



**JACKSONVILLE STATE UNIVERSITY
BOARD OF TRUSTEES
MINUTES**

The Board of Trustees of **JACKSONVILLE STATE UNIVERSITY** held its Winter Quarterly Meeting on the 5th Floor of Meehan Hall on **Tuesday, January 10, commencing at 9:00 a.m. CDT.**

CALL TO ORDER AND INVOCATION

Presiding Chair Jones officially called the meeting to order at 9:00 a.m. and welcomed all present. Trustee Linn opened the meeting with an invocation.

ROLL CALL

The Chairman directed Dr. Killingsworth, Secretary to the Board, to call the roll. The following members were present:

- Randall E. Jones, Chairman
- Mr. Greg Brown (Via Zoom)
- Mr. Clarence Daugette, III
- Senator Vivian Davis Figures, Co-chair
- Mr. Rusty Fuller
- Mr. Drew Linn
- Mrs. Gale Saxon Main
- Mr. Randy Y. Owen
- Mr. Tony Smoke

The Trustees listed above constitute a quorum for conducting business. Trustee Tony Ingram and ex-officio member Governor Ivey were absent. Others present included First Lady Kristi Killingsworth, Dr. Wendy Stephens, Faculty Senate President; Ms. Jewelishia Johnson, Student Government Association President; university faculty, staff, and students; members of the public; and media representatives.

APPROVAL OF MINUTES

A draft copy of the October 18, 2022, minutes was provided to the Board members before the meeting. Chairman Jones called for a motion to approve the minutes as distributed.

Upon a motion made by Trustee Daugette and seconded by Trustee Fuller, the Board of Trustees unanimously approved October 18, 2022, meeting minutes.

THE BOARD COMMITTEE MEETINGS

(Proceedings of the Board committee meetings are in the respective committee meeting minutes, which are on file in the Office of the President.)

ACADEMIC AFFAIRS COMMITTEE

Trustee Owen, Chair of the Academic Affairs Committee, stated that the Committee met on January 9, 2023, and reviewed five action items unanimously approved by the Committee and are recommended for full Board approval.

Action Item #1: To allow the out-of-state graduate tuition rate to be the same as the undergraduate out-of-state tuition rate in accordance with the Alabama code, effective Fall 2023.

Action Item #2: To close the Bachelor of Science program in Applied Electronics Engineering and follow the teach-out requirements from SACSCOC, effective Fall 2023.

Coming from the Academic Affairs Committee, the motion did not require a second. The Board of Trustees approved with unanimous consent.

Action Item #3: Motion to approve a resolution for *Dangerous Weapons and Firearms Policy* as presented, effective immediately.

RESOLUTION 650

WHEREAS, JSU is committed to a safe campus environment;

WHEREAS, the Alabama legislature has authorized this Board to adopt policies governing the possession of firearms or other weapons on campus;

WHEREAS, in consultation with other members of the Campus Community, the Director of Public Safety has prepared the attached Dangerous Weapons and Firearms Policy;

WHEREAS, this Board deems it in the best interest of the University;

THEREFORE, premises considered, the attached Dangerous Weapons and Firearms Policy is hereby adopted.

This Resolution was presented on the 10th day of January 2023.



Don C. Killingsworth, Jr., Ed.D
President
Jacksonville State University



Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

Chairman Jones offered an opportunity for discussion and comments. There being none, a motion was made, seconded, and the Resolution was approved with unanimous consent.

Action Item #4: Motion to approve the Resolution authorizing solicitation of an RFP for the operation of the JSU Student Health Center.

RESOLUTION 651

WHEREAS, JSU desires for its students, faculty and staff to have excellent health care services;

WHEREAS, it is critical that such services be delivered by a high-quality provider in a cost-effective manner;

WHEREAS, to facilitate the selection of the best health care provider, it is in the best interest of JSU to issue an RFP to all parties interested in entering into a clinical management agreement to operate the JSU Health Center;

THEREFORE, premises considered, the President of the University is hereby authorized to direct that such RFP be prepared and submitted to potential providers and, after submissions are received, to negotiate an agreement on behalf of the University with the selected provider.

This Resolution was presented on the 10th day of January 2023.



Don C. Killingsworth, Jr., Ed.D
President
Jacksonville State University



Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

Chairman Jones offered an opportunity for discussion and comments. There being none, a motion was made, seconded and the Resolution was approved with unanimous consent.

Action Item #5: Motion to approve the new Strategic Plan as presented and to reaffirm alignment of the mission statement.

Coming from the Academic Affairs Committee, the motion did not require a second. The Board of Trustees approved with unanimous consent.

ADVANCEMENT COMMITTEE

Trustee Main, Chair of the Advancement Committee, reported that the Committee met on January 9, 2023, and reviewed **five naming resolutions**, which were approved by the Committee. Chair Main moved for their approval by the full Board, and the following resolutions were unanimously adopted separately and collectively.

JUDGE H. DEAN BUTTRAM, JR., RESOLUTION


WHEREAS, H. Dean Buttram, Jr., class of 1972 and 1975, and his wife Kathy Roe Buttram, class of 1978, are proud alumni of Jacksonville State University.


WHEREAS, the Buttrams have generously supported the University through their contributions throughout the years.

THEREFORE, be it resolved, that the Board of Trustees of Jacksonville State University declares a classroom, in Ramona Wood Hall, shall henceforth be named the Judge H. Dean Buttram, Jr. Classroom.

Be it further resolved that the entire Jacksonville State University family extends its deepest gratitude to the Buttram family for their generous support of the University.

This Resolution was presented on the 10th day of January 2023.


Don C. Killingsworth, Jr., Ed.D
President
Jacksonville State University


Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

KATHY ROE BUTTRAM RESOLUTION

WHEREAS, H. Dean Buttram, Jr., class of 1972 and 1975, and his wife Kathy Roe Buttram, class of 1978, are proud alumni of Jacksonville State University.

WHEREAS, the Buttrams have generously supported the University through their contributions throughout the years.

THEREFORE, be it resolved, that the Board of Trustees of Jacksonville State University declares a third floor Team Room in Merrill Hall shall henceforth be named the Kathy Roe Buttram Team Room in honor of Kathy Roe Buttram, by her husband, H. Dean Buttram, Jr.

Be it further resolved that the entire Jacksonville State University family extends its deepest gratitude to the Buttram family for their generous support of the University.

This Resolution was presented on the 10th day of January 2023.


Don C. Killingsworth, Jr., Ed.D
President
Jacksonville State University


Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

MILLER PEDESTAL RESOLUTION

WHEREAS, the Miller family, including the late Frank Ray '63 and Jimmie Nell Miller, Cindy Miller Watson '80, Missy Miller Jenkins, and Adam Miller '97 have been long time supporters of Jacksonville State University for many years and have pride in their University.

WHEREAS, the Miller family has generously supported the University through their contributions and support throughout the years.

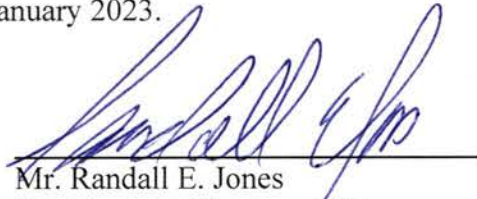
THEREFORE, be it resolved, that the Board of Trustees of Jacksonville State University declares one pedestal around the Haywood Fountain in front of Angle Hall, shall henceforth be named the Miller Pedestal.

Be it further resolved that the entire Jacksonville State University family extends its deepest gratitude to the Miller family for their generous support of the University.

This Resolution was presented on the 10th day of January 2023.



Don C. Killingsworth, Jr., Ed.D.
President
Jacksonville State University



Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

LEE AND JETTA MANNER RESOLUTION

WHEREAS, Lee and Jetta Manners were leaders and mentors to students throughout their careers at Jacksonville State University; and,

WHEREAS, fifty-five years have passed since Delta Chi was formed to become the first national fraternity at Jacksonville State University under the advisement of Lee and Jetta Manners; and,

WHEREAS, the Brothers of Delta Chi Fraternity and the Manners family have made a generous contribution,

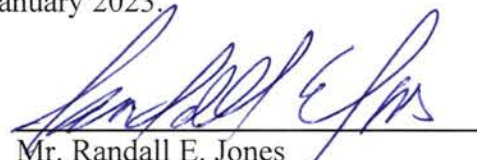
THEREFORE, be it resolved, that the Board of Trustees of Jacksonville State University declares the art gallery in Hammond Hall be named the Lee and Jetta Manners Art Gallery.

Be it further resolved that the entire Jacksonville State University extends its thanks and gratitude to the brothers of Delta Chi Fraternity and the Manners family for this generous gift to Jacksonville State University.

This Resolution was presented on the 10th day of January 2023.



Don C. Killingsworth, Jr., Ed.D.
President
Jacksonville State University



Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

PHIL AND DENISE WEBB RESOLUTION

WHEREAS, Phil Webb, prominent businessman, and his wife, Denise Webb, former JSU student, are known for their philanthropy, service to the community, and are proud supporters of Jacksonville State University.

WHEREAS, Phil Webb has served as a board member of the JSU Foundation Board for almost 10 years, contributing countless hours of service to JSU.

THEREFORE, be it resolved, that the Board of Trustees of Jacksonville State University declares the JSU concert hall in the Randy Owen Center for the Performing Arts Building shall henceforth be named the Phil and Denise Webb Concert Hall.

Be it further resolved that the entire Jacksonville State University family extends its deepest gratitude to Mr. and Ms. Webb for their generous support of the University.

This Resolution was presented on the 10th day of January 2023.



Don C. Killingsworth, Jr., Ed.D.
President
Jacksonville State University



Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

During its meeting, the Committee approved a plan presented by the University's marketing and advertising team to refresh the current JSU logo. Although the new logo will be "JAX STATE," the institution will continue to be known as Jacksonville State University.

Chairman Jones offered an opportunity for discussion and comments. There being none, a motion was made, seconded, and the new logo was approved with unanimous consent.

ATHLETIC COMMITTEE

In the absence of Trustee Ingram, Trustee Fuller, Vice-chair of the Athletic Committee, reported on information shared at the Committee meeting. He presented and recommended the following Resolution to the full Board for approval. **A motion was made by Trustee Fuller to adopt the Resolution for Women's Bowling and seconded by Trustee Figures. All were in favor. Motion Carried.**

WOMEN'S BOWLING RESOLUTION

WHEREAS, women's bowling became an NCAA-sponsored sport for the 2003-04 academic year, with the first NCAA Championship taking place in April 2004; and

WHEREAS, there are currently 100 NCAA women's bowling programs participating in the 2022-23 academic year; and

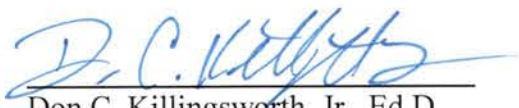
WHEREAS, bowling's popularity is on the rise, specifically with the younger crowd, and there are currently 219 schools within the Alabama High School Athletic Association who sponsor bowling and the AHSAA offers State Championships for IA-5A and 6A-7A; and

WHEREAS, the addition of Women's Bowling will enhance Jacksonville State University and Title IX sports at the University as we transition to the Football Bowl Subdivision and Conference USA in July of 2023; and

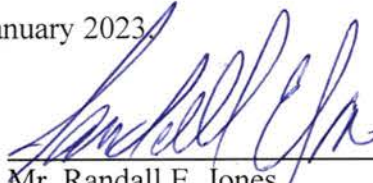
WHEREAS, Jacksonville State University will receive additional revenue from the NCAA through the sports sponsorship fund and the grants-in-aid fund;

THEREFORE, the Athletic Committee recommends this Board of Trustees give the President permission to begin Women's Bowling at Jacksonville State University, and to allow the athletic department to recruit a coach and players so the team can begin competition in the fall of 2023.

This Resolution was presented on the 10th day of January 2023



Don C. Killingsworth, Jr., Ed.D
President
Jacksonville State University



Mr. Randall E. Jones
President Pro Tempore of the
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Executive Committee

The Women's Bowling team will practice and host home competitions at *Big Time Entertainment* in Oxford, AL. The facility features lanes built specifically for competition and meets NCAA standards.

In addition to his report, Trustee Fuller presented the official Dauge Family Crest that will be displayed in the "Daug House" (Clarence W. Dauge, III Locker Room) in the new football stadium.

AUDIT, RISK, AND COMPLIANCE COMMITTEE

The Audit, Risk, and Compliance Committee did not meet on January 9, 2023.

BUILDING AND FINANCE COMMITTEE

Trustee Smoke, Vice-chair of the Building and Finance Committee, reported that the Committee convened and discussed **two action items**, which the Committee unanimously approved. Trustee Smoke moved for their approval, and the following Resolutions were unanimously adopted, separately and collectively.

Coming from the Building and Finance Committee, the motion did not require a second.

HAZARD MITIGATION PROGRAM RESOLUTION


WHEREAS, Jacksonville State University is, or will be, entering into a Disaster Assistance Agreement with the state of Alabama;


WHEREAS, the agreement will apply to all assistance funds provided by or through the State of Alabama to Jacksonville State as a result of presidentially declared disasters occurring within the State of Alabama;

WHEREAS, it is necessary for this Board to designate a representative, or representatives, to act on Jacksonville State's behalf in connection with actions taken pursuant to the Agreement;

THEREFORE, be it resolved that the Board of Trustees of Jacksonville State university hereby appoint President Don C. Killingsworth, Jr., and Chief Financial Officer, Dr. Arlitha Harmon as the two individuals that have the authority to act on behalf of Jacksonville State pursuant to the Disaster Assistance Agreement.

This Resolution was presented on the 10th day of January 2023.


 Don C. Killingsworth, Jr., Ed.D
 President
 Jacksonville State University


 Mr. Randall E. Jones
 President Pro Tempore of the
 Board of Trustees and Chairman of the
 Executive Committee

PEMA AGREEMENT
Public Education Building Authority of Jacksonville

The following Resolution was approved by the Board of Trustees on April 19, 2022. It has been modified to reflect the pursuing of a bond issuance this year, 2023 rather than 2022.

BE IT RESOLVED by the Board of Trustees (herein called the "Board") for JACKSONVILLE STATE UNIVERSITY (herein called the "University"), as follows:

Section 1. Findings. The Board has ascertained and does hereby find and declare as follows:

(a) The University, located in Jacksonville, Alabama, is a body corporate of the State of Alabama existing under the provisions of Chapter 52, Title 16, Code of Alabama 1975, as amended.

(b) The Jacksonville State University Foundation, Inc. (herein called the "Foundation") is a nonprofit corporation organized under the laws of the State of Alabama and is an organization exempt from federal income taxation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Foundation was organized in 1978 for the purpose of providing support and resources to the University and is governed by a board of directors that is independent from the University's Board of trustees and whose members are selected and appointed by the existing directors upon the expiration of terms or other vacancy.

(c) The Public Education Building Authority of Jacksonville (Jacksonville State University Foundation) is a public corporation and political subdivision created under the laws of the State of Alabama (herein called the "Authority").

(d) The Foundation heretofore, on March 29, 2022, adopted a resolution (herein called the "Foundation Authorizing Resolution") authorizing the acquisition, construction, improvement and installation of certain improvements more particularly described in the documents and instruments therein authorized (herein called the "Improvements") to certain real property to be leased by the University to the Foundation (herein called the "Project Site") for sublease to the Authority for educational purposes (together with the Improvements, herein called the "Project"), and the execution and delivery of the Transaction Documents described in said Foundation Authorizing Resolution.

(e) The Authority heretofore, on March 31, 2022, adopted a resolution (herein called the "Authority Authorizing Resolution") authorizing the issuance of

one or more series and/or subseries of its fixed rate bonds hereinafter collectively described as the "Series 2022 Bonds" in order to pay for (i) the acquisition, construction, improvement and installation of the Improvements; (ii) capitalized interest respecting the Series 2022 Bonds, (iii) the costs and expenses of issuing the Series 2022 Bonds, and (iv) the premium for a municipal bond insurance policy or similar credit enhancement facility (a "Bond Insurance Policy"), if obtained, respecting some or all of the maturities of the Series 2022 Bonds.

(f) The Authority heretofore, on April 1, 2022, filed a validation petition in the Circuit Court of Calhoun County, Alabama seeking validation of the Series 2022 Bonds, the Project and all matters arising out of the transactions contemplated by the acquisition, constructing, equipping and financing of the Project, and which validation petition is set for hearing on May 6, 2022.

(g) The purposes of the University will be promoted by the acquisition, construction, improvement and installation of the Improvements to the Project Site.

(h) It is necessary, desirable, in the best interest of the University and in the public interest to authorize, for the foregoing purposes, the Ground Lease, the Sublease, and the Continuing Disclosure Agreement (hereinafter defined) specified herein, as well as the other documents, agreements, certifications and other instruments hereinafter authorized or described.

Section 2. Authorization of Ground Lease and Sublease Agreement. As part of the transactions contemplated herein, the University is leasing the Project Site to the Foundation pursuant to a Ground Lease by and between the University and the Foundation dated as of June 1, 2022 (herein called the "Ground Lease"). The Foundation is subleasing the Project to the University pursuant to a Sublease Agreement by and between the Foundation and the University dated as of June 1, 2022 (herein called the "Sublease"). The said Ground Lease and Sublease shall be in substantially the content as that presented to and considered at the meeting at which this Resolution is adopted, which forms shall be attached to the minutes of such meeting as Exhibit "A" and Exhibit "B," respectively, with such changes, additions, insertions, or deletions as the officer of the University executing such Ground Lease and Sublease shall approve, which approval shall be conclusively evidenced by his or her execution thereof. The Ground Lease and Sublease are hereby adopted in all respects as if the same were set out in full herein, and the President of the University is hereby authorized and directed to execute and deliver the Ground Sublease and the Lease, for and in the name and behalf of the University, and the Vice President for Administrative and Business Affairs of the University is hereby authorized and directed to affix the corporate seal of the University to the Ground Lease and Sublease and to attest the same.

Section 3. The Series 2022 Bonds. (a) The Board understands that rent due under the Sublease shall be based, in part, on maturing installments of debt service on the Series 2022 Bonds, and that in the Authority Authorizing Resolution, the Series 2022 Bonds shall be sold in accordance with the following terms (the "Plan of Finance"):

- (i) The Series 2022 Bonds shall bear interest at fixed rates.
- (ii) The aggregate principal amount of the Series 2022 Bonds allocable to the payment of the costs of the Improvements may not exceed the sum of \$115,000,000.
- (iii) No maturity of the Series 2022 Bonds may bear interest at a rate exceeding 7.0%.
- (iv) The true interest cost on the Series 2022 Bonds (taking into account any original issue discount or original issue premium) may not exceed 6.5%.
- (v) The Series 2022 Bonds shall have a final maturity not later than December 31, 2062, and shall have a weighted average maturity of no longer than 35 years.

(vi) The Series 2022 Bonds shall be sold to the Underwriter as described in Section 6 hereof.

(b) The Board hereby ratifies and affirms the Plan of Finance respecting the Series 2022 Bonds.

Section 4. Preliminary Official Statement; Official Statement. (a) Recognizing that the ability to sell the series 2022 Bonds depends upon the financial condition and other material information concerning the University, there must be prepared and circulated by Stifel, Nicolaus & Company, Incorporated, as underwriter respecting the Series 2022 Bonds (the "Underwriter"), a preliminary official statement and a final official statement respecting the Series 2022 Bonds and containing, among other things, all material information regarding the University. The Board hereby ratifies and affirms the engagement of Stifel, Nicolaus & Company, Incorporated, as underwriter for the Series 2022 Bonds.

(b) The Board does hereby authorize and direct the finalization and completion, for circulation by the Underwriter to prospective investors in the Series 2022 Bonds, of a Preliminary Official Statement, the form of which is attached as Exhibit "C" to the minutes of the meeting at which this Resolution is adopted, respecting the Series 2022 Bonds, with such modifications to reflect (i) material information, if any, concerning the University and the Foundation, as the case may be, and the operations of each as of the time the said document is to be circulated for consideration by prospective investors in the Series 2022 Bonds, (ii) preliminary principal amounts and relevant preliminary pricing information for the Series 2022 Bonds, (iii) information respecting a Bond Insurance Policy for some or all maturities of the Series 2022 Bonds, and the provider thereof, if and only to the extent bond insurance is procured for some or all of the maturities of the Series 2022 Bonds, and (iv) such other material information concerning the University, the Foundation, the Series 2022 Bonds, and other matters, all as officers of the University, either independently or upon consultation with the Underwriter, bond counsel to the Authority, counsel to the Foundation, or counsel to the University, shall determine necessary or desirable for inclusion in the Preliminary Official Statement (the "Preliminary Official Statement"). The Board does hereby affirm that the Chairman or the Vice Chairman of the Authority will cause the Preliminary Official Statement to be "deemed final" as of its date within the meaning of Rule 15c2-12(b)(1) promulgated by the U.S. Securities Exchange Commission (the "Rule") and thereafter circulated to prospective investors in the Series 2022 Bonds.

(c) The Board does hereby authorize and direct the finalization and completion, following the sale of the Series 2022 Bonds, of a final Official Statement with respect to the Series 2022 Bonds dated the date of sale of the Series 2022 Bonds, in substantially the form of the Preliminary Official Statement circulated to prospective investors in the Series 2022 Bonds, with such changes thereto as shall be necessary to conform to the provisions of this Resolution and reflect the final pricing terms of the Series 2022 Bonds, to include information respecting a Bond Insurance Policy and the provider thereof if and only to the extent that bond insurance is procured for some or all of the maturities of the Series 2022 Bonds (if not included in the Preliminary Official Statement circulated by the Underwriter prior to sale of the Series 2022 Bonds), and the other approved terms, and to reflect such other changes as officers of the University, either independently or upon consultation with the Underwriter, bond counsel to the Authority, counsel to the Foundation, or counsel to the University, shall determine necessary or desirable for inclusion in the final Official Statement (the "Official Statement").

Section 5. Authorization of Continuing Disclosure Agreement. In order to enable the University to comply with Rule 15c2-12 promulgated by the United States Securities and Exchange Commission, the Board does hereby authorize and direct the President of the University or the Vice President for Administration and Business Affairs of the University, to execute and deliver, for and in the name and behalf of the University, a Continuing Disclosure Agreement in substantially the form presented to and considered at the meeting at which this Resolution is adopted, which form shall be attached to the minutes of said meeting as Exhibit "D" (the "Continuing Disclosure Agreement"). The Continuing Disclosure Agreement is hereby adopted in all respects as if the same were set out in full herein, with such changes, additions, insertions, or deletions as the President of the University or the Vice President for Administration and Business Affairs of the University shall approve, which approval shall be conclusively evidenced by his or her execution thereof.

Section 6. Approval of Certain Actions by the Foundation and the Authority. The adoption of the Authority Authorizing Resolution by the Authority and all actions taken by the Authority pursuant to the Authority Authorizing Resolution are hereby approved by the Board. The adoption of the Authority Authorizing Resolution by the Authority and all actions taken by the Authority pursuant to the Authority Authorizing Resolution, including, but not limited to, the filing of a validation petition in the Circuit Court of Calhoun County, Alabama, are hereby approved by the Board.

Section 7. Designation of Authorized University Representatives. The President or Vice President for Administrative and Business Affairs of the University is hereby authorized and directed to perform any such duties as may be required of the University as part of the transactions contemplated herein and is also authorized to appoint such alternate Authorized University Representative as the President in his discretion, may determine to be desirable, in the name and behalf of the University.

Section 8. Additional Documents and Instruments; General Authorization. The President and the Vice President for Administrative and Business Affairs of the University, or either one of them, are hereby authorized and directed by the Board to execute and deliver or file, seal and attest such other documents, agreements, notices, directions, certificates or instruments (including, without limitation, a "Tax Exemption Certificate and Agreement") as may be necessary or desirable to carry out fully the transactions contemplated in the documents authorized or described in this resolution; to execute and deliver on behalf of the University to the attorneys approving the legality of the Series 2022 Bonds, the Ground Lease, the Sublease, such copies of proceedings of the University, and such closing certificates and statements setting forth such representations of fact and law as may be necessary to demonstrate the validity of the Ground Lease and the Sublease; and to execute and deliver on behalf of the University such closing certificates, statements, representations and assurances as shall be requested respecting (i) the information contained in the Preliminary Official Statement, the final Official Statement, (ii) the absence of any pending or knowledge of any threatened litigation concerning the University or otherwise with respect to the Series 2022 Bonds and the instruments executed by the University in connection therewith, and (iii) such other matters as shall be reasonably requested; and to take such further action and to execute and deliver or file, seal and attest such other documents, agreements, notices, directions, certificates or instruments related to the Ground Lease, the Sublease, the Preliminary Official Statement, the final Official Statement, the Series 2022 Bonds, and the transactions contemplated by this resolution and the agreements and other documents hereinabove described, and as may be necessary to carry out fully the transactions contemplated by this resolution or in the documents authorized or described in this resolution.

Section 9. Concerning the Code. (a) The University recognizes that the Code imposes certain conditions to the exemption from federal income taxation of interest income on the Series 2022 Bonds. Accordingly, the University agrees that it will continually comply with all requirements imposed by the Code as a condition to the exemption from federal income taxation of the interest income on the Series 2022 Bonds. With respect to any question arising under this Section 8, the University may rely upon an opinion of nationally recognized bond counsel acceptable to it.

(b) The University will not apply or permit the application of the proceeds of the Series 2022 Bonds or use of the Project in a manner that would cause the Series 2022 Bonds to be "private activity bonds" within the meaning of Section 141(a) of the Code.

(c) The University agrees that it will comply with all provisions of the Code necessary to preclude the Series 2022 Bonds from being considered "arbitrage bonds" within the meaning of Section 148 of the Code, and the City will make timely rebate payments to the United States of America as required by Section 148(f) of the Code.

Section 10. Approval of Lease and Sublease Agreements; Approval of Project. Pursuant to §16-18-1 of the Code of Alabama 1975, as amended, the Ground Lease, the Ground Sublease (defined in the Authority Authorizing Resolution), the Lease (defined in the Authority Authorizing Resolution), and the Sublease are hereby approved by the Board. Also, the Project, which constitutes "Ancillary Improvements" within the meaning of the aforesaid §16-18-1, is hereby approved by the Board.

Section 11. Severability Provisions. The various provisions of this Resolution are hereby declared to be severable. In the event any provision hereof shall be held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provision of this Resolution.

We, the undersigned, as Chairman and Secretary of the Board of Trustees of JACKSONVILLE STATE UNIVERSITY (the "University"), a body corporate of the State of Alabama, hereby certify that the attached pages with exhibits, if any, constitute a true, correct and complete copy of the resolution adopted at a meeting of the Board of Trustees held on January 10, 2023, as the same appear in the records of the University.

WITNESS the signature as said Chairman and Secretary, under the seal of said Board, this 19th day of January 2023.



Don C. Killingsworth, Jr., Ed.D
President
Jacksonville State University



Mr. Randall E. Jones
President Pro Tempore of the
Board of Trustees and Chairman of the
Executive Committee

PRESIDENT'S REPORT

Mr. Skip Clark, the Chief Internal Auditor, was asked to give a report on behalf of the Audit, Risk and Compliance Committee by President Killingsworth. Mr. Clark gave a summary of activities that were accomplished the previous year. He reported that the Office of Internal Audit completed an audit of JSU's Strategic Partnerships and Special Projects office and identified three opportunities for improvement. The audit of the Small Business Development Center produced no findings. He remarked that it was one of the better audits that he has done here. He applauded Mr. Ken Grissom and his team for doing a tremendous job. The audit is still on going for AMSTI-JSU. Mr. Clark stated that he assisted the office of Student Accounts by executing the annual validation of change funds on campus and that no issues were identified. Financial budgeting training was provided for multiple SSC 101 classes. He provided strategic planning, fiscal responsibility, and policy training for the Leadership Development Program. Mr. Clark noted that he is continuing to make progress on updating university policies.

President Killingsworth reported that he has monthly meetings with the director of ALDOT, representatives from the city, and multiple entities within JSU to discuss necessary modifications to the crosswalk on Highway 21. Chief Michael Barton briefly summarized the substantial work on the new pedestrian crossing. He provided a PowerPoint presentation showing the progress.

President Killingsworth was pleased to report that the university is the recipient of several grants. The Alabama Power Foundation awarded \$100,000 for teacher education preparation programs. The NE Alabama Sexual Assault Nurse Examiner Program received \$500,000; The Robotics Training Center at the College of Business and Industry and the Department of Applied Engineering received \$2 million from Washington. He expressed gratitude for the support received and how it will help with educational programs for our students as he concluded his report.

EXECUTIVE SESSION

At 9:45 a.m., Chairman Jones made a motion to enter into an Executive Session for one hour to 1) discuss the general reputation and character of certain individuals and 2) to discuss with the University counsel legal ramifications and options on certain matters as outlined in Alabama Code 36-25A-7(a)(3). A written opinion from counsel was secured for the University that such an exception applies to the planned discussion. Trustee Daugeette seconded the motion. **All were in favor. None opposed. The motion carried.**

The Chairman called for a Roll Call vote. President Killingsworth called roll for voting to approve the executive session. The following people voted:

Chairman Randall E. Jones	Yes
Mr. Clarence Daugeette, III	Yes
Mr. Rusty Fuller	Yes
Mr. Drew Linn	Yes
Mrs. Gale Saxon Main	Yes
Mr. Randy Y. Owen	Yes
Mr. Tony Smoke	Yes

Trustees Brown, Figures and Ingram were not present for the Executive Session.

Chairman Jones reported a unanimous vote for the Executive Session and stated that the Board members would return for a public vote on any actionable items.

EXECUTIVE SESSION ADJOURNED

With no other business to discuss, the executive session adjourned at 10:45 a.m.

RETURN TO OPEN SESSION

Upon returning from the Executive Session with a quorum present, Chairman Jones reported that the Board had one action item for approval.

Chairman Jones stated that the University has an option for a naming opportunity later this spring. **Trustee Fuller moved that the Board of Trustees authorize Chairman Jones to work with President Killingsworth on the naming opportunity at the appropriate time. It was properly seconded by Trustee Smoke. The motion passed unanimously.**

ANNOUNCEMENTS

The next board meeting will be held on **Tuesday, April 18, 2023, at 9:00 a.m., at Meehan Hall on the 5th Floor.**

There was no further business to come before the Board of Trustees. By consent, the meeting adjourned at 12:00 pm.



Don C. Killingsworth, Jr., Ed.D
President
Jacksonville State University



Mr. Randall E. Jones
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