

OHIO HIGHER EDUCATIONAL FACILITY COMMISSION

MINUTES OF THE MEETING OF THE COMMISSION

January 20, 2021

The Ohio Higher Educational Facility Commission (the "Commission") met by teleconference on Wednesday, January 20, 2021, at 10:00 a.m. at +1-415-655-0001, Meeting number (access code): 178 920 0611#, written notice of which had duly been given to all members of the Commission. The following members attended: Thomas Needles, Chair; John Martin, Secretary; John Adams; James Shindler; Susan Tate; and Mike Gonsiorowski. Absent were: Frederick Church, Vice Chair; and Wanda Carter. Also present were: Ben Christensen of the Ohio Department of Higher Education; Alexander G. Burlingame of Squire Patton Boggs (US) LLP, Bond Counsel to the Commission; Bob Selak of Thompson Hine; Brian Riordan of Zeigler Investment Banking; and representatives of the institution appearing before 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. The record should also show that this meeting is was held and conducted by means of teleconference as permitted by Ohio House Bill 197, signed into law on March 27, 2020, as amended, including as amended by Ohio House Bill 404 signed into law on November 22, 2020. All appropriate notifications and access information have been given to the public and media as required by said House Bill.

The Chair noted that the minutes of the Commission meeting of November 18, 2020 were sent to each member prior to this meeting. Upon a motion by Mr. Adams that was seconded by Mr. Gonsiorowski, all Commission members present approved the minutes of that meeting by the affirmative individual vote of each member present.

NOTRE DAME COLLEGE

The Chair next called upon, J. Michael Pressimone, President, to speak to the Commission members regarding the financing request of Notre Dame College. Cheryl L. Noviski, Chief Financial Officer, also dialed-into the meeting. Mr. Pressimone thanked the Commission members, noting that the Chancellor of Higher Education has been very supportive of private institutions of higher education. The College appreciates his support and the support of the State. The College was established in 1922 by the Sisters of Notre Dame, serving children of immigrant German Catholics. The College has approximately 1,000 undergraduate students and 500 others. In 2002, the College converted to a co-educational institution. There were approximately 3,000 graduates up to 2002 and there have been approximately 600 since. Part of the proposed plan of finance is to refinance 2008 Bonds that financed student housing and athletic facilities. The College has expanded its athletic programs and became a member of NCAA Division II in 2012.

Mr. Pressimone became President in the midst of the pandemic but has had a good transition. He has been charged with achieving financial stability, enrollment growth, increased philanthropic support and refinancing the 2008 Bonds. The College has had some staff reductions but is on track for a balanced budget. It has benefited from PPP loans and the Cares Act. The College is focused on enrollment, including improving student retention. There has been a seven percent improvement in student retention. Fall enrollment exceeded budget. The College has engaged an enrollment consultant and established an enrollment task force. Mr. Pressimone has been in higher education for almost 40 years and conducted over 100 visits in his first 100 days as President. The College is focused on fundraising efforts in the lead-up to its 100th anniversary next year.

The proposed plan of finance includes cost of refinancing the 2008 Bonds held by Bank of America, including costs of terminating a related swap with the Bank. New projects include improvements to Regina Hall and the administration building, as well as a Welcome Center and maintenance and athletic facility improvements. The College currently rents certain facilities to support athletic programs and this investment will save on those rentals. The College's strategic plan is designed in part to connect near term goals and growth objectives.

Mr. Needles complimented the College on its presentation. In response to a question from Mr. Gonsiorowski, Mr. Pressimone noted that approximately \$24 million of the requested \$35 million would be for the refinance of the 2008 Bonds and related refinancing costs, including swap termination costs. Bond proceeds will also be used for projects and may be used for issuance costs, funded interest and reserve funds. The amount of the Bond issue may be less than \$35 million as the plan of finance is refined. In response to a question from Ms. Tate, Mr. Pressimone confirmed there would be no new swap in connection with this financing. In response to a questions from Mr. Needles, Mr. Pressimone noted that the College expects final Board approval in February. Retention has improved. The College has organized its efforts to improve retention and address student needs. There are weekly meetings on the subject. Ms. Noviski noted that the College is seeking PPP loan forgiveness. Right now it shows as a liability for the College.

Mr. Burlingame stated that the resolution approves the Preliminary Agreement with the College. That agreement and related resolution preliminarily approve the projects and the financing and refinancing transaction.

Mr. Shindler moved and Mr. Martin seconded the motion that Resolution No. 2021-01 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: Adams; Gonsiorowski; Martin; Needles; Shindler; Tate

Nay: None

The Secretary declared the motion passed and Resolution No. 2021-01 adopted.

Resolution No. 2021-01 is as follows:

OTHER BUSINESS AND CALL OF NEXT MEETING AND ADJOURNMENT

The 2021 meeting schedule had been distributed to Commission Members prior to the meeting. Upon motion by Mr. Martin that was seconded by Mr. Shindler, each individual member participating in the meeting voted to approve the schedule.

It is now expected that the Commission will next meet on February 17, 2021 by teleconference, if necessary, or upon the call of the Chair. On a motion duly made and seconded, the meeting was adjourned.



Secretary