

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF
TRIPAWDS FOUNDATION**

A special meeting of the Board of Directors of Tripawds Foundation was held at via telephone conference call, on September 14, 2015, at 12:10 p.m. The following directors were present: Rene Agredano, Secretary, Ralph Kanz, Director, Jim Nelson, President. A quorum for the transaction of business was present at all times.

The [President] called the meeting to order.

ITEM 1: DIRECT ASSISTANCE PROGRAM #1 (Tripawds Rehab Reimbursement)

WHEREAS The Tripawds Foundation will launch the first Direct Assistance Program in September 2015. The Program, referred to as the “Tripawds Rehabilitation Reimbursement Program” is open to the first five registered members in the Tripawds community who 1) visit a certified CCRT or CCRP rehab practitioner for an initial evaluation. 2) submit the visitation receipt within 30 days of the visit, for reimbursement only of the total amount of the first consultation (up to \$200) [cost of medications, conditioning equipment and/or follow-up appointments are not reimbursable] and 3) provide a 300-500 word written report for publication by Tripawds, along with at least two photos. The Tripawds Foundation will reimburse each of the first five applicants via bank-issued check within 30 days of meeting these conditions.

WHEREAS immediately following approval of five applicants, this program will be temporarily halted until the Board of Directors re-evaluates the feasibility.

NOW, THEREFORE, IT IS RESOLVED that the Board makes the following determinations:

1. The program will cost the Foundation up to \$1,000 and does not exceed the organization's allotted budget for direct assistance programs.
2. The program is in alignment with the Foundation's goal of educating the public about the health and well-being needs of animal amputees.

RESOLVED FURTHER that the officers of this corporation are hereby authorized and directed to take such steps and execute and deliver such documents as the officers consider necessary, appropriate, or convenient to carry out the above resolutions, and any actions taken by the officers to further the purposes of the foregoing resolutions are hereby ratified, approved, and confirmed.

The Board, having reviewed the material facts and made the findings stated above, approves the first Direct Assistance Program.

This discussion was adjourned and the Board proceeded to discuss two additional agenda items.

ITEM 2: DIRECT ASSISTANCE PROGRAM #2 (Tripawds Rescue Reimbursement)

WHEREAS The Tripawds Foundation will launch the second Direct Assistance Program on or around October 2015. The Program, referred to as the “Tripawds Rescue Reimbursement Program” is open to the first ten registered members in the Tripawds community who 1) adopt a three-legged cat or dog from an animal rescue organization. 2) submit the adoption receipt within 30 days of the adoption for reimbursement of the adoption fee, up to \$100 and 3) provide a written report for publication by Tripawds, along with at least two photos. This must be completed within 30 days of their initial consultation. All approved applicants will receive a complimentary “Tripawd Care Kit” complete with free health and wellness information and pet-themed gifts.

WHEREAS immediately following approval of ten applicants, this program will be temporarily halted until the Board of Directors re-evaluates the feasibility.

NOW, THEREFORE, IT IS RESOLVED that the Board makes the following determinations:

1. The program will cost the Foundation up to \$1,000 and does not exceed the organization's allotted budget for direct assistance programs.
1. The program is in alignment with the Foundation's goal of educating the public about the capabilities and rehoming needs of animal amputees.

RESOLVED FURTHER that the officers of this corporation are hereby authorized and directed to take such steps and execute and deliver such documents as the officers consider necessary, appropriate, or convenient to carry out the above resolutions, and any actions taken by the officers to further the purposes of the foregoing resolutions are hereby ratified, approved, and confirmed.

The Board, having reviewed the material facts and made the findings stated above, approves the second Direct Assistance Program.

At this point, Jim Nelson recused himself from further discussion during this meeting of the Tripawds Foundation Board of Directors.

ITEM 3: Rebuttable Presumption of Reasonableness

For purposes of obtaining the rebuttable presumption of reasonableness under Section 4958 of the Internal Revenue Code (“IRC”), the authorized body providing this written consent consists only of those directors who do not have a conflict of interest with respect to the Proposal (as defined below). Due to a conflict of interest, Jim Nelson was not included in this authorized body and has not been present during the final Board debate and vote regarding the Proposal.

WHEREAS this Board of Directors has considered a proposed transaction between Mr. Nelson and the corporation, pursuant to which Mr. Nelson will receive the compensation described in the proposal attached as Exhibit A (the “Proposal”) in return for providing the services described therein;

WHEREAS IRC Section 4958 and the accompanying regulations describe how a Section 501(c)(3) organization may avoid an excess benefit transaction between the organization

and a person who, at any time in the past five years, has been in a position to exercise substantial influence over the affairs of this corporation (a “disqualified person”);

WHEREAS Mr. Nelson serves as a member of this corporation’s Board of Directors and, therefore, is within the IRC definition of a disqualified person;

WHEREAS the Board has reviewed the Proposal, which includes a memorandum analyzing and providing data indicating the range of compensation paid for similar consultation services by like companies under like circumstances (the “Comparability Data”);

WHEREAS the Board believes that Mr. Nelson’s experience, insight and leadership are very valuable to this corporation and therefore deems the Proposal to be in this corporation’s best interests and for this corporation’s own benefit; and

WHEREAS, in approving the following resolutions, this Board is acting in good faith, with knowledge of the material facts concerning the Proposal and of Mr. Nelson’s interest in the Proposal;

NOW, THEREFORE, IT IS RESOLVED that the Board makes the following determinations:

1. Given the knowledge and expertise of the Board members and the Comparability Data, this Board has sufficient information to determine whether the Proposal will result in the payment of reasonable compensation.
2. The Proposal is fair and reasonable to this corporation, represents fair market value for the anticipated number of hours per month that Mr. Nelson would serve, and is not excessive with respect to compensation paid for comparable services by comparable organizations.
3. The Proposal is in the corporation's best interests, and this corporation is entering into this transaction solely for its own benefit.

RESOLVED FURTHER that this Board, having reviewed the material facts and made the findings stated above, and with knowledge of the material facts and of Mr. Nelson’s interest in the Proposal, approves the Proposal.

RESOLVED FURTHER that the corporation, by its actions and determinations, claims all rights and protections afforded by the presumption of reasonableness under IRC Section 4958.

RESOLVED FURTHER that the officers of this corporation are hereby authorized and directed to take such steps and execute and deliver such documents as the officers consider necessary, appropriate, or convenient to carry out the above resolutions, and any actions taken by the officers to further the purposes of the foregoing resolutions are hereby ratified, approved, and confirmed.

Jim Nelson rejoined the meeting at this time.

After discussion, the Board agreed that the next meeting will take place at a time to be determined by the board.

There being no further business to come before the meeting, the meeting was unanimously adjourned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Rene Agredano". The signature is stylized and written in cursive.

Rene Agredano, Secretary

EXHIBIT A
Agreda Communications Consulting Proposal

(See Attached)

From the desk of:

Agreda Communications

Date: 09/09/15
To: Tripawds Foundation Board of Directors
From: Jim Nelson
Agreda Communications

A primary purpose of the Tripawds Foundation is to ensure the free resources available at tripawds.com remain available to the public. Managing the free Tripawds Blogs network, Discussion Forums and Live Chat takes time and effort. Development and maintenance of the tripawds.org website and fundraising platform are additional duties I have provided at no cost since the Foundation was officially formed.

With fundraising efforts now operational and ahead of schedule, please accept this proposal for my continued services at a drastically reduced rate.

The information below describes duties I perform regularly that are only specifically related to the Tripawds Foundation and/or free services provided to Tripawds members.

Please note that my normal hourly rate for nonprofit organizations is \$45 per hour. I am extending a 70% discount off this rate. See *Reduced Rate Justification** at bottom for details.

This information is provided in full accordance with the Tripawds Foundation's Conflict of Interest Policy.

Thank you for your consideration.



Jim Nelson

From the desk of:

Agreda Communications

PROJECT 1: Tripawds Foundation Website Development

One time fee: \$486

36 hrs @ \$45/hr = \$1620 less 70% = \$486

• *Payable upon Board approval.*

tripawds.org

- Domain registration
- DNS Configuration
- Domain Forwarding
- WordPress Theme Customization
- WordPress Plugins Configuration
- Content Development (6 Pages)
- Fundraising Platform Integration
- PayPal Account Creation & IPN Configuration

PROJECT 2: Ongoing Monthly Maintenance

Ongoing fee: \$432 / month

32 hrs/month @ \$45/hr = \$1440

Less 70% Discount = \$432 (\$13.50/hr)

• *Payable via recurring Paypal subscription beginning September, 2015.*

• *No charge for previous months.*

Scope of Work: Tripawds.org Website Maintenance

Ongoing Monthly Projects & Tasks, AVG. TOTAL: 8 hrs / month

Content Development

- Content Creation for Pages/Posts/Updates
- Copywriting
- Photo optimization & Upload
- Blog & Comment Management
- Social Media Engagement

WordPress (WP) Management

- WordPress Core Software Updates
- WP Plugin Installation & Updates
- WP Theme Configuration & Updates
- Database Optimization

Fundraising

- Fundraising Platform Maintenance
- Donation Processing/Acknowledgment
- Donor Gift Fulfillment
- Donor Tribute Publishing
- PayPal IPN Tracking & Troubleshooting (Instant Payment Notifications)

Required Tools & Expertise Necessary for this Work Include:

- WordPress Publishing Platform
- Woo Themes: "For the Cause"
- WPMU Dev Fundraising Plugin
- HTML, PHP, & CSS
- cPanel: File Management & PHP MyAdmin

From the desk of:

Agreda Communications

PROJECT 2: Ongoing Monthly Maintenance, *continued*.

Scope of Work: Tripawds.com Member Support Services

Ongoing Monthly Projects & Tasks, AVG. TOTAL: 24 hrs / month

Tripawds Discussion Forums using Simple:Press Forums Software

- Plugin Configuration and Updates
- Forum Theme Template & Function Edits
(As required by core updates)
- Database Maintenance
- New Member Approval & Moderation
- Technical Support

Tripawds Live Chat using WordPress Chat Software

- Plugin Configuration and Updates
- Database Maintenance
- Chat Moderation & Technical Support

Free Tripawds Blogs using WordPress Multisite Network Platform

- Anti-Splog Plugin Configuration and Updates
- Anti-Spam Plugin Configuration and Updates
- Technical Support

WordPress (WP) Management:

- WordPress Core Software Updates
- WP Plugin Installation & Updates
- WP Theme Configuration & Updates
- Database Optimization

Required Tools & Expertise for above-referenced work.

- WordPress Multisite Publishing Platform
- Simple:Press Forums Plugin & Add-Ons
- HTML, PHP, & CSS
- WPMU Dev Chat, Anti-Splog, Indexing, Directory Plugins & Others
- cPanel: File Management & PHP MyAdmin

From the desk of:

Agreda Communications

PROJECT 2: Ongoing Monthly Maintenance, *continued*.

Comprable Average Contract Costs:

While no “going rate” comparison was found for specific jobs encompassing all of the above duties, the following resources indicate payment for ongoing website maintenance ranges from \$25-\$75 per hour.

<http://jmhallconsulting.com/web-maintenance/>

- 10 hrs/month = \$500
- no content development or fundraising management

<http://lajuett.com/web-maintenance.html>

- 10 hrs/month = \$650
- no content development or fundraising management

<http://freelancejam.com/poll-web-designers-price-of-website-design/>

- Web Designer Hourly Rate Poll: \$25 - \$75 per hour
- no content development or fundraising management

Comprable Median Full-time Salaries

The following resources indicate an average hourly rate for website development and management of \$15-\$18 per hour.

Web Designer/Developer: \$49,051

MEDIAN HOURLY: \$18.00

http://www.payscale.com/research/US/Job=Web_Designer_%26_Developer/Salary

Website Manager: \$54,902

MEDIAN HOURLY: \$15.00

http://www.payscale.com/research/US/Job=Website_Manager/Salary

From the desk of:

Agreda Communications

***Reduced Rate Justification**

On average, Agreda Communications uses less than 1% of available server resources for accounts/domains **other than** Tripawds. In exchange for utilization of resources available on the web server leased by the Tripawds Foundation, I have extended a 70% discount off my standard nonprofit rate of \$45 per hour. Considering website hosting packages are available for less than \$10/month (\$8/month at godaddy.com) this reduced rate should more than compensate the Tripawds Foundation for server resources used by Agreda for the foreseeable future.

See average resource usage statistics below for details.

Server Resources:

Disk Space (Current):

- Total Available: 2,000 GB (2TB)
- Total Used = 36,123 MB (36GB)
- Tripawds = 30,313 MB (30GB)
- All Other Accounts: 6GB = $\leq 16\pm\%$ of Used ($\leq 0.30\%$ of Available)

Bandwidth (Monthly):

- Total Available: 10,000 GB (10TB)
- Total Used (Average, June 2015) = 332.66 GB
- Tripawds = 248.43 GB
- All Other Accounts: 84.23 = $\leq 25\pm\%$ of Used ($\leq 0.84\%$ of Available)