



Board of Trustees Meeting by Zoom

Arkansas State University System

Thursday, November 14, 2024, at 10:00 a.m.

By Zoom/A-State Chancellor's Office

Agenda

I. Call to Order

II. Agenda

A. Proposed ASU System Resolution

- 1. Resolution #24-51 approving the ASU System to finance capital improvements on the A-State campus through the issuance of bonds, and to refund certain A-State outstanding bonds**

B. Proposed Henderson State Resolution

- 1. Resolution #24-52 approving Henderson State to begin exploring disposition of properties located in Arkadelphia, Clark County, Arkansas**

III. Other Business

IV. Adjournment

EXECUTIVE SUMMARY

Contact: Jeff Hankins (501) 660-1004

ACTION ITEM: The Arkansas State University System ("ASU System") requests approval to issue student fee revenue bonds to finance capital improvements on the campus of Arkansas State University-Jonesboro ("ASU-Jonesboro") and to refund certain outstanding bonds; and to execute an official statement, bond purchase agreements, a supplemental trust indenture, and related documents.

ISSUE: The Board of Trustees of the Arkansas State University System ("Board") is authorized under the Constitution and laws of the State of Arkansas, including particularly Act No. 62 of 1947, as amended (codified at Ark. Code Ann. § 6-62-301, *et seq.*) ("Act"), to borrow money for the purpose of financing and refinancing capital improvements.

BACKGROUND:

- The ASU System has identified the need to finance capital improvements on the campus of ASU-Jonesboro, including particularly, without limitation, the acquisition, construction, furnishing, and equipping of facilities for the College of Veterinary Medicine ("Project").
- The Board has determined that a portion of the costs of the Project should be financed through the issuance of the Board's Student Fee Revenue Bonds (Jonesboro Campus), Taxable Series 2024A ("Series 2024A Bonds").
- The ASU System has obtained, pursuant to Ark. Code Ann. § 6-62-306, the advice of the Arkansas Higher Education Coordinating Board as to the economic feasibility of the Project and the issuance of the Series 2024A Bonds.
- The Board has previously issued its Student Fee Revenue Bonds (Jonesboro Campus), Series 2013B ("Series 2013B Bonds"), in the original principal amount of \$14,685,000, under the Act, for the purpose of financing capital improvements on the campus of ASU-Jonesboro.

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- The Series 2013B Bonds are in the outstanding principal amount of \$11,615,000 and are subject to optional redemption at any time without penalty.
- The ASU System has recommended the refunding of the Series 2013B Bonds ("Refunding"), and the Board has determined that the Refunding should be accomplished and financed through the issuance of its Student Fee Revenue Refunding Bonds (Jonesboro Campus), Series 2024B ("Series 2024B Bonds").
- The Series 2024A Bonds and the Series 2024B Bonds (collectively, "Bonds") are to be secured pursuant to a Trust Indenture, dated as of December 1, 2010, as supplemented, between the Board and The Bank of New York Mellon Trust Company, N.A., as trustee ("Trustee").
- The Bonds are to be issued on the terms, and in the form set forth, in a Supplemental Trust Indenture ("Supplemental Indenture").
- In order to proceed with the financing, it is necessary for the Board (i) to authorize the issuance and marketing of the Bonds; (ii) to authorize the President of the System ("President") to deem final the Preliminary Official Statement and to authorize its use; (iii) to authorize the pricing of the Bonds and the execution of Bond Purchase Agreements in connection therewith; and (iv) to authorize the execution of the Supplemental Indenture and related documents, all relating to the security and issuance of the Bonds.
- The Board intends to work with Friday, Eldredge & Clark, LLP as bond counsel; Stephens Inc. and Crews & Associates, Inc. as underwriters (collectively, "Underwriters"); and PFM Financial Advisors LLC as financial advisor.

RECOMMENDATION/RESOLUTION:

Be it resolved that the Board hereby approves, authorizes, and directs the issuance, execution, and delivery of the Series 2024A Bonds, in an aggregate principal amount not to exceed \$30,600,000. The Series 2024A Bonds shall mature no later than December 1,

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2054, and shall have a true interest cost (after taking into account original issue discount and premium, and Underwriters' discount, but excluding costs of issuing such Series 2024A Bonds) no greater than 7.00%.

Be it further resolved that, so long as the Refunding will produce an aggregate net present value savings of at least 4% of the aggregate refunded principal balance of the Series 2013B Bonds, the Board hereby approves, authorizes, and directs the issuance, execution, and delivery of the Series 2024B Bonds in an aggregate principal amount not greater than the amount needed to accomplish the Refunding and to pay the costs of issuing the Series 2024B Bonds. The Series 2024B Bonds shall mature no later than the final maturity date of the Series 2013B Bonds.

The Chair and Secretary of the Board and the President are hereby authorized to execute all documents necessary to the issuance of the Bonds, including without limitation:

- (a) The Supplemental Indenture, dated as of the date of the Bonds, between the Board and the Trustee, setting forth the terms and conditions of the Bonds, and providing for the issuance of the Bonds;
- (b) A Bond Purchase Agreement for the Series 2024A Bonds, dated as of the date of execution between the Board and the Underwriters, setting forth the purchase price (which shall include an Underwriters' discount not greater than 0.75%) and the other terms and conditions upon which the Series 2024A Bonds will be sold to the Underwriters;
- (c) A Bond Purchase Agreement for the Series 2024B Bonds, dated as of the date of execution between the Board and the Underwriters, setting forth the purchase price (which shall include an Underwriters' discount not greater than 0.75%), and the other terms and conditions upon which the Series 2024B Bonds will be sold to the Underwriters; and
- (d) A Continuing Disclosure Agreement, dated as of the date of the Bonds between the Board and the Trustee, setting forth certain obligations of the

EXECUTIVE SUMMARY

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Board to make continuing disclosure of financial information and listed events to the secondary municipal marketplace, as set forth in Rule 15c2-12 of the Securities and Exchange Commission.

The Supplemental Indenture, the Bond Purchase Agreements, and the Continuing Disclosure Agreement shall be substantially in the form presented to the Board, but with such changes, therein, as shall be approved by the Chair or the President. The Board recognizes that certain revisions may be made to the Supplemental Indenture, the Bond Purchase Agreements, and the Continuing Disclosure Agreement prior to the issuance of the Bonds, and hereby authorizes the Chair or President to approve and accept such revisions, their signatures on each of such documents to constitute proof of their acceptance of such revisions. Specifically, the President is hereby authorized to do the following: (i) accept the final maturity schedules and interest rates for the Bonds, if such rates and maturity schedules are deemed by the President to be appropriate and within the authority granted by this Resolution, (ii) execute the final Bond Purchase Agreements, and (iii) execute the Continuing Disclosure Agreement.

The Board hereby authorizes and ratifies the use of a Preliminary Official Statement in the marketing of the Bonds. The Preliminary Official Statement for the Bonds is hereby approved substantially in the form presented to the Board. The Board hereby authorizes the President to "deem final", for purposes of Rule 15c2-12 of the Securities and Exchange Commission, the Preliminary Official Statement with such revisions as may be accepted by the President. The Board hereby further authorizes and approves the production of a final Official Statement and authorizes and directs the President to execute and deliver the Official Statement, in such form as is deemed acceptable by the President and necessary to accomplish the issuance of the Bonds.

The Chair of the Board, the Secretary of the Board, the President, the Executive Vice President and CFO, and the Vice Chancellor for Finance and Administration of ASU-Jonesboro are hereby authorized and directed to do any and all lawful things to effect the execution and delivery of the Bonds, the performance of all obligations of the Board and of ASU-Jonesboro, and the execution and delivery of all papers, documents, certificates, and other instruments of whatever nature that may be necessary or desirable for carrying

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out the authority conferred by this Resolution or evidencing the authority and its exercise. The Secretary of the Board is hereby authorized to acknowledge and attest to the validity of the signature of the Chair and to execute such other documents as may be required in connection with the issuance of the Bonds.


Robert G. Rudolph Jr., Secretary
Christy Clark, Chair

EXECUTIVE SUMMARY

Contact: Trey Berry (870) 230-5091

ACTION ITEM: Henderson State University (HSU) requests approval to begin exploring disposition of HSU-owned properties located in Arkadelphia, Clark County, Arkansas.

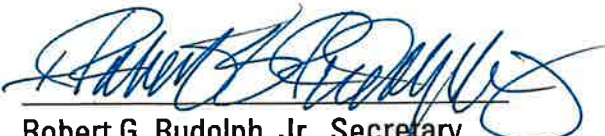
ISSUE: The Board of Trustees must approve all sales, or other disposition, of University property.

BACKGROUND:

- Henderson State University's management team has continued to review the fiscal operations of the University to explore areas for cost savings and future growth.
- As part of this ongoing review, HSU has identified three properties for potential disposition. Those properties are the following: Ramsauer House, located at 327 North 11th Street, Arkadelphia; Smith Garner House, located at 324 North 12th Street, Arkadelphia; and Evans Street House/Lot, located at 1228/1226 Evans Street, Arkadelphia. HSU proposes to begin exploring the disposition of these properties, which may include the sale of each property.
- Before any disposition is made, the properties shall be surveyed and appraised.
- HSU will ensure that all state laws and procedures are followed before any disposition is made.
- Diagrams and photographs of each of these properties are attached to this resolution.

RECOMMENDATION/RESOLUTION:

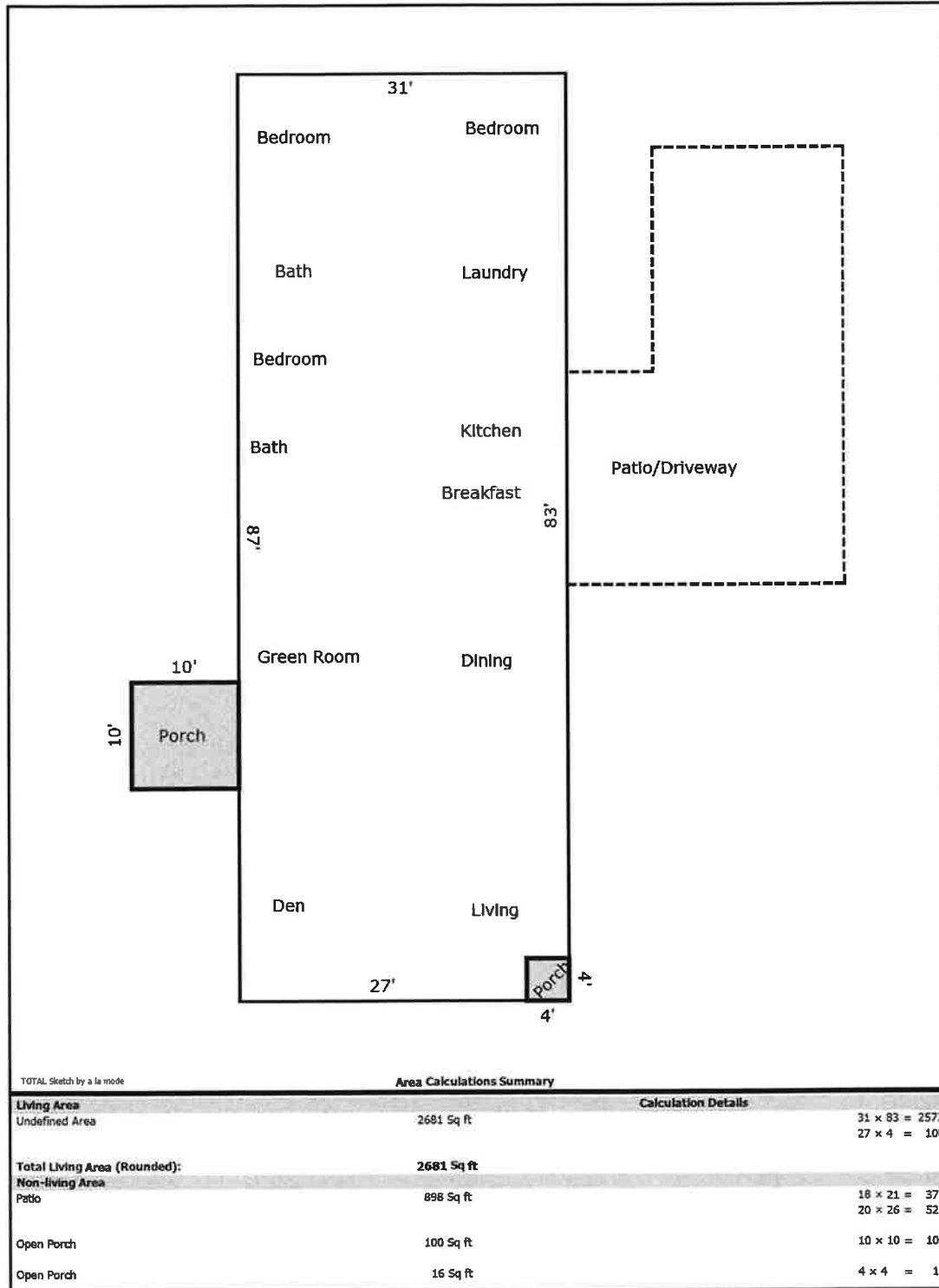
Be it resolved that Henderson State University is approved to begin exploring the disposition of the three University-owned properties referenced above, pursuant to the terms outlined above, effective immediately. The University will return to the Board of Trustees to seek approval for any final plan of disposition.


Robert G. Rudolph, Jr., Secretary


Christy Clark, Chair

Building Sketch

Borrower	Henderson State University		
Property Address	327 N 11th St		
City	Arkadelphia	County	CLARK
State	AR	Zip Code	71923
Lender/Client	Henderson State University		



Subject Photo Page

Borrower	Henderson State University				
Property Address	327 N 11th St				
City	Arkadelphia	County	CLARK	State	AR Zip Code 71923
Lender/Client	Henderson State University				



Subject Front

327 N 11th St

Sales Price

Gross Living Area 2,681

Total Rooms 9

Total Bedrooms 3

Total Bathrooms 2.0

Location N;Res;

View N;Res;

Site 19744 sf

Quality Q3

Age 64



Subject Rear



Subject Street

Flood Map

Borrower	Henderson State University			
Property Address	327 N 11th St			
City	Arkadelphia	County	CLARK	State AR Zip Code 71923
Lender/Client	Henderson State University			

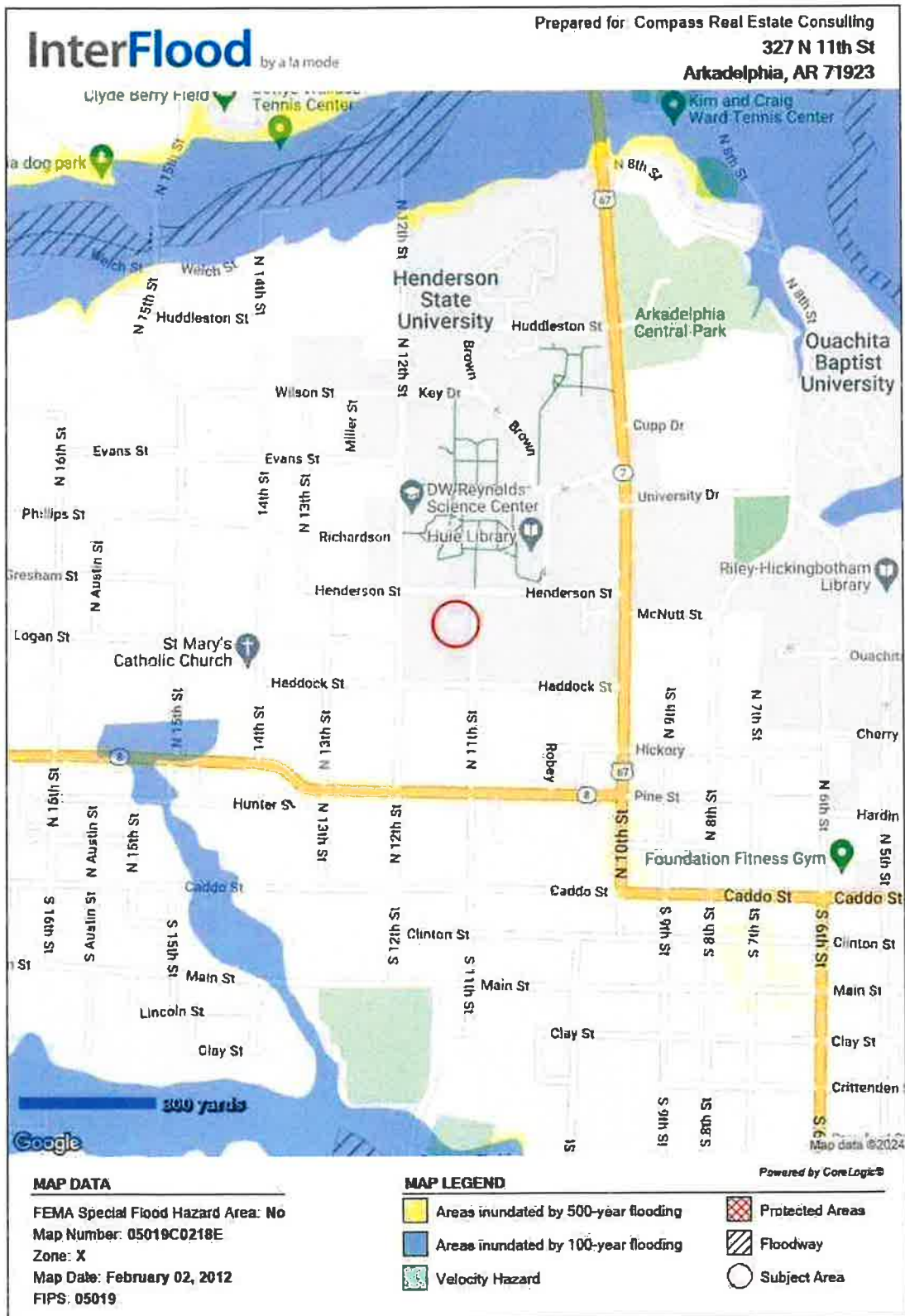
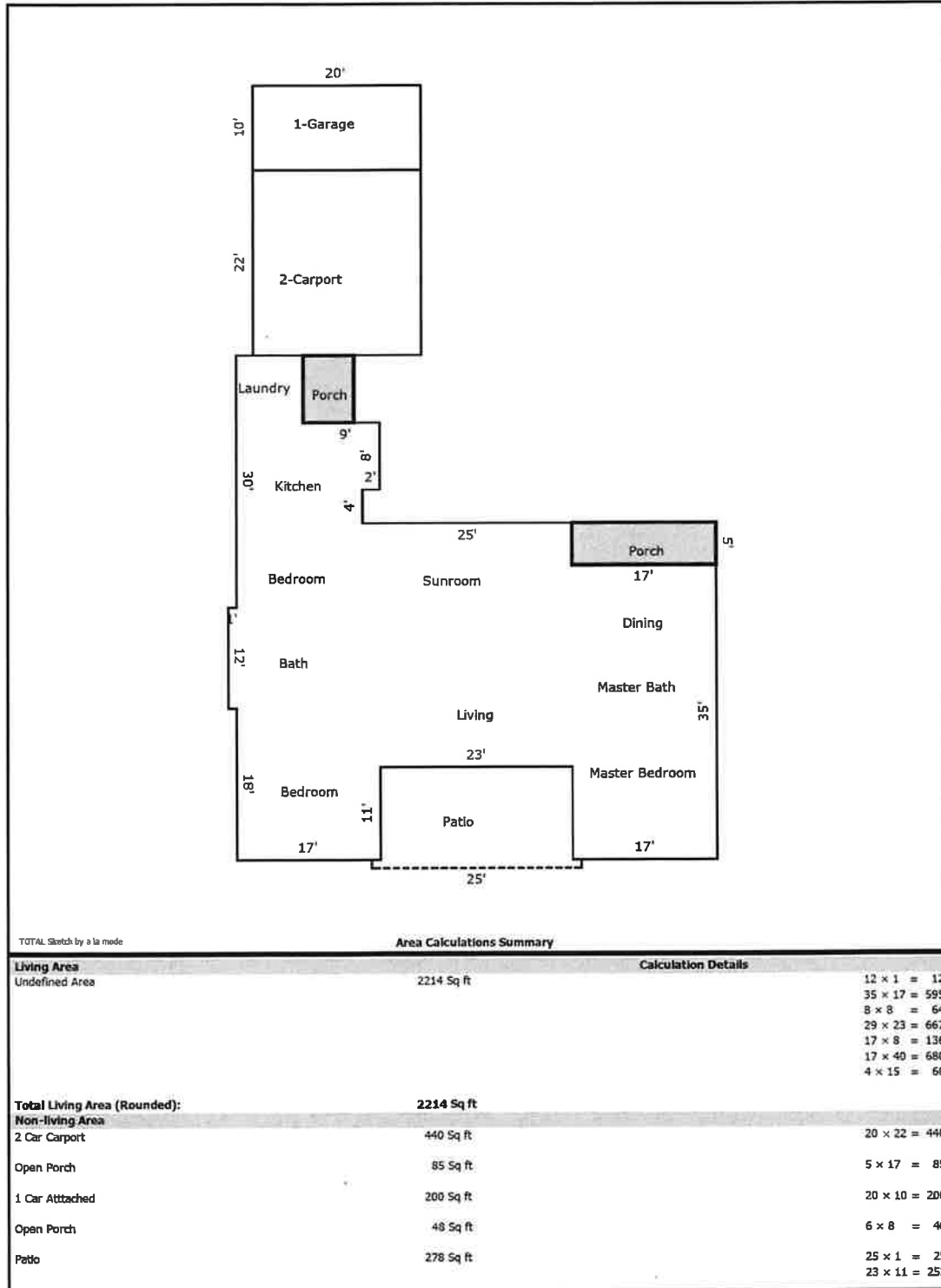


Exhibit 2

Building Sketch

Borrower	Henderson State University				
Property Address	324 N 12th St				
City	Arkadelphia	County	CLARK	State	AR Zip Code 71923
Lender/Client	Henderson State University				



Subject Photo Page

Borrower	Henderson State University				
Property Address	324 N 12th St				
City	Arkadelphia	County	CLARK	State	AR Zip Code 71923
Lender/Client	Henderson State University				



Subject Front

324 N 12th St
Sales Price
Gross Living Area 2,214
Total Rooms 7
Total Bedrooms 3
Total Bathrooms 2.0
Location N;Res;
View N;Res;
Site 27744 sf
Quality Q3
Age 64



Subject Rear



Subject Street

Flood Map

Borrower	Henderson State University				
Property Address	324 N 12th St				
City	Arkadelphia	County	CLARK	State	AR
Lender/Client	Henderson State University	Zip Code	71923		

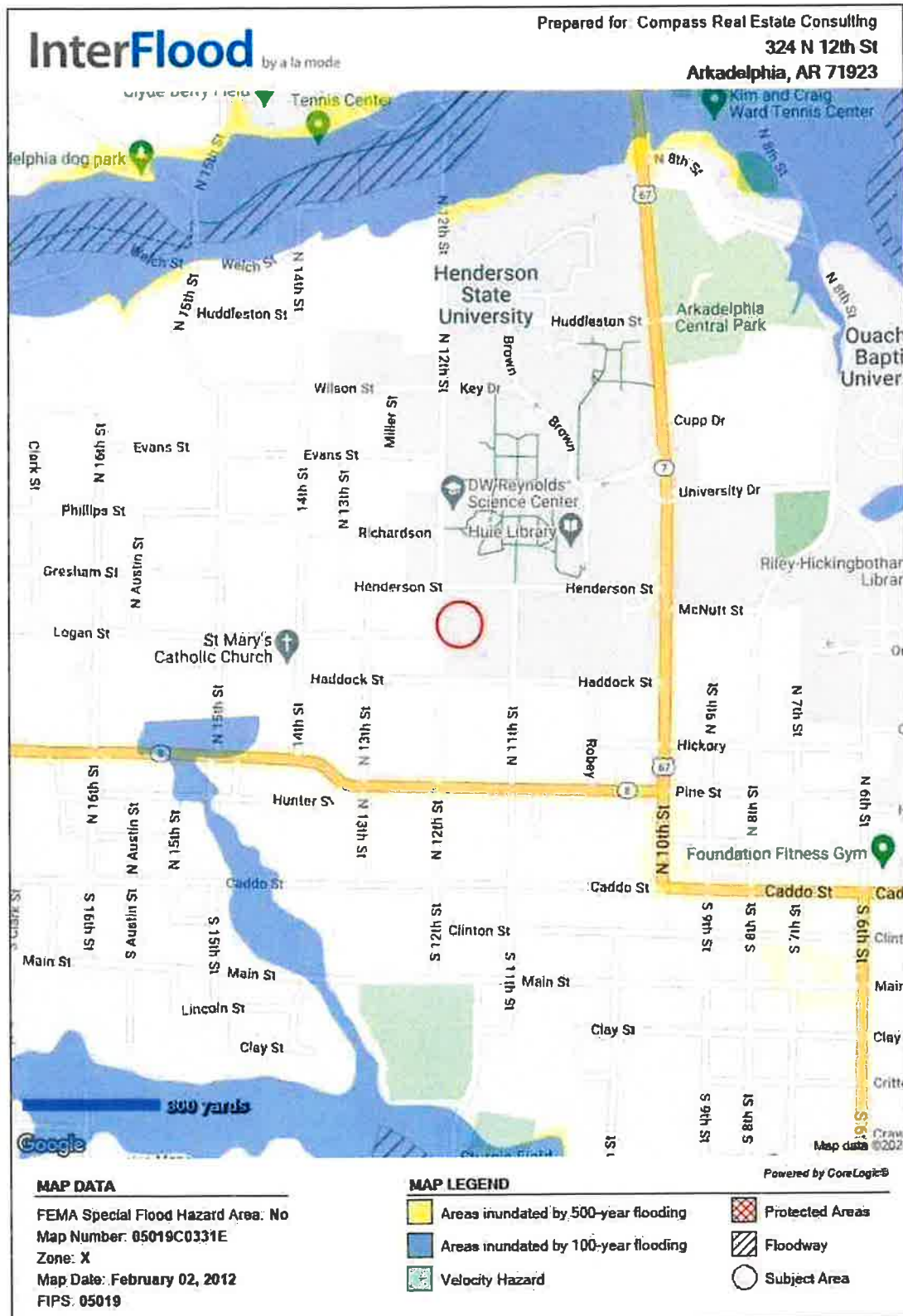
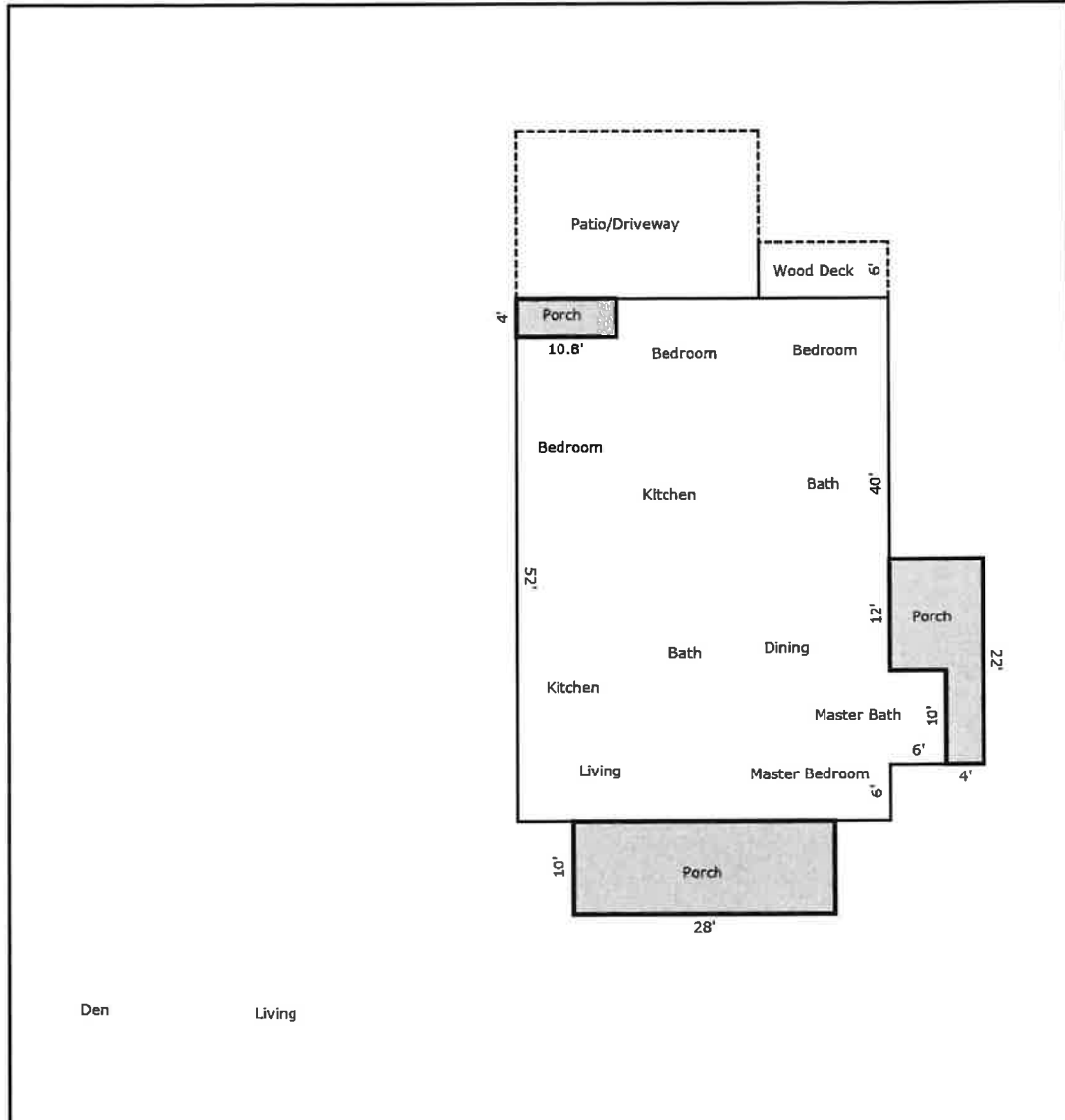


Exhibit 3

Building Sketch

Borrower	Henderson State University				
Property Address	1228 Evans St				
City	Arkadelphia	County	CLARK	State	AR Zip Code 71923
Lender/Client	Henderson State University				



TOTAL Sketch by a la mode

Area Calculations Summary

Living Area		Calculation Details	
Undefined Area	2256.8 Sq ft	10 x 5 = 50	
		40 x 52 = 2080	
		29.2 x 4 = 116.8	
Total Living Area (Rounded):		2257 Sq ft	
Non-living Area			
Open Porch	160 Sq ft	10 x 12 = 120	
		10 x 4 = 40	
Open Porch	280 Sq ft	28 x 10 = 280	
Open Porch	43.2 Sq ft	10.8 x 4 = 43.2	
Wood Deck	84 Sq ft	14 x 6 = 84	
Patio	468 Sq ft	26 x 18 = 468	

Subject Photo Page

Borrower	Henderson State University				
Property Address	1228 Evans St				
City	Arkadelphia	County	CLARK	State	AR Zip Code 71923
Lender/Client	Henderson State University				



Subject Front

1228 Evans St
Sales Price
Gross Living Area 2,257
Total Rooms 10
Total Bedrooms 4
Total Bathrooms 3.0
Location N;Res;
View N;Res;
Site 10428 sf
Quality Q4
Age 64



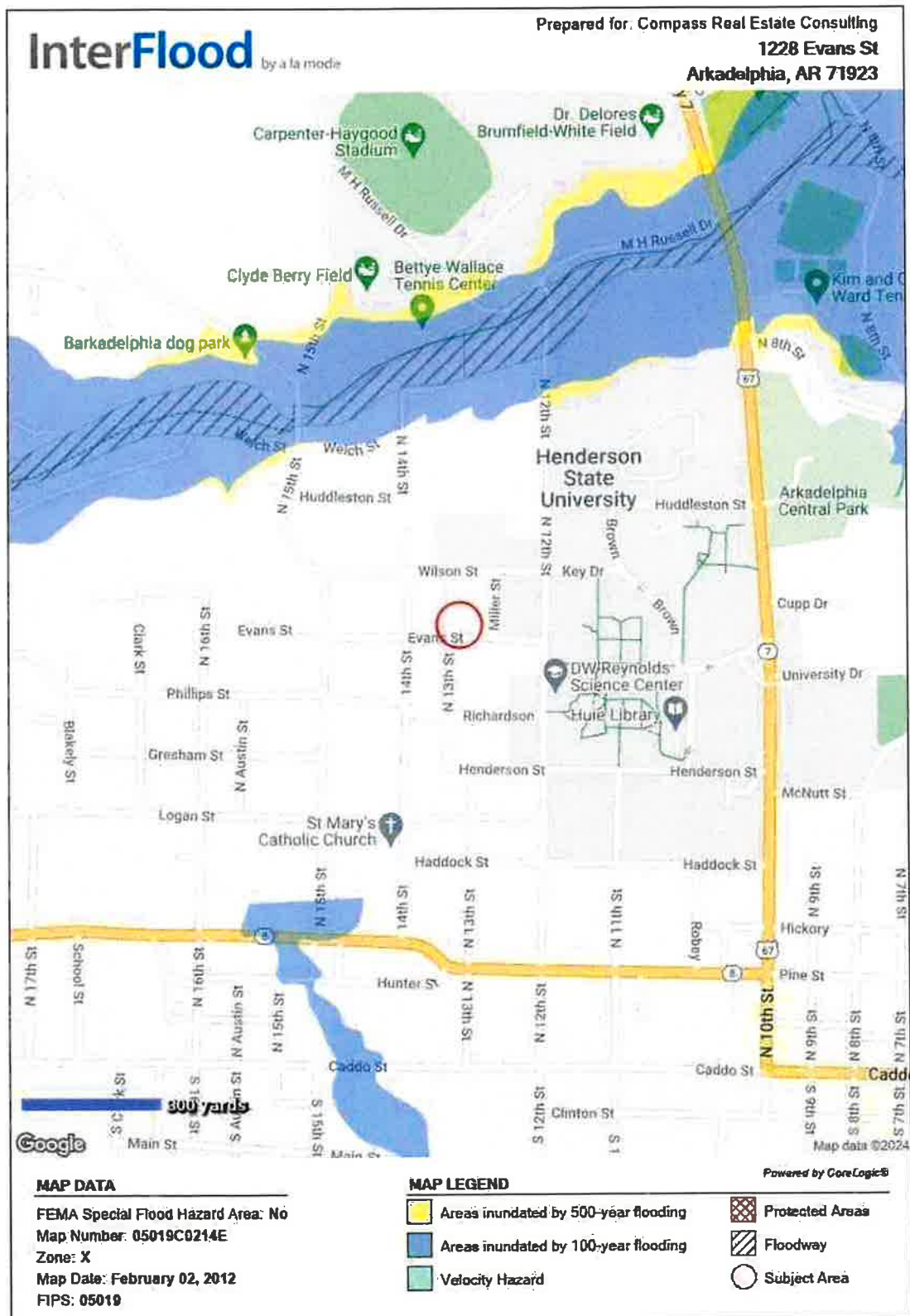
Subject Rear



Subject Street

Flood Map

Borrower	Henderson State University				
Property Address	1228 Evans St				
City	Arkadelphia	County	CLARK	State	AR Zip Code 71923
Lender/Client	Henderson State University				





Board of Trustees Meeting Minutes

Arkansas State University System

November 14, 2024, 10:00 a.m.

By Zoom

Attendance

Members Present:

Christy Clark, Steve Eddington, Robert Rudolph, Paul Rowton, Price Gardner, and Gary Harpole

I. Call to Order

The meeting was called to order by Chair Christy Clark at 10:00 a.m.

II. Agenda

A. Proposed ASU System Resolution

1. Resolution #24-51 approving the ASU System to finance capital improvements on the A-State campus through the issuance of bonds, and to refund certain A-State outstanding bonds

Mr. Gardner: Because of our firm's potential involvement in bond issues for the System and its campuses, I have agreed to recuse myself from any discussion or vote on bond issue resolutions, and will do so with respect to any discussion and vote on Resolution 24-51.

Motion:

Motion to approve Resolution 24-51

A motion was made by Gary Harpole and seconded by Paul Rowton.
The motion passed. Price Gardner recused himself.

B. Proposed Henderson State Resolution

1. Resolution #24-52 approving Henderson State to begin exploring disposition of properties located in Arkadelphia, Clark County, Arkansas

Motion:

Motion to approve Resolution 24-52

A motion was made by Steve Eddington and seconded by Price Gardner.
The motion passed unanimously.

II. Other Business

III. Adjournment

Motion:

Mrs. Clark asked for a motion to adjourn

A motion was made by Price Gardner and seconded by Steve Eddington.
The motion passed unanimously.

The meeting adjourned at 10:04 a.m.


Robert G. Rudolph Jr., Secretary


Christy Clark, Chair