

Southern State Community College

Board of Trustees Meeting

November 2, 2011

The Regular monthly meeting of the Southern State Community College Board of Trustees was held Wednesday, November 2, 2011, in Room 106, on the College's Central Campus in Hillsboro.

The Honorable Judge David Bender administered the Oath of Office for newly appointed Member of the Southern State Community College Board of Trustees Douglas William Boedeker, Fayette County, for a term beginning September 28, 2011, and ending at the close of business May 11, 2016.

Call to Order and Roll Call

At 6:05 p.m., Chairwoman Ayres called the meeting to order. Roll Call was as follows:

Present:

Trustee Larry Anderson
Trustee Kay Ayres, Chair
Trustee Douglas Boedeker
Trustee Michelle Cimis
Trustee Paul Hall (arrived during the first Executive Session)
Trustee Donald Moore
Trustee Leilani Popp
Trustee Rory Ryan
Trustee Vicki Wilson, Vice Chair

Absent:

None

Consideration of Agenda

Trustee Moore moved and Vice Chairwoman Wilson seconded that the Agenda before the Board be approved. All were in favor.

11.48

Executive Session

At 6:10 p.m., Trustee Popp moved and Trustee Moore seconded that the Board go into Executive Session to consider the purchase of property. Roll Call Vote was as follows:

Yes, Executive Session:

Trustee Anderson
Trustee Ayres
Trustee Boedeker
Trustee Cimis

Trustee Moore
Trustee Popp
Trustee Ryan
Trustee Wilson

11.49

At 7 p.m., Trustee Hall moved and Trustee Boedeker seconded that the Board of Trustees come out of Executive Session. All were in favor.

11.50

Consideration of Minutes

Vice Chairwoman Wilson moved and Trustee Hall seconded that the September 14, 2011, Minutes be approved as presented. Roll Call Vote was as follows:

Yes, Minutes:

Trustee Anderson
Trustee Ayres
Trustee Boedeker
Trustee Cimis
Trustee Hall

Trustee Moore
Trustee Popp
Trustee Ryan
Trustee Wilson

11.51

Monitoring Confirmation

*President's Report**

President Boys welcomed guests and thanked them for attending the meeting and expressed appreciation for everyone's flexibility in rescheduling the Oct. 12 meeting to this evening by which time all necessary land acquisition documents were received. The President provided a history that led to the action the Board of Trustees will take this evening on the land acquisition items listed on the Agenda. He acknowledged the Board of Trustees, including the early efforts of the late Trustee Ben Houser. He further acknowledged the generosity of HNL Partners John Condon and Kent Gulley for donating land in Adams County to the College. Dr. Boys introduced Jim Buck, Vice President of Business and Finance, who delivered a presentation on how the finances will make the land acquisitions and expansions possible.

Adams County Land

Trustee Anderson moved and Trustee Ryan seconded to accept the Option Agreement for Donation of Real Property in Adams County as presented. Roll Call Vote was as follows:

Yes, Adams County Land:

Trustee Anderson
Trustee Ayres
Trustee Boedeker
Trustee Cimis
Trustee Hall
Trustee Moore
Trustee Popp
Trustee Ryan
Trustee Wilson

11.52

Brown County Land

Trustee Popp moved and Trustee Moore seconded to approve the contract to purchase land in Brown County as presented. Roll Call Vote was as follows:

Yes:	No:	Abstain:
Trustee Anderson	Trustee Cimis	Trustee Hall**
Trustee Ayres	Trustee Ryan	
Trustee Boedeker		
Trustee Moore		
Trustee Popp		
Trustee Wilson		

11.53

**Let the record show Trustee Hall stated he is very supportive of the land acquisition and that his abstention is due to avoiding any possible appearance of a conflict of interest due to a business relationship he has with one of the sellers.

Declaration of Official Intent

Trustee Moore moved and Trustee Hall seconded to approve a declaration of official intent with respect to reimbursement of temporary advances made for capital expenditures to be made from subsequent borrowings as follows:

WHEREAS, Southern State Community College (the “College”) Board of Trustees in accordance with the Ohio Revised code, section 3358, has concluded that it does not currently desire to incur short term debt to finance the costs it is about to pay in pursuit of the Capital Expenditures listed in this document Section 1(b).

WHEREAS, Treasury Regulation §1.150-2 (the “Reimbursement Regulations”), issued pursuant to the Internal Revenue Code of 1986, as amended, (the “Code”) prescribes certain requirements by which proceeds of tax-exempt bonds or other obligations may be used to reimburse advances made for Capital Expenditures paid before the issuance of such obligations; and

WHEREAS, such Reimbursement Regulations require that the Issuer make a Declaration of Official Intent to reimburse any Capital Expenditure paid prior to the issuance of the Obligations intended to fund such Capital Expenditure and require that such Declaration of Official Intent be made no later than sixty (60) days after payment of the Capital Expenditure and further require that any Reimbursement Allocation of the

proceeds of such obligations to reimburse such Capital Expenditures occur no later than eighteen (18) months after the later of the date the Capital Expenditure was paid or the date the property acquired with the Capital Expenditure was placed in service, except that any such Reimbursement Allocation must be made no later than three years after such Capital Expenditure was paid; and

WHEREAS, the College intends to utilize the Board of Regents – 61 Community and Technical Bond Intercept program; RC 333.90, 152.09, 152.10, 152.12, 152.15, 3345.12; and

WHEREAS, the College intends to issue revenue obligations for the benefit of the College to fund capital expenditures in the anticipated amount of fourteen million dollars (\$14,000,000); and

WHEREAS, Southern State Community College wishes to ensure compliance with the Reimbursement Regulations;

NOW, THEREFORE, be it resolved by the Board of Trustees of the College:

Section 1. Declaration of Official Intent.

- (a) The College declares that it reasonably expects that the Capital Expenditures described in paragraph (b), which were paid no earlier than sixty (60) days prior to **the date hereof, or which will be paid prior to the issuance of any obligations** intended to fund such Capital Expenditures, will be reimbursed with the proceeds of such obligations, representing a borrowing by the College in the maximum principal amount, for such reimbursements, of seven million dollars (\$7,000,000); and
- (b) The Capital Expenditures to be reimbursed are to be used for the acquisition, construction, equipping and installation of educational and related facilities, including but not limited to a business and entrepreneurship center, parking facilities and land acquisition.

Section 2. Reasonable Expectations. The College does not expect any other funds (including the money advanced to make the Capital Expenditures that are to be reimbursed), to be reserved, allocated on a long-term basis, or otherwise set aside by the College or any other entity, with respect to the Capital Expenditures for the purposes described in Section 1(b).

The foregoing constitutes a complete record of the actions taken by the Board of Trustees of the College, effective as of the day and year first above written, and this action shall be placed among the records of the College.

Roll Call Vote was as follows:

Declaration of Official Intent

Yes:

Trustee Anderson
Trustee Ayres
Trustee Boedeker
Trustee Hall
Trustee Moore
Trustee Popp
Trustee Wilson

No:

Trustee Cimis
Trustee Ryan

11.54

****President's Report Continued***

President Boys announced the OACC Legislative Reception scheduled Nov. 9 has been cancelled. Vice Chairwoman Wilson recognized Dr. Nicole Roades for receiving her doctorate.

Vice President of Business and Finance Report

Vice President of Business and Finance Jim Buck provided the September 2011 Financial Report and stated he hopes to have a revised budget next month for the Board's consideration. He stated a copy of the audit for FY 2011 is complete and a report should be available at the next meeting.

Vice Chairwoman Wilson moved and Trustee Moore seconded that the [October 2011 President's Report](#) and the [September 2011 Finance Report](#) be approved. Roll Call Vote was as follows:

Yes, October 2011 President's Report and September 2011 Finance Report:

Trustee Anderson
Trustee Ayres
Trustee Boedeker
Trustee Cimis
Trustee Hall

Trustee Moore
Trustee Popp
Trustee Ryan
Trustee Wilson

11.55

Consideration of New Foundation Board Member

At the recommendation of the President and Executive Director of the Foundation and approval of the Foundation Board of Trustees, Trustee Cimis moved and Trustee Anderson seconded that Sheri Smith become of member of the Foundation Board of Trustees. All were in favor.

11.56

Dr. Nicole Roades, Vice President of Institutional Advancement, provided a recap of the annual meeting of the Foundation Board of Trustees held Oct. 26, 2011.

Report from the Nominating Committee and Election of Officers for 2012

At the recommendation of the Nominating Committee, Trustee Popp moved and Trustee Ryan seconded that Dr. Vicki Wilson be the Board Chair for 2012. All were in favor.

11.57

At the recommendation of the Nominating Committee, Vice Chair Wilson moved and Trustee Hall seconded that Mr. Don Moore be the Board Vice Chair for 2012. All were in favor.

11.58

Meeting Schedule for 2012

Vice Chairwoman Wilson moved and Trustee Moore seconded that following 2012 Board Meeting schedule be approved.

- January 22-23, 2012 – Meeting/Retreat
- Wednesday, February 8, 2012, 6 p.m.
- Wednesday, March 14, 2012, 6 p.m.
- Wednesday, April 11, 2012, 6 p.m.
- Wednesday, May 9, 2012, 6 p.m.
- Friday, June 8, 2012, Meeting/Graduation
- July, No Meeting
- August 8, 2012, 6 p.m.
- Wednesday, September 12, 2012, 6 p.m.
- Wednesday, October 10, 2012, 6 p.m.
- Wednesday, November 14, 2012, 6 p.m.
- December, No Meeting

All were in favor.

11.59

Executive Session

At 7:38 p.m., Trustee Moore moved and Trustee Hall seconded that the Board go into Executive Session to consider the discipline of a public employee; to consider the appointment and compensation of a public employee. Roll Call Vote was as follows:

Yes, Executive Session:

Trustee Anderson
Trustee Ayres
Trustee Boedeker
Trustee Cimis
Trustee Hall
Trustee Moore
Trustee Popp
Trustee Ryan
Trustee Wilson

11.60

At 8:14 p.m., Trustee Moore moved and Trustee Hall seconded that the Board of Trustees come out of Executive Session. All were in favor.

11.61

Next Meeting

The next meeting of the Board of Trustees is scheduled for December 14, 2011, unless otherwise notified.

Adjournment

There being no further business, at 8:15 p.m., Chairwoman Ayres declared the meeting be adjourned.

NOTE: Copies and/or originals of all documents referenced throughout the minutes are on file (BOARD OF TRUSTEES | Nov. 2, 2011 | meeting) in the President's Office unless otherwise noted. The meeting was audio recorded as well.


Secretary


Chairman