

MINUTES

SPECIAL TELEPHONIC MEETING OF THE

BOARD OF REGENTS

THE TEXAS A&M UNIVERSITY SYSTEM

HELD IN

COLLEGE STATION, TEXAS

May 26, 2016

(Approved September 1, 2016)

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**MINUTES OF THE
SPECIAL TELEPHONIC MEETING
OF THE BOARD OF REGENTS**

May 26, 2016

CONVENE

Chairman Clifton L. Thomas, Jr. convened a special telephonic meeting of the Board of Regents of The Texas A&M University System, at 2:02 p.m., Thursday, May 26, 2016, in the Board Meeting Room, on the campus of Texas A&M University, College Station, Texas.

Chairman Thomas said the purpose of this special meeting was for consideration and action on 10 items. He called each Regent's name to confirm their participation.

The following members of the Board were present by telephone:

Mr. Clifton L. Thomas, Jr., Chairman
Ms. Elaine Mendoza, Vice Chairman
Mr. Phil Adams
Mr. Robert L. Albritton
Mr. Bill Mahomes
Ms. Judy Morgan
Mr. Charles W. Schwartz
Mr. Gabriel Pereira (Student Regent)

The following members of the Board did not participate:

Mr. Anthony G. Buzbee
Mr. Morris E. Foster

RECESS TO EXECUTIVE SESSION

Chairman Thomas announced that a quorum was present and said the Board would recess to executive session to consider matters as permitted by Chapter 551, Sections 71 and 74 of the Texas Government Code, including Items 1 through 9. He said in accordance with the law, no final action, decision, or vote with regard to any matter considered in the executive session would be made or taken.

(Note: The Board met in executive session from 2:05 p.m. until 2:32 p.m.)

RECONVENE IN OPEN SESSION

Chairman Thomas reconvened the meeting in open session at 2:33 p.m. and announced that the Board had met in executive session from 2:05 p.m. until 2:32 p.m., and considered Items 1 through 9, conferred with the Chancellor, several university and system administrators and attorneys on personnel and legal matters.

Chairman Thomas called for a motion to adopt Items 1 through 8. Vice Chairman Mendoza moved for adoption of the minute orders contained in Items 1 through 8. Regent Morgan seconded the motion. Chairman Thomas called each regent’s name to properly record their vote. The record of the vote is as follows: Adams – yes, Albritton – yes, Mahomes – yes, Mendoza – yes, Morgan – yes, Schwartz – yes, and Chairman Thomas voted “yes.”

The following minute orders were approved (122 through 129).

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**MINUTE ORDER 122-2016 (ITEM 1)**

**AUTHORIZATION FOR THE PRESIDENT  
TO ENTER INTO PRELIMINARY AGREEMENTS  
FOR THE POTENTIAL DEVELOPMENT OF A  
RESEARCH FACILITY FOR TEXAS A&M UNIVERSITY  
AND ITS HEALTH SCIENCE CENTER,  
TEXAS A&M UNIVERSITY**

The President of Texas A&M University, following legal review by the Office of General Counsel, is authorized to negotiate, execute and deliver preliminary agreements with the Texas Medical Center and other participating institutions to initiate pre-development activities for a new collaborative research facility in the Texas Medical Center. Texas A&M University’s share of the estimated pre-development costs is \$2,200,000.

**MINUTE ORDER 123-2016 (ITEM 2)**

**AUTHORIZATION FOR THE PRESIDENT  
TO APPOINT THE VICE PRESIDENT FOR HUMAN RESOURCES  
AND ORGANIZATIONAL EFFECTIVENESS,  
TEXAS A&M UNIVERSITY**

Authority is hereby granted to the president of Texas A&M University to appoint and set the initial salary and conditions of employment for the Vice President for Human Resources and Organizational Effectiveness at Texas A&M University.

**MINUTE ORDER 124-2016 (ITEM 3)**

**APPOINTMENT OF  
MS. AMY BURNS SMITH  
AS SENIOR VICE PRESIDENT AND CHIEF MARKETING  
AND COMMUNICATIONS OFFICER,  
TEXAS A&M UNIVERSITY**

Effective July 1, 2016, Ms. Amy Burns Smith is hereby appointed Senior Vice President and Chief Marketing and Communications Officer at Texas A&M University, at an initial salary of \$300,000.

**MINUTE ORDER 125-2016 (ITEM 4)**

**APPOINTMENT OF  
GENERAL MARK A. WELSH, III  
AS DEAN OF THE BUSH SCHOOL OF GOVERNMENT AND PUBLIC SERVICE,  
TEXAS A&M UNIVERSITY**

Effective August 15, 2016, General Mark A. Welsh, III is hereby appointed Dean of the Bush School of Government and Public Service at Texas A&M University, at an initial salary of \$350,000.

**MINUTE ORDER 126-2016 (ITEM 5)**

**APPOINTMENT OF  
DR. RICHARD ORTEGA  
AS VICE PRESIDENT FOR UNIVERSITY ADVANCEMENT,  
TEXAS A&M UNIVERSITY-SAN ANTONIO**

Effective immediately, Dr. Richard Ortega is hereby appointed Vice President for University Advancement at Texas A&M University-San Antonio, at an initial salary of \$180,000.

**MINUTE ORDER 127-2016 (ITEM 6)**

**APPOINTMENT OF  
DR. RAY M. KECK  
AS INTERIM PRESIDENT OF TEXAS A&M UNIVERSITY-COMMERCE,  
THE TEXAS A&M UNIVERSITY SYSTEM**

Effective June 1, 2016, Dr. Ray M. Keck is hereby appointed Interim President of Texas A&M University-Commerce at a salary of \$325,500.

**MINUTE ORDER 128-2016 (ITEM 7)**

**APPOINTMENT OF  
DR. PABLO ARENAZ  
AS INTERIM PRESIDENT OF TEXAS A&M INTERNATIONAL UNIVERSITY,  
THE TEXAS A&M UNIVERSITY SYSTEM**

Effective June 1, 2016, Dr. Pablo Arenaz is hereby appointed Interim President of Texas A&M International University at a salary of \$204,168, plus an administrative stipend at the rate of \$40,000 per year in recognition of his additional duties as interim president.

**MINUTE ORDER 129-2016 (ITEM 8)**

**APPOINTMENT OF  
DR. JAMES HALLMARK  
AS INTERIM PRESIDENT OF WEST TEXAS A&M UNIVERSITY,  
THE TEXAS A&M UNIVERSITY SYSTEM**

Effective July 1, 2016, Dr. James Hallmark is hereby appointed Interim President of West Texas A&M University at a salary of \$310,000.

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Chairman Thomas called for a motion for the adoption of Item 9. Regent Schwartz moved to amend the minute order from interim to permanent. Regent Adams seconded the motion. Chairman Thomas asked Mr. Ray Bonilla if this was okay. Mr. Bonilla responded in the affirmative. Chairman Thomas called each regent's name to properly record their vote. The record of the vote is as follows: Adams – yes, Albritton – yes, Mahomes – yes, Mendoza – yes, Morgan – yes, Schwartz – yes, and Chairman Thomas voted “yes.”

The following minute order was approved (130).

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**MINUTE ORDER 130-2016 (ITEM 9)**

**APPOINTMENT OF  
MR. LAYLAN COPELIN  
AS VICE CHANCELLOR FOR MARKETING AND COMMUNICATIONS,  
THE TEXAS A&M UNIVERSITY SYSTEM**

Effective immediately, Mr. Laylan Copelin is hereby appointed Vice Chancellor for Marketing and Communications, The Texas A&M University System, at an initial salary of \$280,000.

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Regent Schwartz presented Item 10. He said this item is a proposal to refund some of the Revenue Financing System Bonds Series 2009 A, B, C and D. He added that this is an advanced refunding of \$453 million of current outstanding revenue system bonds. Regent Schwartz said this refunding would not adjust the maturity profile. He added that this is a parcel of their typical program to take advantage of refunding opportunities in order to save on lifetime interest payments.

Chairman Thomas called for a motion to adopt Item 10. Regent Adams moved for adoption of the minute order contained in Item 10. Vice Chairman Mendoza seconded the motion.

Regent Morgan asked if the figures had gone up from what was shown in the materials they received. Regent Schwartz responded in the affirmative.

Chairman Thomas called each regent’s name to properly record their vote. The record of the vote is as follows: Adams – yes, Albritton – yes, Mahomes – yes, Mendoza – yes, Morgan – yes, Schwartz – yes, and Chairman Thomas voted “yes.”

The following minute order was approved (131).

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**MINUTE ORDER 131-2016 (ITEM 10)**

**ADOPTION OF A RESOLUTION  
AMENDING THE TWENTY-SIXTH SUPPLEMENTAL RESOLUTION  
AUTHORIZING THE ISSUANCE OF THE BOARD OF REGENTS  
OF THE TEXAS A&M UNIVERSITY SYSTEM  
REVENUE FINANCING SYSTEM BONDS, SERIES 20\_,  
THE TEXAS A&M UNIVERSITY SYSTEM**

The resolution amending the twenty-sixth supplemental resolution to the master resolution authorizing the issuance of the Board of Regents of The Texas A&M University System Revenue Financing System Bonds, Series 20\_\_, substantially in the form of the exhibit attached to the official minutes, is adopted. The Chief Investment Officer and Treasurer, or other designated financial officer, is hereby authorized to take such actions as are necessary to accomplish the purposes of the resolution, including those relating to the issuance, sale, security and delivery of the bonds, all in accordance with the provisions of the resolution.

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ADJOURN

There being no further business, on motion of Regent Adams, seconded by Regent Mahomes and by a unanimous vote, the meeting was adjourned at 2:40 p.m.

Vickie Burt Spillers
Executive Director, Board of Regents

RESOLUTION AMENDING THE TWENTY-SIXTH SUPPLEMENTAL RESOLUTION TO THE MASTER RESOLUTION AUTHORIZING THE ISSUANCE, SALE, AND DELIVERY OF THE BOARD OF REGENTS OF THE TEXAS A&M UNIVERSITY SYSTEM REVENUE FINANCING SYSTEM BONDS, AND APPROVING AND AUTHORIZING PROCEDURES RELATING THERETO

WHEREAS, the Board of Regents of The Texas A&M University System (the “Board”) has adopted a Master Resolution Establishing The Texas A&M University System Revenue Financing System (referred to herein as the “Master Resolution”); and

WHEREAS, unless otherwise defined herein, terms used herein shall have the meaning given in the Master Resolution; and

WHEREAS, the Master Resolution establishes the Revenue Financing System comprised of each institution and agency presently in The Texas A&M University System, and pledges the Pledged Revenues attributable to each Participant of the Revenue Financing System to the payment of Parity Obligations to be outstanding under the Master Resolution; and

WHEREAS, the Twenty-Sixth Supplemental Resolution to the Master Resolution Authorizing the Issuance, Sale, and Delivery of the Board of Regents of The Texas A&M University System Revenue Financing System Bonds (the “Twenty-Sixth Supplement”) was adopted by the Board on September 3, 2015; and

WHEREAS, among other things, the Twenty-Sixth Supplement authorized the issuance of bonds in one or more installments to (i) finance and refinance the cost of facilities and improvements for the Participants of the Revenue Financing System, including but not limited to those set forth in The Texas A&M University System Capital Plan; (ii) provide permanent financing for facilities and improvements financed with the proceeds of Refunded Notes; (iii) refund Refunded Bonds; and (iv) pay the costs of issuance relating to such Parity Obligations; and

WHEREAS, the Board has determined that it is necessary and desirable to amend the Twenty-Sixth Supplement to increase the maximum principal amount of bonds that may be issued pursuant thereto and such amendment does not materially adversely affect the interests of the owners of Parity Obligations; and

WHEREAS, pursuant to the Master Resolution, a Designated Financial Officer, has delivered to the Board a certificate stating that, to the best of his or her knowledge, the Board is in compliance with all covenants contained in the Master Resolution and each Supplemental Resolution and is not in default in the performance and observance of any of the terms, provisions, and conditions contained therein.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF REGENTS OF THE TEXAS A&M UNIVERSITY SYSTEM THAT:

Section 1. In addition to the definitions set forth in the preamble of this Resolution, the terms used in this Resolution and not otherwise defined shall have the meanings given in the Master Resolution or in Exhibit “A” to the Twenty-Sixth Supplement.

Section 2. Section 2 of the Twenty-Sixth Supplement is hereby amended by substituting the amount “\$1.22 Billion” in place of “\$705 Million” each time that \$705 Million currently appears in such section. In addition, the findings set forth in Section 7 of the Twenty-Sixth Supplement are hereby ratified and reaffirmed with respect to the increased principal amount authorized by this amending Resolution.

Section 3. The Chairman, Vice Chairman, and Executive Director, Board of Regents, and each member of the Board, the Designated Financial Officer, and all other officers, employees, and agents of the Board, and each of them, shall be and they are hereby expressly authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to effectuate the purposes of this Resolution.

Section 4. This amendment to the Twenty-Sixth Supplement shall take effect on the date of adoption of this Resolution.

Section 5. The recitals set forth in the preamble to this Resolution are hereby incorporated into this Resolution and made a part hereof for all purposes.

Section 6. Except to the extent set forth in this Resolution the Twenty-Sixth Supplement is not amended, supplemented or repealed and remains in full force and effect.

Section 7. It is hereby found and determined that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting at which this Resolution was adopted, and that this Resolution would be introduced and considered for adoption at said meeting; that said meeting was open to the public, and public notice of the time, place, and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code.

PASSED AND ADOPTED, this ___ day of _____, 2016.