

OHIO HIGHER EDUCATIONAL FACILITY COMMISSION

MINUTES OF THE MEETING OF THE COMMISSION

May 16, 2012

The Ohio Higher Educational Facility Commission (the "Commission") met on Wednesday, May 16, 2012, at 11:00 a.m. on the 36th Floor of the Rhodes State Office Tower, 30 East Broad Street, Columbus, Ohio, written notice of which had been given to all members of the Commission.

The following members attended: Thomas Needles, Chair; David Cannon, Vice Chair; Kenneth Kutina, Secretary; Wanda Carter, Lynnda Davis; James Shindler; Susan Tate; John R. Wells; and James Wilson. Also present were representatives of the institution appearing before the Commission; Francis Barry Keefe; Ben Christensen of the Ohio Board of Regents; and Alexander G. Burlingame of Squire Sanders (US) LLP, Bond Counsel to the Commission.

The meeting was called to order by the Chair. Upon call of the roll, the Secretary declared that a quorum was present. He also stated that the notice of this meeting had been given to all media, organizations or other persons who requested that information in accordance, and in full compliance, with Section 121.22 of the Revised Code. Thomas Needles was recently appointed as Chair of the Commission. Mr. Needles expressed his appreciation for the appointment and thanked Mr. Wells for his prior service as Chair.

The Chair noted that the minutes of the Commission meeting of April 18, 2012, were sent to each member prior to this meeting; those minutes are also included in the meeting books for each member. Upon a motion by Mr. Schindler that was seconded by Mrs. Davis, all Commission members present approved the minutes of that meeting, excepting Mr. Wells and Mrs. Carter who abstained.

LIMA MEMORIAL HEALTH SYSTEM

Public Hearing

The Chair opened the public hearing required by applicable federal tax regulations for the proposed Lima Memorial Health System financing. Notice of the hearing was published in the *Columbus Dispatch* and the *Lima News* on May 1, 2012. The Chair inquired as to whether there were any comments. No comments having been made and the Commission having received none in the mail or otherwise prior to the hearing, the Chair closed the public hearing.

Financing Approval

The Chair next called on Kelly Heffner, Director of Decision Support, to update the Commission members regarding Lima Memorial Health System's financing request. Ms. Heffner thanked the Commission members, noting that the Health System's plan of finance remains unchanged from when she described the financing at the Commission's April meeting. The financing will be a private placement transaction with JPMorgan purchasing the Bond. Ms. Heffner then inquired of the Commission members as to whether they had any questions. Dr. Kutina asked that Ms. Heffner provide a copy of the Health System's resolution authorizing the transaction. She said she would do that. The bond issue is scheduled to close in the second half of June.

Mr. Burlingame stated that the bond documents have been prepared and are presented in substantially final form. The resolution under consideration approves the bond issue and related bond documents and authorizes the issuance of the bonds.

Mr. Wells moved and Mr. Shindler seconded the motion that Resolution No. 2012-11 be adopted.

There being no further discussion, the Chair called for the roll and, pursuant to the roll call, the following votes were cast:

Aye: Cannon; Carter; Davis; Kutina; Needles; Shindler; Tate; Wells; Wilson

Nay: None

The Chair declared the motion passed and Resolution No. 2012-11 adopted.

Resolution No. 2012-11 is as follows:

CASE WESTERN RESERVE UNIVERSITY

The Chair next opened the discussion of the proposed resolution for Case Western Reserve University. Mr. Burlingame commented that the University is seeking to replace standby bond purchase agreements that provide liquidity support for the University's variable rate 2001 and 2002 bonds. This is not a new financing. Replacement of the agreements will provide financing terms more advantageous to the University. Mr. Burlingame noted that this process is similar to when the University replaced letters of credit for certain other variable rate bonds in 2011. The resolution under consideration approves the taking of actions and the signing of documents necessary to replace the current agreements with agreements provided by Wells Fargo.

Ms. Carter moved and Mr. Wells seconded the motion that Resolution No. 2012-12 be adopted.

There being no further discussion, the Secretary called for the roll and, pursuant to the roll call, the following votes were cast:

Aye: Cannon; Carter; Davis; Needles; Shindler; Tate; Wells; Wilson

Nay: None

Abstain: Kutina

The Secretary declared the motion passed and Resolution No. 2012-12 adopted.

Resolution No. 2012-12 is as follows:

OTHER BUSINESS

Ohio College of Podiatric Medicine


The Commission members next discussed the proposed acquisition of the Ohio College of Podiatric Medicine by Kent State University. The College of Podiatric Medicine participated in a 2006 Commission financing that is secured by a Fifth Third Bank letter of credit. Debt service on the bonds is paid by draws on that letter of credit. Kent State University is seeking to assume the College of Podiatric Medicine's financing obligations. Commission members discussed Kent State University's better credit standing. The acquisition of the private College by a public University is contemplated by the College of Podiatric Medicine's Lease with the Commission. Mrs. Davis requested an illustration of the financial aspects of the acquisition. Mr. Burlingame will request that information from Kent State University. The University will likely be at the Commission's June meeting to seek approval of a document providing for the University's assumption of the College of Podiatric Medicine's financing obligations.

Recognition of Francis Barry Keefe

The Chair next presented Francis Barry Keefe with a resolution and gift in gratitude for Mr. Keefe's many years of service as bond counsel to the Commission. The Chair and the other Commission members thanked Mr. Keefe for his service and friendship. Mr. Keefe noted his time as bond counsel had been rewarding and that the Commission performs a great service for the State.

CALL OF NEXT MEETING AND ADJOURNMENT

It is now expected that the Commission will next meet on June 20, 2012, if necessary, or upon the call of the Vice Chair. On a motion duly made and seconded, the meeting was adjourned.


Secretary 6/20/2012