update

Isaac Eagan gave an overview of current operational highlights which included a snapshot of projects year to date in 2018. Field personnel gave presentations on support being provided in

Syria and Serbia. Staffing was discussed, including the recent hiring of the Director of Field Operations and a Middle East Project Manager who will start in January. Based on operational priorities, our next field hire will be a Europe Project Manager.

6. Adjournment

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: Tuesday, October 30, 2018

A handwritten signature in blue ink that reads "Peggy Findley". The signature is written in a cursive, flowing style.

Board Secretary