

**VINCENNES UNIVERSITY BOARD OF TRUSTEES
MINUTES OF REGULAR SESSION
Wednesday, December 4, 2013, 10:30 a.m. (EST)
Vincennes Campus
Fort Sackville Room I, Beckes Student Union
1101 North Second Street
Vincennes, Indiana**

Members Present:

J.R. Gaylor, Chair
Darrel Bobe
Cassie Conley
Tim Grove
Dick Helton, President
Reggie Henderson (by audio)
Jim McCormick (by audio)
Greg Parsley
George Ridgway
Rick Schach
Mike Sievers
John Stachura
Anne Emison Wishard (by audio)

Others Present:

Brent Stuckey, University Attorney
Chuck Johnson, Provost
Phil Rath, Vice President for Financial Services/
Government Relations
Dave Tucker, Vice President for Workforce Development/
Community Services
Pat Konkle, Record Clerk for the Board

Members Absent:

Susan Olesik

CALL TO ORDER

Chair J.R. Gaylor called the meeting to order at 10:35 a.m. (EST) in the Fort Sackville Rooms of the Beckes Student Union on the Vincennes Campus

ROLL CALL/ACCEPTANCE OF AGENDA

Pat Konkle called the roll. A quorum was declared with 13 Trustees present, and the agenda was approved by consensus of the Board.

REPORT FROM PERSONNEL AND NOMINATING COMMITTEE/ELECTION OF BOARD CHAIR

Board Chair Gaylor asked for a report from Personnel and Nominating Committee Chair Rick Schach. Chair Schach reported that the committee had met and is recommending the following slate of officers for the 2013-14 year:

First Vice Chair – John Stachura
Second Vice Chair – Reggie Henderson
Secretary – Darrel Bobe

MOTION #13-29

Trustee Jim McCormick made a motion to accept the slate of officers for the 2013-14 year, as listed above. Trustee Mike Sievers seconded the motion, and the motion carried unanimously.

APPROVAL OF MINUTES

Minutes of the December 4, 2013, meetings had been distributed. Trustee Rick Schach made a motion to accept the minutes as distributed. Trustee Reggie Henderson seconded the motion, and the motion carried unanimously.

CHAIRMAN'S REMARKS

Chair Gaylor reported that he had met with the Commissioner of the Indiana Department of Labor and asked for consideration of miner training financial support. In addition, Chair Gaylor asked President Dick Helton to speak about his experience with the Community College Best Practices Taskforce. President Helton reported that he had

previously sent to the Trustees a copy of the 17-page Indiana Career Council Progress Report to the Indiana Legislative Council, dated December 1, 2013. He also said that he does have a copy of the 34 additional pages of attachments if Trustees wish to receive a copy of those also. President Helton reported that the Career Council was created to act with an urgency on dealing with the skills gap in Indiana. The Best Practices Taskforce has met almost weekly and submitted a document to the Indiana Career Council on November 25 with its recommendations.

Chair Gaylor reported that the Board of Trustees' Retreat will take place on Tuesday, February 18, in downtown Indianapolis, with a dinner the evening before. Chair Gaylor asked that the Trustees send him ideas for key topics they wish to discuss at the Retreat by Friday, January 10, so that he and the president have time to prepare.

REPORTS FROM TRUSTEE SUBCOMMITTEES

University Affairs Committee

Alcohol Request –Committee Chair Reggie Henderson reported that the committee is recommending the approval of the following request to serve alcohol –Rotary Club of Lawrenceville is requesting to serve alcohol at its Gala on Saturday, March 8, 2014, in the Green Activities Center from 7-10 p.m.

MOTION #13-30

Trustee Reggie Henderson made a motion to approve the above alcohol request. Trustee John Stachura seconded the motion, and the motion carried with 11 yeas and two nays by Trustees Darrel Bobe and Tim Grove.

Tobacco Policy – Committee Chair Henderson asked Provost Chuck Johnson to give an update on the Tobacco Policy. Provost Johnson reported the following: (1) Tables have been removed from various places around campus; (2) Signs stating “This is Not a Designated Smoking Area” have been placed around campus; (3) Press release was distributed regarding a “Know Your Zones” tobacco initiative; (4) Information on smoking cessation classes has been made available; and (5) Students developed a web application to reinforce the tobacco initiative, which will be finalized for rollout by StartVU dates in the Spring 2014. Student Trustee Casie Conley reported on the success of the Great American Smokeout that was recently sponsored by the Student Government Association.

Finance/Revenue Committee

Dormitory Financing – Committee Chair Mike Sievers presented the Bond Resolution for the \$4.5 million renovation of Morris and Vanderburgh Residence Halls, which needs to be approved by the Board of Trustees. The balance of the project will be funded by Housing operating reserves. The bonds are at a fixed rate of 3.63 percent for 20 years, and this plan has been approved by the Indiana Financing Authority.

MOTION #13-31

Trustee John Stachura made a motion to approve the Resolution of the Board of Trustees for the Vincennes University Authorizing the Issuance of Vincennes University Auxiliary Facilities System Revenue Bonds, Series 2013, as indicated below. Trustee Mike Sievers seconded the motion, and the motion carried unanimously.

RESOLUTION OF THE BOARD OF TRUSTEES FOR THE VINCENNES UNIVERSITY AUTHORIZING THE ISSUANCE OF VINCENNES UNIVERSITY AUXILIARY FACILITIES SYSTEM REVENUE BONDS, SERIES 2013

WHEREAS, The Board of Trustees for the Vincennes University (the “University”) has full power and authority under and by virtue of the laws of the State of Indiana, including, more particularly, the provisions of Indiana Code 21-35-6, to issue bonds secured by the Net Income of the Auxiliary Facilities (as defined in the hereinafter described Original Indenture) and Available Funds (as defined in the hereinafter described Fifth Supplemental Indenture) to finance and refinance housing and dining facilities on its Vincennes campus; and

WHEREAS, the University has heretofore executed and delivered to Old National Trust Company (as successor to Security Bank & Trust Co.), as Trustee (the “Trustee”), a certain Trust

Indenture dated as of June 1, 1989 (the "Original Indenture"), for the purpose of securing its Vincennes University Housing and Dining System Revenue Bonds issued from time to time thereunder; and

WHEREAS, Article IV of the Original Indenture authorizes the issuance of additional series of Bonds by the University and the authentication and delivery of those additional series of Bonds by the Trustee under the conditions set forth in Article IV, which conditions have been complied with so as to authorize the issuance, authentication and delivery of those Bonds by the Trustee under the conditions set forth in Article IV, to provide the funds required to (i) erect, construct, improve, renovate, equip, and furnish additional Housing and Dining Facilities, and (ii) finance costs incidental to the financing; and

WHEREAS, the Board of Trustees (the "Board") of the University has authorized the Treasurer of the University (the "Treasurer") to investigate, develop and evaluate a plan of financing (the "Plan of Financing"), and to present that Plan of Financing for approval to the Board; and

WHEREAS, the Treasurer has investigated, developed, evaluated and presented a Plan of Financing to the Board; and

WHEREAS, the Board now desires to approve the Plan of Financing and to authorize the execution and delivery of the Vincennes University Auxiliary Facilities System Revenue Bonds, Series 2013 (the "2013 Bonds"), and of a Fifth Supplemental Indenture, a Bond Purchase Agreement, and forms of the Series 2013 Bonds, pursuant to this Resolution; and

WHEREAS, there has now been submitted to the Board a form of Fifth Supplemental Indenture (the "Fifth Supplemental Indenture"), a form of Bond Purchase Agreement (the "Bond Purchase Agreement"), in connection with the issuance of the Series 2013 Bonds in an aggregate principal amount not to exceed the sum of the amount necessary to accomplish the renovation of the Morris and Vanderburgh Residence Halls (the "Project"), costs of issuance, any amounts necessary to provide for any debt service reserve fund, and capitalized interest (if any) on the Series 2013 Bonds;

NOW, THEREFORE, BE IT RESOLVED, by the Board as follows:

Section 1. The issuance of the Series 2013 Bonds by the University on the terms and conditions set forth in the Fifth Supplemental Indenture is hereby authorized in the total principal amount not to exceed the sum of the amount necessary to accomplish the Project, plus costs of issuance, amounts necessary to provide for any debt service reserve fund, and capitalized interest (if any) on the Series 2013 Bonds. The Series 2013 Bonds shall be designated "Vincennes University Auxiliary Facilities System Revenue Bonds, Series 2013." The true interest cost of the Series 2013 Bonds shall not exceed 3.63%, with such serial or term maturities and redemption features as the executing officers shall approve. The final maturity of the Series 2013 Bonds shall not extend beyond twenty (20) years from the first interest payment date. The Series 2013 Bonds shall be sold pursuant to the Bond Purchase Agreement at negotiated sale to First Financial Bank, N.A.

Section 2. The Fifth Supplemental Indenture is approved in substantially the form submitted to the Board and is made a part of this Resolution as if fully set forth herein. The President of the University is hereby authorized to execute and deliver, and the Treasurer of the University is hereby authorized to attest the signature of and to imprint the corporate seal of the University on the Fifth Supplemental Indenture in substantially the form presented to this meeting, with those changes in form or substance that the officers executing that document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The Bond Purchase Agreement is approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The President or the Treasurer of the University, or either of them, is hereby authorized to execute and deliver the Bond Purchase Agreement in substantially the form submitted to the Board, with those changes in form or substance that the officer executing that document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof, and any such prior actions are hereby ratified and confirmed.

Section 4. The Treasurer is hereby authorized to prepare the bond forms, as approved by the Board in accordance with this Resolution, required for use in the issuance of the Series 2013

Bonds, and to cause the same to be executed manually or by facsimile by the proper officers of the University as provided in the Fifth Supplemental Indenture and the Original Indenture. Upon execution of the Series 2013 Bonds, the Treasurer shall deliver the Series 2013 Bonds to the Trustee for authentication, and upon their authentication, the Treasurer is authorized and directed to deliver the Series 2013 Bonds to the purchasers thereof for payment of the purchase price.

Section 5. The President and Treasurer of the University are, and each of them is, hereby authorized and directed to do any and all further acts and things necessary underlying execution and delivery of such additional or supporting agreements, documents or certificates as may be requested or necessary in order to complete the transaction contemplated by the Bond Purchase Agreement and the Fifth Supplemental Indenture, hereby authorized.

Section 6. The Board hereby approves calculations made by the Treasurer with respect to the coverage factor of Net Income to Maximum Annual Debt Service after the issuance of the Series 2013 Bonds.

THE BOARD OF TRUSTEES FOR THE
VINCENNES UNIVERSITY

By: _____

Dated: _____

Bids for Aviation Technology Center and Technology Center Project, Phase II – Committee Chair Sievers reported that regarding the Aviation Technology Center project, additional procedural items have occurred, and a review is required before the bids could be presented. Because of this issue, the Finance/Revenue Committee is asking the Board of Trustees to grant it authority to review and approve on its behalf the bids for the repair and rehabilitation for the Aviation Technology Center at the Indianapolis International Airport.

In addition, bids were received on December 3 for Phase II of the Technology Center Project, which does not give enough time for review by Administration prior to today's meeting. Therefore, Committee Chair Sievers is asking that the Board of Trustees grant the Finance/Revenue Committee the authority to review and approve the bids for Phase II of the Technology Center Project.

MOTION #13-32

Trustee Mike Sievers made a motion to grant the Trustee Finance/Review Committee authority to review and approve on its behalf the bids for the repair and rehabilitation of the Aviation Technology Center at the Indianapolis International Airport and to review and approve the bids for the renovation of Phase II of the Technology Center. Trustee John Stachura seconded the motion, and the motion carried unanimously.

REPORTS FROM THE ADMINISTRATIVE LEADERSHIP

Marketing/Enrollment Report

Kristi Deetz, Senior Director of External Relations, distributed the External Relations Enrollment & Recruitment Report as of December 4, 2013. Based on the selected reporting date of November 22, 2013, Vincennes Campus applications for the spring term were up 16 percent when compared to the same date the previous year. The increase is being driven by more applications from first-time freshmen. With 20 more students attending the November START VU Program and the increase in applications, it is possible that the spring incoming class will pass the 500 mark. Jasper spring applications were slightly ahead of last year while the Aviation Technology Center in Indianapolis reported a decrease of 8 applications.

For the Fall 2014 term, applications for the Vincennes Campus continue to increase, reaching a total of 2,904 of which 2,351 have been accepted. A contributing factor to the increase is the expansion of the campus visitation programs. Over 2,400 students have visited campus since July 1 compared to 1,740 last year. Fall applications for the Jasper Campus have increased by 17 percent, while the ATC was maintaining its application total from last year.

Resolutions of Appreciation

President Helton read the following two Resolutions of Appreciation that are for former Trustees Douglas A. Bawel and A. John Hidde. Their terms ended in October:

**RESOLUTION OF APPRECIATION
FOR
DOUGLAS A. BAWEL**

WHEREAS, Douglas A. Bawel of Jasper, Indiana, was appointed a member of the Board of Trustees for the Vincennes University by the Honorable Governor Mitch Daniels in March 2007; and

WHEREAS, Mr. Bawel has provided extraordinary leadership throughout his tenure on the Vincennes University Board of Trustees by serving as a member and Chair of the External Affairs Committee, member of the Finance/Revenue Committee, member of the Personnel/Nominating Committee, and a member of the Governance Ad Hoc Committee; and

WHEREAS, Mr. Bawel has brought honor to the Board of Trustees, to Vincennes University, and to himself by his able service.

NOW, THEREFORE, BE IT RESOLVED that Vincennes University, through its Board of Trustees, expresses appreciation to Douglas A. Bawel for his dedicated service as a member of the Board and for his devoted work to the University and its mission.

BE IT FURTHER RESOLVED that the Secretary cause to be spread of record on the official minute book of the Board of Trustees for Vincennes University a copy of this Resolution and that an appropriate signed copy be delivered to Mr. Douglas A. Bawel.

DATED at Vincennes, Indiana this 4th day of December, 2013.

J.R. Gaylor, Chair

Darrel L. Bobe, Secretary

**RESOLUTION OF APPRECIATION
FOR
A. JOHN HIDDE**

WHEREAS, A. John Hidde of Vincennes, Indiana, was appointed a member of the Board of Trustees for the Vincennes University by the Honorable Governor Mitch Daniels in November 2010; and

WHEREAS, Mr. Hidde has provided extraordinary leadership throughout his tenure on the Vincennes University Board of Trustees by serving as a member of the University Affairs Committee and a member of the Honorary Doctorate Ad Hoc Committee; and

WHEREAS, Mr. Hidde has brought honor to the Board of Trustees, to Vincennes University, and to himself by his able service.

NOW, THEREFORE, BE IT RESOLVED that Vincennes University, through its Board of Trustees, expresses appreciation to A. John Hidde for his dedicated service as a member of the Board and for his devoted work to the University and its mission.

BE IT FURTHER RESOLVED that the Secretary cause to be spread of record on the official minute book of the Board of Trustees for Vincennes University a copy of this Resolution and that an appropriate signed copy be delivered to Mr. A. John Hidde.

DATED at Vincennes, Indiana this 4th day of December, 2013.

J.R. Gaylor, Chair

Darrel L. Bobe, Secretary

MOTION #13-33

Trustee Reggie Henderson made a motion to approve the Resolutions of Appreciation for Douglas A. Bawel and A. John Hidde, as indicated above. Trustee Jim McCormick seconded the motion, and the motion carried unanimously.

PRESIDENT'S COMMENTS

President Helton reported that VU has recently received more than \$650,000 in grants, as follows: (1) Indiana Economic Development Corporation Skills Enhancement Fund 2.0 awarded grants totaling \$526,940 for the following projects – (a) Industrial Maintenance lab equipment; (b) CNC Machining NOW, a 16-week training program for veterans; and (c) Heavy Equipment Operator and Truck Driver Training at the Gibson Center; (2) Purdue Indiana Next Generation Manufacturing Competitiveness Center has funded \$125,000 for the following projects – (a) Industrial Maintenance NOW, a 16-week training program for veterans; (b) Advanced Manufacturing Associate Degree Program in partnership with Jasper employers, at the Jasper Campus; and (c) Multi-Axis Programming and CNC Machining training. President Helton congratulated both Vice President Dave Tucker and Stephanie Stemle, Grant Specialist, on their efforts to obtain these grants.

President Helton reported that both the Women's and Men's Basketball Teams are playing this evening, and the Annual Christmas Gala is also this evening. He also congratulated the Board officers on their reappointments, and wished all Trustees and those in attendance a Very Happy Holiday Season.

Adjournment

There being no further business to come before the Trustees, the Regular Session adjourned at 11:45 a.m. (EST).

Darrel Bobe, Secretary

J.R. Gaylor, Chair