

**BOARD OF TRUSTEES**  
**The University of West Alabama**  
**Reconvene Meeting from March 3, 2014, Meeting**  
**Bell Conference Center**  
**April 22, 2014, 2014**

**A G E N D A**

- I. Call to Order (Mr. Terry Bunn)
- II. Roll Call
- III. Approval of Minutes from Executive Committee Meeting  
A. June 3, 2013 *(Action Item)*
- IV. Request from Twin Oaks Apartments for Waiver  
Of UWA Option to Purchase *(Action Item)*
- V. Approval of Consulting Agreement with Special  
Administrator John Blackwell *(Action Item)*
- VI. Preliminary Report from Independent Investigator
- VII. Executive Session to Discuss: Possible Future Litigation
- VIII. Appointment of Members to Presidential Search Committee *(Action Item)*
- IX. Report from Special Administrator John Blackwell
- X. New Business
- XI. Other Matters
- XII. Adjourn

**BOARD OF TRUSTEES**  
**Reconvening of Meeting Held on March 3, 2014**  
**The University of West Alabama**  
**Bell Conference Center**  
**April 22, 2014, 10:00 a.m.**

**I. Call to Order**

Mr. Terry Bunn, President *pro tem*, called the meeting to order and welcomed everyone. He asked Mrs. Jean Anderson to say a prayer.

**II. Roll Call**

Mr. Bunn asked Mrs. Lindsey to call the roll. Members attending were: Mrs. Jean Anderson, Mr. Thomas Ballow, Mr. Hal Bloom, Mr. Terry Bunn, Mr. Jerry W. Groce, Mr. Randall Hillman, Mr. John Northcutt, Mr. Alex Saad, Mr. Jerry F. Smith, and Mr. Thed Spree. Absent: Mrs. Sheila Cloud, Rev. Willie O'Neal, and Mr. Victor Vernon. Mrs. Lindsey announced that a quorum was present. Mr. Mike Kendrick, University Attorney, was also present. *Note: Mr. Victor Vernon arrived at 10:08 a.m.*

**III. Approval of Minutes from Executive Committee Meetings (Action Item)**

Mr. Bunn said he would like to amend the Agenda to remove Item III. B. Approval of March 10, 2014, minutes until a later date and also add the following: Approval of UWA E-911 Addresses under Item XI. Other Matters. ***A motion was made by Mr. Spree and seconded by Mr. Groce to amend the Agenda; and the motion passed.***

***A motion was made by Mr. Ballow, and seconded by Mrs. Anderson, to approve the minutes of the Executive Committee Meeting that was held on June 3, 2013. The motion was approved.*** Mr. Bunn stated the minutes of the March 10, 2014, Executive Committee Meeting would be approved at a later date.

**IV. Request from Twin Oaks Apartments for Waiver of UWA Option to Purchase**

Mr. Bunn said the next item would be the Twin Oaks matter and he invited Mr. Mike Kendrick to give the Board an update. Mr. Kendrick referred to Mr. Nat Watkins, Attorney for the current owner of Twin Oaks, who stated that the owner of the apartments wants to sell the property to David Edmonds and Pete Reynolds; however, some action is needed by UWA Board of Trustees before that can be done. Mr. Watkins said Livingston University conveyed a 9.8 acre parcel of property on Highway 11 North to the Livingston Downtown Redevelopment Authority by deed in 1986, which was recorded at Deed Book 155 Page 214. He said this deed was amended in 1992 to include a reservation of a right of first refusal and an automatic reversion to UWA in 2014, initially, and 2049, as amended. Mr.

Watkins stated the Lessee obtained the option to purchase the property from the Authority once the bond issue was paid off, and he stated it now has been paid. He said Mr. and Mrs. Charles F. James, III, assigned their interest in the lease agreement to Main Street, LLC by assignment dated August 1, 1992. Mr. Watkins stated that Main Street, LLC subleased a portion of the premises containing the apartment buildings to Southern Investments, LLC, with Main Street, LLC retaining the balance of the property.

Mr. Watkins said Southern Investments now desires to sell its interest in the property it subleased from Main Street to a partnership composed of David Edmonds and Pete Reynolds for a purchase price of \$1,2 million. He said Mr. Reynolds wants to do a 1031 exchange for a portion of the purchase price and is proposing that the Authority convey the entire leased premises to Main Street, LLC, who will then convey the subleased portion of the leased premises to Southern Investments, which will then convey to the Edmonds-Reynolds partnership.

Mr. Watkins said in order for this to occur, several things have to happen, as follows: (1) UWA must decline to exercise its right of first refusal at each stage of the transaction; (2) UWA agrees to subordinate the mortgage UWA currently holds on the property in the amount of \$70,000 to a mortgage from the Edmonds and Reynolds partnership to the Bank of York; and (3) UWA is being requested to extend the automatic reversion date from June 30, 2049, to June 30, 2079.

Mr. Watkins indicated that time has become a problem as Reynolds' time to close and take advantage of the 1031 exchange will expire on April 30, 2014.

Mr. Bunn asked Mr. Kendrick if he could see any problem with the Board taking this action today, and Mr. Kendrick said he could not. Mr. Saad asked Mr. Watkins if the new owners would continue to operate this as a rental facility, and Mr. Watkins replied they would.

Mr. Bunn requested Mr. Kendrick to read the resolution that needs to be considered (Copy attached). After Mr. Kendrick read the resolution, ***Mr. Hillman moved to adopt the resolution and the waiver of first refusal and subordination of mortgage. Mr. Smith provided a second, and the motion passed.***

#### **V. Approval of Consulting Agreement with Special Administrator John Blackwell**

Mr. Bunn said a copy of this agreement was previously sent to the Board members. He said this is the consulting agreement with Special Administrator John Blackwell (copy

attached), which the Board needs to consider and/or approve. **Mr. Saad made a motion to approve the agreement; Mr. Vernon seconded the motion; and the motion carried.**

#### **VI. Preliminary Report from Independent Investigator**

Mr. Bunn introduced Mr. Drayton Pruitt and stated the Board asked him and Mr. Tommy Smith, to perform a special investigation into recent charges made by Dr. Holland. He said Mr. Pruitt has been a practicing attorney in Livingston for many years, and Mr. Smith was a former district attorney in Tuscaloosa prior to his retirement.

Mr. Pruitt reported he and Mr. Smith interviewed numerous witnesses and they have many pages of testimony, as well as pages of emails. He said they took the last testimony yesterday at 3:15 p.m. Mr. Pruitt indicated they were not prepared to present a final report of their findings today because of the length of the investigation and the volume of evidence and testimonies and they are asking the Board to give them until May 1, 2014, to present their final report. Mr. Pruitt said this is a very serious matter and one of which he and Mr. Smith have taken to heart and know the importance of accurately responding to the Board. Mr. Bunn indicated that no action would be necessary today and they would look forward to receiving the report.

#### **VII. Executive Session to Discuss: Possible Future Litigation**

Mr. Bunn said before going into an executive session, he wanted to introduce the newest member of the Board, Mr. Hal Bloom, who is a distinguished individual and he is appreciated for his willingness to service as a member of the Board. He also recognized Mrs. Kaye Bryan, who has announced that she will retire on April 30, 2014. Mr. Bunn thanked her for many years of service, her professionalism that she has always shown, and stated it has been his pleasure to work with her and Earlene Lindsey for a good many years. He said, on behalf of the Board, he wanted to thank her for her years of service. (Applause) He indicated that Mrs. Mary Grace Edmonds would be replacing Mrs. Bryan in the President's Office.

Mr. Bunn announced that he would entertain a motion for the Board to go into an executive session. **A motion was made by Mr. Vernon to go into an executive session and Mr. Smith seconded the motion.** At this time, Mr. Mike Kendrick stated the reason for the Board going into an executive session would be to discuss possible future litigation. Mr. Bunn requested a roll call vote. Ms. Lindsey proceeded to call the roll, as follows:

Anderson, Jean

Yes

Ballow, Thomas	Yes
Bloom, Hal	Yes
Bunn, Terry	Yes
Groce, Jerry W.	Yes
Hillman, Randall	Yes
Northcutt, John	Yes
Saad, Alex	Yes
Smith, Jerry F.	Yes
Spree, Thed	Yes
Vernon, Victor	Yes

***Ms. Lindsey announced that it was a unanimous vote of all members attending.***

At 10:20 a.m., the Board went into Executive Session. Mr. Bunn announced they would meet in the President’s Conference Room at Webb Hall and would reconvene after the Executive Session.

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Mr. Bunn declared the Board back to order at 2:49 p.m.

**VIII. Appointment of Members to Presidential Search Committee**

Mr. Bunn said, at this time, he would like to announce his appointments to the Presidential Search Committee. He requested Ms. Lindsey to read the list of names, who will serve on the Presidential Search Committee. Ms. Lindsey read the list, as follows:

- Dr. Aliquippa Allen
- Mrs. Sheila Cloud
- Dr. Tim Edwards
- Mr. Randall Hillman
- Mr. Bob Holycross
- Mr. D’Anthony Jackson
- Dr. Amy Jones
- Mr. Jerry Smith, Chair
- Mr. Victor Vernon

Mr. Bunn stated he would like for Jerry Smith to serve as Chair of the Committee. He asked for a motion to approve the Committee. ***Mr. Bloom so moved; Mr. Groce seconded; and the motion passed.*** Mr. Saad added his thanks to Mr. Bunn for putting together such a good group of people to serve on this very important committee.

**IX. Report from Special Administrator John Blackwell**

Mr. Bunn thanked Mr. Blackwell for his willingness to serve in this capacity. Mr. Blackwell said he was honored to serve. He said when he went to speak at one of his first meetings on campus that was with faculty, staff, and students, he got a little emotional. Mr.

Blackwell said he really had good memories when he worked at this school many years ago. He said the reception he has received since arriving has been very positive.

Mr. Blackwell said the top priority for the University is student recruitment and student retention. He said they will have to look at tuition costs at the next regular meeting of the Board, adding that the atmosphere has changed and the competition has changed.

Mr. Blackwell reported that one of the last items he would like to discuss is the 30K in 30 Days, which is a movement to put a UWA chevron sticker on every vehicle on the roadways in the nation. A flyer was distributed to the members of the Board, which explained this challenge. He stated the University of West Alabama does a great job in providing a good education to its students and deserves more wide-spread recognition.

Mr. Blackwell said, in his making rounds across the campus since his arrival, he was glad to receive praise from the Cafeteria manager and others about the good job the Physical Plant Department does on campus.

Again, Mr. Blackwell said he was very pleased to serve in this capacity, and asked if anyone had any questions. Mr. Jerry Smith expressed his appreciation to Mr. Blackwell for his commitment.

#### **X. New Business**

Mr. Bunn asked if there was any new business. There was none.

#### **XI. Other Matters**

##### *Approval of UWA E-911 Addresses*

Mr. Bunn said a list of E-911 addresses was distributed to each member of the Board, adding that the Coordinator of the Sumter County E-911 System requested the Board to approve the street numbers and addresses. ***Mr. Spree made a motion to approve the list; Mr. Groce seconded the motion; and the motion passed.***

#### **XII. Adjourn**

Mr. Bunn thanked everyone for attending, and recessed the meeting at 3:00 p.m.

Respectfully submitted,

Victor Vernon  
Secretary to the Board

Earlene Lindsey  
Assistant Secretary to the Board