

**Lincoln University Board of Trustees**  
**Regular Meeting**  
**November 19, 2022**

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**MINUTES**

The Lincoln University Board of Trustees held its Regular Meeting on Saturday, November 19, 2022, in the International Cultural Center Boardroom.

Mr. Gerald W. Bruce, Board Chair, called the meeting to order at 9:00 AM Eastern. Trustee Robert Allen led the group in prayer. Trustee Jalila Parker, Secretary, called roll.

**Trustees present:** Mr. Gerald W. Bruce, Chair; Dr. Brenda A. Allen, President; Mr. James W. Jordan, Vice Chair; Mr. Robert A. Allen; Robert L. Archie Jr., Esq.; Mr. Steven Board; Mr. Owen Cooks; Mr. Van Corbin; The Honorable Andrew Dinniman; Mr. William F. Dunbar; Dr. Tanya Garcia; Mr. Michael Hancock; Ms. Lisa MB Johnson; Ms. Nandi Jones-Clement; Mr. Henry M. Lancaster, II; Mr. Stephen Kenric Lewis; Rev. Dr. Frances E. Paul; Dr. Charmaine Rochester; Mr. Jose Sabastro; Mr. Drake Smith; Ms. Sandra F. Simmons; Mr. Kevin E. Vaughan; Dr. Corey D. B. Walker; Mr. Gregory Works; and Faculty Representative: Dr. Karen Baskerville. *A quorum was satisfied.*

**Trustees absent:** Mr. Joseph V. Williams, Jr

**MINUTES**

A motion to approve the draft minutes from the Regular Board Meeting held September 17, 2022 was made and properly seconded. Trustee Julia Parker conducted a roll call vote.

Motion was approved unanimously.

**PUBLIC COMMENT**

There were no requests for public comment.

**AALU REMARKS**

Mrs. Charisse Carney-Nunes, President, AALU, provided an update on AALU events, including alumni participation at Homecoming, the Virtual Homecoming Business Meeting in which President Allen participated, 3<sup>rd</sup> Annual Virtual Alumni Marketplace, New year's Prayer Service, anticipation of alumni participation in Giving Thursday, 3<sup>rd</sup> Annual Alumni Golf Tournament, July 18, 2023 and alumni nominations to the Board of Trustees of which they have not received any. Mrs. Carney-Nunes indicated that the Alumni Bylaws allow a process for nominees to be identified and spoke about the qualities she will be looking for in the nominees.

## **CONFLICT OF INTEREST**

Chairman Bruce read aloud the Conflict of Interest Statement.

## **CHAIRMAN'S REPORT**

Chairman first recognized and thanked the Emeritus Trustees who were joining the meeting for the first time in several years. He also acknowledged and thanked student Isaiah Freeman, Offensive Rookie of the Year, for his accomplishments and his outstanding representation of Lincoln University. The Chair also recognized Student Trustee Drake Smith for his excellent representation of Lincoln as a student and the recognition, both local and national, that he has brought to Lincoln. The Chair's remarks also included Homecoming activities and gifts received from the Alumni Association and Phi Beta Sigma, his attendance along with President Allen in an AGB Retreat for Presidents and Board Chairs. He also informed the Board that a Resolution had been presented to Dr. Allen on behalf of the Board, in acknowledgement and commemoration of the passing of her mother, Mrs. Anna Louise Allen.

Finally, the Chair expressed his pleasure at the direction of the Board and the performance of the Board committees in supporting and advancing the mission of the University.

## **PRESIDENT'S REPORT**

President Allen provided a report on the gift received from McKenzie Scott. She indicated that some of the funds have been used to support urgent priorities, including to provide scholarships and support the upgrade of the University's technology infrastructure. She also gave brief updates regarding various events and programs that occurred on campus since the last Board meeting.

Her report also consisted of an enrollment update presented by Dr. Tiffany Lee, who focused on the direction of admissions for 2023-2024. She is optimistic about the direction of admissions and the ability to reach the goals that have been set. Dr. Lee also provided an update on the partnerships with our contracted communication firms who will be working with Lincoln on marketing.

Attorney Venus Boston, Vice President, General Counsel and Secretary, made a presentation on her 30/60/90 day approach to establishing the Office of the "Vice President, General Counsel and Secretary" to support the vision, mission and goals of the University. Her plan includes dedicating her efforts to learning, familiarizing and participating in the first 30 days; improving and implementing during Phase 2; and will focus on the goals of leading, collaborating and managing for the last 30 days.

## **TREASURER'S REPORT**

Mr. Charles Gradowski, Vice President for Finance and Administration gave a summary of the Treasurer's Report. The Board of Trustees accepted the Treasurer's Report as information.

## **STANDING COMMITTEES**

### **Audit Committee**

Trustee S. Kenric Lewis, Committee Chair, presented the following resolution for approval by the Board of Trustees.

### **FINANCIAL STATEMENTS FOR THE PERIOD JUNE 30, 2022 AND 2021**

**RES713\_111922**

**RESOLVED**, That the Lincoln University Board of Trustees accepts the Audits of Financial Statements and Federal Awards programs for the year ended June 30, 2022 and 2021 presented and reviewed by **CliftonLarsonAllen LLC** and the University's Administration at a meeting of the Audit Committee on November 15, 2022. The June 30, 2022, 2022 financial statements include an unmodified opinion by **CliftonLarsonAllen LLC**.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted.

Motion passed unanimously.

### **Business Affairs Committee**

Committee Chair, Trustee Van Corbin, presented the following resolution for approval by the Board of Trustees.

### **BOND FINANCING**

**RES714\_111922**

**WHEREAS**, Lincoln University – of the Commonwealth System of Higher Education (the "University") has determined to issue its revenue bonds (the "Bonds"), the proceeds of which will be applied to finance a project (the "Project") consisting of (a) refunding its tax-

exempt Revenue Refunding Bond, Series 2013A, dated as of October 3, 2013; (b) refunding its taxable Revenue Refunding Bond, Series 2013B, dated October 3, 2013; (c) financing the costs of alterations, renovations, additions and improvements to its residential living facilities; (d) financing any necessary reserves for the Bonds; (e) financing capitalized interest; and (f) financing the costs of issuing the Bonds (collectively, the “Project”); and

**WHEREAS**, the Bonds will be issued under and pursuant to a Trust Indenture (the “Indenture”) between the University and Wilmington Trust, N.A., as trustee (the “Trustee”); and

**WHEREAS**, the University will apply the proceeds of the Bonds to pay the costs of the Project pursuant to the Indenture under which the University will be obligated to pay the principal and interest when due, and redemption price of the Bonds as and when due; and

**WHEREAS**, pursuant to a Collateral Agent Agreement between the University and Wilmington Trust, N.A., as collateral agent (in its capacity as collateral agent, the “Collateral Agent”), the University will pledge and grant to the Collateral Agent, a security interest in all or a portion of the revenues of the University sufficient to pay the debt service on the Bonds; and

**WHEREAS**, it is contemplated that the Bonds will be purchased by Jefferies LLC and Siebert Williams Shank & Co., LLC, the “Underwriters”) pursuant to a Bond Purchase Contract (the “Bond Purchase Contract”) among the Underwriters and the University, and it is contemplated that the Bonds will be offered to the public by the Underwriters by means of a Preliminary Official Statement and an Official Statement with respect to the Bonds; and

**WHEREAS**, it is contemplated that the any or all payments of principal and interest on the Bonds may be secured by bond insurance or other credit enhancement (a “Credit Facility”) if it is determined by the University to be financially favorable; and

**WHEREAS**, in order to assist the Underwriters in complying with their obligations under the federal securities laws, it is contemplated that the University will enter into a Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) with the Trustee or other dissemination agent; and

**RESOLVED**, By the Board of Trustees of the University (the “Board”) as follows:

SECTION 1. For purposes of this Resolution, each of the President and the Vice President of Fiscal Affairs and Administration of the University shall constitute an “Authorized Officer.” Unless specifically authorized herein, all authorizations and directions herein to

“Authorized Officers” shall be a joint and not several authorization, and the signature or action authorized shall require the signature or action of both such officers. In addition, for any signature or action requiring a single officer, the Executive Committee may designate an additional “Authorized Officer” solely for such purpose.

SECTION 2. The Project as generally outlined above is hereby authorized and approved and the University and its Authorized Officers are hereby authorized to enter into the financing arrangement with the Authority and the other parties as generally set forth above and to perform all obligations and duties thereunder or in respect thereof.

SECTION 3. The issuance of the Bonds to finance the Project is hereby approved, provided that the aggregate principal amount of the Bonds shall not exceed \$85,000,000 the net interest cost of fixed rate Bonds shall not exceed a blended rate of 7.00% and the final maturity of the Bonds shall not be more than 40 years from the date of issuance thereof. The Bonds may be issued in one or more series, may consist of taxable bonds and/or tax-exempt bonds, may bear interest at fixed rates and/or variable rates and may be entitled to the benefit of a Credit Facility; and the Bonds, the Collateral Agent Agreement and the Indenture may contain such other terms and provisions, including provisions for creation of a security interest in all or a portion of the University's revenues sufficient to pay the debt service on the Bonds and for redemption of the Bonds prior to maturity, as shall be approved by the Executive Committee of the Board (the "Executive Committee") or by the President of the University to the extent authority is delegated to him by the Executive Committee, with the advice of counsel, as being the most favorable to the University reasonably obtainable, such approval and the approval of the Board to be conclusively evidenced by the consummation of the issuance and sale of the Bonds.

SECTION 4. The Authorized Officers are hereby authorized without further approval or direction from the Board, to execute and deliver on behalf of the University, the Collateral Agent Agreement, the Bond Purchase Contract, a final Official Statement, a Continuing Disclosure Agreement, and to deliver and deem final a Preliminary Official Statement, such documents to contain such terms and to be in such form as shall be approved by the officers executing the same on behalf of the University, with the advice of counsel, such approval, and the approval of the Board, to be conclusively evidenced by the execution and delivery of such documents on behalf of the University. Any Authorized Officer of the University is hereby authorized to execute and deliver, with the advice of counsel and without further approval or direction from the Board, any and all other documents, instruments, agreements or certificates, and to do and perform such other and further acts, as may be necessary or desirable, in the sole and absolute judgment of such officers upon the advice of counsel, in order to effect, implement or consummate the Project and the above-described financing arrangement, on the most favorable terms to the University reasonably obtainable, and the acts of such officer shall be the acts of the University and shall be binding upon the University. The Secretary or any Assistant Secretary of the Board is hereby authorized to affix and attest the corporate seal of the University to any document or instrument referred to above which requires the same.

SECTION 5. The University hereby designates Jefferies LLC and Siebert Williams Shank & Co., LLC, as Underwriters for the Bonds and designates Wilmington Trust, N.A., as the Trustee and Collateral Agent for the Bonds.

SECTION 6. The University hereby designates PFM Financial Advisors LLC as Financial Advisor in connection with the offering of the Bonds.

SECTION 7. The University hereby designates Eckert Seamans Cherin & Mellot, LLC and Turner Law, P.C., as Co-Bond Counsel in connection with the offering of the Bonds.

SECTION 8. The University hereby designates Ballard Spahr LLP as Special Counsel to the University in connection with the offering of the Bonds.

SECTION 9. The preparation and distribution to the public of the preliminary Official Statement and final Official Statement, with appropriate information therein contained concerning the Bonds and the University, are hereby authorized and approved. Any Authorized Officer is hereby authorized, without further approval or direction from the Board, to execute and deliver the final Official Statement on behalf of the University, such document to be in form and substance as shall be approved by the officer executing the same on behalf of the University, with the advice of counsel, such approval and the approval of the Board to be conclusively evidenced by the execution of the final Official Statement on behalf of the University.

SECTION 10. The Board hereby authorizes and directs the Vice President for Fiscal Affairs and Administration to determine at the appropriate time whether the purchase of a Credit Facility for the Bonds is financially favorable to the University in light of the conditions proposed by the credit enhancer. In the event the Vice President for Fiscal Affairs and Administration determines that the purchase of the Credit Facility is financially favorable to the University, the Authorized Officers are hereby authorized and directed to execute and deliver and (where applicable) the Secretary or Assistant Secretary is hereby authorized and directed to affix the corporate seal of the University to any documents necessary or appropriate to obtain such Credit Facility and as such officers shall approve, with the advice of counsel, such approval to be conclusively evidenced by their execution thereof. The foregoing Authorized Officers are further authorized, upon the advice of counsel, to approve any appropriate changes in the Indenture, the Collateral Agent Agreement or the Bond Purchase Contract in connection with the Credit Facility, such approval to be evidenced by their execution of the Collateral Agent Agreement and the Bond Purchase Contract.

SECTION 11. If the University determines to purchase a Credit Facility, the authorized officers of the University are hereby authorized to execute and deliver any documents necessary to obtain such Credit Facility.

SECTION 12. Any Authorized Officer of the University is hereby authorized and directed to execute and deliver such other documents and instruments, including but not limited to any tax certificates or agreements required to ensure compliance with the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, or any representation letters required to make the Bonds eligible for a book-entry system of registration, and to take or

approve the taking of such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Indenture, the Collateral Agent Agreement, the Continuing Disclosure Agreement, the Bond Purchase Contract and the Official Statement, the issuance and sale of the Bonds and the financing of the Project.

SECTION 13. The University hereby resolves and declares its intent under Treasury Regulation § 1.150-2 to use tax-exempt bonds to finance the capital costs of the Project. Pending issuance of the Bonds, the University may finance costs of the Project with other funds which will be reimbursed with the proceeds of the Bonds, provided that (a) the Bonds shall not be used to reimburse any expenditure paid more than 60 days prior to the present date; (b) the Bonds shall not be issued more than 18 months after the later of (i) the date of the first expenditure to be reimbursed with the proceeds of the Bonds, or (ii) the date the Project is placed in service; and (c) in no event may the Bonds be issued more than three years after the date of the first expenditure to be reimbursed with the proceeds of the Bonds; and provided further that the limitations of this paragraph shall not apply to qualified "preliminary expenditures" as permitted by Treasury Regulation § 1.150-2(f).

SECTION 14. This resolution shall take effect immediately. All resolutions or parts of resolutions inconsistent herewith are, to the extent so inconsistent, hereby repealed and rescinded and shall henceforth be of no further force and effect.

The Undersigned, Secretary of the Board of Trustees of Lincoln University, hereby certifies that the foregoing is a true and correct copy of the Resolution adopted by the Board at a special meeting thereof held on November 18, 2022, which meeting was duly called in accordance with the Bylaws of the University and at which meeting a quorum was present at all times.

Date: \_\_\_\_\_

\_\_\_\_\_  
Secretary

A motion was made and properly seconded to approve the resolution.

It was noted and agreed that the Board be notified in advance of the final Bond amount prior to its issuance.

A roll call vote was conducted.

Motion passed unanimously.

### **EXECUTIVE SESSION**

The Chairman convened Executive Session to discuss personnel and legal matters. The public session reconvened following the close of Executive Session.

## **EXECUTIVE COMMITTEE**

Chairman Bruce presented the following resolutions for approval by the Board.

### **SUPPLEMENTAL COMPENSATION**

**RES715\_111922**

**RESOLVED**, that the Lincoln University Board of Trustees hereby approves the adoption of the Supplemental Compensation policy.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted.

Motion passed unanimously.

### **PETS/ANIMALS ON CAMPUS**

**RES716\_111922**

**RESOLVED**, that the Lincoln University Board of Trustees hereby approves the adoption of the Pets/Animals on Campus policy.

#### **Friendly Amendment:**

**RESOLVED**, that upon review and acceptance by the University's insurance carrier, the Lincoln University Board of Trustees hereby approves the adoption of the Pets/Animals on Campus policy.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted.

Motion passed unanimously.

### **EXTENSION OF PRESIDENT'S EMPLOYMENT CONTRACT**

**RES717\_111922**

**RESOLVED**, That the Board will form an Ad-hoc committee to negotiate a contract extension of Dr. Allen's current employment agreement, and bring forth a final agreement to this Board for action at this Board's February 2023 meeting.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted.



Motion passed unanimously

### **Ratification of Revisions to the 2022-2023 Committee Assignments**

According to the By-laws, Chairman Bruce put forward the following additions to the 2022-2023 Committee Assignments for ratification by the Board:

Investment Committee –Donald Fisher, Member of the Board of Longwood Gardens  
Student Affairs Committee –Alumni Trustee, Lisa MB Johnson  
Planning and Development/External Relations Committee –Alumni Trustee, Lisa MB Johnson  
Student Affairs Committee – Drake Smith, Student Trustee

A motion was made and properly seconded to ratify the assignments.

A roll call vote was conducted.

Motion passed unanimously

### **CONSENT AGENDA**

Chairs for the Buildings and Property, Educational Policy and Academic Affairs, Investment, Planning and Development/External Affairs, Student Affairs, and Trustees Degrees and Nominations Committees provided reports to the Board and addressed questions from Trustees. The Board accepted the Committee reports as information.

### **ADJOURNMENT**

There being no further business, Chairman Bruce adjourned the meeting at 1:24 PM.