

**BOARD OF TRUSTEES**  
**Board Retreat**  
**The University of West Alabama**  
**Ross Bridge Resort**  
**Birmingham, AL**  
**September 18, 2017**

**I. Call to Order**

Mr. Jerry Smith, President *Pro Tempore*, called the meeting to order.

**II. Roll Call**

Mr. Jerry Smith asked Mrs. Beard to call the roll. Other than Mr. Jerry Smith, members attending were: Mrs. Jean Anderson, Mr. Hal Bloom, Mr. Joseph Brown, Mr. Terry Bunn, Mrs. Sheila Cloud, Dr. John Killian, Mr. Thed Spree, Mr. Justin Smith, and Mr. Victor Vernon. Absent: Mr. Randy Hillman and Mr. Jerry Groce. Mrs. Beard announced there was a quorum present. Also attending were: Mr. Mike Kendrick (University Attorney), President Ken Tucker, and several other administrators and staff members, with Katie Beard recording the minutes.

Mr. Jerry Smith asked Dr. John Killian to open the meeting with a prayer.

**III. Approval of Agenda**

***Mr. Hal Bloom moved to approve the Agenda; Mrs. Sheila Cloud seconded the motion; and the motion was approved.***

**IV. Approval of Minutes from June 5, 2017**

Mr. Jerry Smith asked if there were any changes to the minutes from the meeting held on June 5, 2017. There were none. ***Mr. Thed Spree made a motion to approve the minutes; Mr. Victor Vernon seconded the motion; and the motion was approved.***

**V. Report from the Facilities Committee**

Mrs. Jean Anderson, chair, stated that Mr. Bobby Truelove provided the following updates:

- The Houston-Bailey House agreement - The University reached an agreement with a local contractor at no cost to the University to remove the house from the lot and plant grass. This work began in September.
- The Hunt House - An acceptable offer was made for the purchase of the Hunt House and the sale is now complete.
- Future Housing - A report was given which showed that most dorms on campus are currently at 90% or higher on their occupancy rates. It was proposed that a new dorm be constructed which would hold 250 students. An architect will be vetted for the project. A proposal will be given at the December meeting which will detail the suggested architect and information on financing.
- Energy Savings - Schneider Electric presented their proposal for a comprehensive solution which would address deferred maintenance, lighting, HVAC, IT, and building envelope and energy management needs across various facilities. This proposal will be considered in conjunction with the Finance Committee's comprehensive plan to consolidate bonds and possibly refinance.

Mrs. Jean Anderson presented the resolution approved by the Facilities Committee to amend the lease or sublease in order to extend the term thereof and to further amend the lease more particularly set forth in the Amendment as follows:

1. Landlord is duly organized, validly existing, and in good standing in the jurisdiction of its formation, organization, and/or incorporation, as applicable, and is otherwise authorized to transact business and in good standing in any other jurisdictions where such qualifications are required. Landlord has full power and authority to enter into and perform Landlord's obligations under the Amendment and the other Transaction Documents (as hereinafter defined), and the Amendment and the other Transaction Documents have been duly executed and delivered by Landlord. The Nominee listed below is the legal and authorized representative of Landlord and is the authorized officer, as applicable, of Landlord.

2. The Board of Trustees of the University of West Alabama hereby nominate the below listed as the attorney-in-fact to execute and deliver the Amendment together with any and all other documents and agreements of the

Transaction Documents (attached hereto as Exhibit A) and all of the terms and provisions contained therein and declare, resolve and/or affirm, as applicable, that the President of the University of West Alabama is hereby authorized to enter into the Transaction Documents with Tenant and effect the transactions contemplated therein. The Landlord hereby declares and affirms that any trustee actions required to effectuate the transactions contemplated in the Amendment and other Transaction Documents have been completed.

3. The Board of Trustees of the University of West Alabama also declares that they have full legal authority to bind the University of West Alabama under the laws of the State of Alabama in which the Leased Premises (as defined in the Amendment) is located, and that the President of the University has the full authority to execute any and all of the Transaction Documents on behalf of the University of West

Alabama and its Board of Trustees and to nominate individuals to act on Landlord's behalf.

4. The Landlord hereby nominates the below listed individual (the "**Nominee**") as attorney-in-fact to execute and deliver the Amendment, together with any other documents and agreements, including, without limitation, the Memorandum (as defined in the Amendment), required to be executed and delivered pursuant to the terms and provisions of the Amendment (the Amendment and all of such other aforementioned agreements and documents, collectively, the "Transaction Documents") (attached as Exhibit A), on behalf of the University of West Alabama. The Nominee shall have full power and authority to act on behalf of the University of West Alabama and on behalf of Board of Trustees for purposes of executing and delivering the Transaction Documents and ensuring that Landlord fulfills its obligations thereunder. Additionally, the Nominee shall have full authority to direct the manner in which all payments made by Tenant pursuant to the Amendment are to be made to Landlord, including, without limitation, identifying which bank account(s) to transfer funds to in the event a wire payment is made by Tenant.

NOMINEE:	(Print Name)	Dr. Ken Tucker, President
	(Address)	University of West Alabama UWA, Station 1 Livingston, Alabama 35470

5. That the Board by the adoption of this Resolution does authorize the President of the University to take any and all action necessary in order to complete the transaction contemplated by the Transaction Documents, attached hereto as Exhibit "A", which is included but not be limited to the execution of the Third Party Amendment to the Lease, Memorandum Lease, Resolution and Consent Affidavit, and any and all other documents or actions necessary in order to complete the transaction contemplated by the Transaction Documents, attached hereto as Exhibit "A", without further notice or action on behalf of the Board of Trustees of the University of West Alabama.

6. This Resolution shall become effective immediately so as to authorize the execution of the Transaction Documents listed herein, including, but not limited to, Third Amendment to Lease Agreement, Memorandum of Leasing, and the Resolution and Consent Affidavit on behalf of the Board of Trustees of the University of West Alabama.

On a motion by Mr. Joseph Brown the above resolution was approved. This motion carried.

#### **VI. Report from the Finance Committee**

Mrs. Cloud stated that Mr. Lawson Edmonds presented the 2017-2018 fiscal year budget in addition to the auxiliary budget and the restricted budget. The Fiduciary Responsibilities of the Board of Trustees were reviewed. The Finance Committee tasked Dr. Tucker and other key administration with setting up strategies and metrics for financing the construction of a new dorm and exploring the possibility of refinancing existing bonds.

#### **VII. Report from the Board President**

Mr. Jerry Smith reported that the Board was excited to hear the four speakers who were invited to speak at this Board Retreat. The speakers consisted of Dr. Robert Witt, former President of the University of Alabama and Chancellor of the University of Alabama system, who spoke to the Board on Leading and Managing the Change Process at the University of Alabama. The Board also heard from Dr. J. J. Wedgworth, head of schools at the University Charter School and Mrs. Logan Searcy, Alabama State Department of Education, who spoke about charter schools in the State of

Alabama. The last speaker of the day was Mr. Gordon Stone, Executive Director of the Higher Education Partnership, who offered four insights for success.

Mr. Jerry Smith announced that a Workforce/Economic Development Board Committee will be established consisting of Mr. Joseph Brown, chair, Mr. Victor Vernon, and Mr. Randy Hillman. Dr. Tucker explained that Economic Development is now a critical component of the University's mission. The Economic Development area at UWA has been restructured to allow the Economic Development Director to work directly with local elected officials to recruit business and industry into the community, to work together in a collaborative manner, and to promote hiring UWA students in the community.

Mr. Jerry Smith appointed a Presidential Evaluation Committee consisting of Mr. Jerry Groce, chair, Dr. John Killian, and Mr. Thed Spree. This committee will evaluate the President and report back to the Board at the December meeting.

Mr. Jerry Smith presented a proposal to retain the service of Mr. Chris Anderson with CDPA to perform the University's outside audit. ***A motion was made by Dr. John Killian and seconded by Mr. Victor Vernon to approve CDPA. The motion carried.***

#### **IX. New Business**

Mr. Jerry Smith inquired if the Board of Trustees would be interested in having an annual Board Retreat. Mr. Bloom stated that he felt a retreat is important to promote camaraderie amongst the members. Mr. Thed Spree expressed that this is one of the best meetings he has been to in recent memory and would love to see this occur again.

#### **X. Other Business**

Mr. Jerry Smith announced that the next Board of Trustees meeting will be held on Friday, December 1, 2017.

Mr. Thed Spree invited all Board members to the dinner in the private dining room at the Young Hall Caf. before the Rodeo next Thursday evening.

#### **XI. Adjourn**

Mr. Jerry Smith asked for a motion to adjourn. ***Mr. Terry Bunn moved to adjourn; Mrs. Sheila Cloud seconded the motion; and the meeting adjourned at 2:39 p.m.***

Respectfully submitted,

*Katie Beard*

Assistant Secretary to the Board