

MINUTES  
MEETING OF THE BOARD OF TRUSTEES  
APPALACHIAN STATE UNIVERSITY

Friday, November 6, 2020  
Via Zoom Call  
10:00 a.m.

CALL TO ORDER: The Board of Trustees of Appalachian State University met via Zoom and conference call at the call of the Chair and the Chancellor on Friday, November 6, 2020; at 10:00 a.m., Chair Scott K. Lampe presided and called the meeting to order.

MEMBERS PRESENT VIA ZOOM: James M. Barnes  
M. Lee Barnes, Jr.  
Donald C. Beaver  
John M. Blackburn  
Michael C. Davis  
Scott K. Lampe  
Charles V. Murray  
Mark E. Ricks  
R. Thomas Sofield  
James K. Reaves  
E. Bonnie Schaefer  
Carole P. Wilson

MEMBER ABSENT: Kimberly M. Shepherd

CONSTITUENCY REPRESENTATIVES  
PRESENT VIA ZOOM: Michael C. Behrent, Chair  
*Faculty Senate*  
Donna Fiori, President  
*Alumni Council*  
Kelli H. Wilson, Chair  
*Staff Senate*

MEMBERS OF MEDIA PRESENT  
VIA CONFERENCE CALL: Anna Oakes  
*Watauga Democrat*

OTHERS PRESENT VIA ZOOM: Dawn Antonucci  
Jane Barghothi  
JJ Brown  
C. Philip Byers, Member, UNC  
Board of Governors  
Sheri Everts, Chancellor  
Hank Foreman

Paul Forte  
Megan Hayes  
Jason Marshburn  
Paul Meggett  
Heather Norris

All votes were taken by roll call (see Attachment 1).

CONFLICT OF INTEREST NOTICE: Chair Lampe read the following statement:

"Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today's meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of interest? If so, please let me know now."

ROLL CALL: Chair Lampe asked Dawn Antonucci to call roll to verify all participants on the call.

RECOGNITION OF VISITORS: Chair Lampe welcomed guests and press in attendance as confirmed during the roll call.

APPROVAL OF ABSENCES: Chair Lampe stated that Trustee Kim Shepherd was absent due to personal reasons. Upon motion duly made and seconded, the absence was approved by roll call vote.

CLOSED SESSION: Chair Lampe announced that he would entertain a motion for the Board to convene in closed session. Chair Lampe asked that the Trustees, Chancellor Everts, Governor Byers, Interim Provost, Vice Chancellors, General Counsel, Chief Communication Officer, Director of Environmental Health and Safety and Emergency Management and the Assistant Secretary join the voting members in closed session.

Chair Lampe stated the secondary telephone line would be closed to conduct closed session business. Should participants like to attend once open session is reconvened they can simply stay on the line and the host will reopen telephone line at the appropriate time.

Upon motion duly made, seconded and verified by roll call vote, the Board convened in closed session to:

prevent the disclosure of privileged or confidential information pursuant to North Carolina General Statute, Section 126-22 and 132-1.2(1) in accordance with [N.C.G.S. §143-318.1 l(a) (1)]; and

consult with the University's attorney in order to preserve to preserve the attorney-client privilege pursuant to [N.C.G.S. §143-318.1 l(a) (3)].

PUBLIC SESSION RECONVENED: Upon motion duly made, seconded and verified by roll call vote, the Board reconvened in open session at 11:28 a.m.

Resolution for Development of Phase III of the P3 Student Housing Project

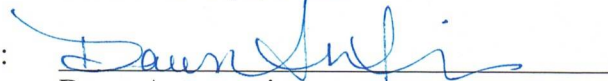
Chair Lampe recognized Assistant Secretary Dawn Antonucci for this item. Mrs. Antonucci read the Resolution for Development of Phase III of the P3 Student Housing Project (see Attachment 2).

Upon motion duly made, seconded, and verified by roll call vote, the Resolution for Development of Phase III of the P3 Student Housing Project was approved as presented.

ADJOURNMENT: There being no further business, the meeting adjourned by roll call vote at 11:35 a.m.

Scott K. Lampe, Chair

By:



Dawn Antonucci,  
Assistant Secretary

Appalachian Board of Trustees  
Roll Call Record of Votes in Open Session  
November 6, 2020

Roll Call Vote to Approve Absences:

Motion was made by: Charles Murray

Seconded by: James Barnes

James Barnes - Yes

Lee Barnes - Yes

Don Beaver - Yes

John Blackburn - Yes

Michael Davis - Yes

Scott Lampe - Yes

Charles Murray - Yes

James Reaves - Yes

Mark Ricks - Yes

Bonnie Schaefer - Yes

Kim Shepherd – Not present

Thomas Sofield - Yes

Carole Wilson - Yes

Roll Call Vote to Convene in Closed Session:

Motion was made by: Mark Ricks

Seconded by: Bonnie Schaefer

James Barnes - Yes

Lee Barnes - Yes

Don Beaver - Yes

John Blackburn - Yes

Michael Davis - Yes

Scott Lampe - Yes

Charles Murray - Yes

James Reaves - Yes

Mark Ricks - Yes

Bonnie Schaefer - Yes

Kim Shepherd – Not present

Thomas Sofield - Yes

Carole Wilson - Yes



Roll Call Vote to Reconvene in Open Session:

Motion was made by: Bonnie Schaefer

Seconded by: Michael Davis

James Barnes - Yes

Lee Barnes - Yes

Don Beaver - Yes

John Blackburn - Yes

Michael Davis - Yes

Scott Lampe - Yes

Charles Murray - Yes

James Reaves - Yes

Mark Ricks - Yes

Bonnie Schaefer - Yes

Kim Shepherd – Not present

Thomas Sofield - Yes

Carole Wilson - Yes

Roll Call Vote to Approve Resolution:

Motion was made by: James Barnes

Seconded by: Lee Barnes

James Barnes - Yes

Lee Barnes - Yes

Don Beaver - Yes

John Blackburn - Yes

Michael Davis - Yes

Scott Lampe - Yes

Charles Murray - Yes

James Reaves – Recused from the vote

Mark Ricks - Yes

Bonnie Schaefer - Yes

Kim Shepherd – Not present

Thomas Sofield - Yes

Carole Wilson - Yes

Roll Call Vote to Adjourn:

Motion was made by: Carole Wilson

Seconded by: Bonnie Schaefer

James Barnes - Yes

Lee Barnes - Yes

Don Beaver - Yes

John Blackburn - Yes

Michael Davis - Yes

Scott Lampe - Yes

Charles Murray - Yes

James Reaves - Yes

Mark Ricks - Yes

Bonnie Schaefer - Yes

Kim Shepherd – Not present

Thomas Sofield - Yes

Carole Wilson - Yes

**RESOLUTION OF THE APPALACHIAN STATE UNIVERSITY BOARD OF TRUSTEES ENDORSING APPALACHIAN'S ENTERING INTO A GROUND LEASE AGREEMENT AND RELATED AGREEMENTS WITH THE APPALACHIAN STUDENT HOUSING CORPORATION FOR THE DEVELOPMENT OF PHASE III OF THE P3 STUDENT HOUSING PROJECT**

**WHEREAS**, the Appalachian State University Board of Trustees on March 16, 2018 adopted a resolution endorsing the use of a public-private partnership to construct new student housing at Appalachian State University; and

**WHEREAS**, Appalachian subsequently conducted a competitive selection process, which included a request for qualifications followed by requests for proposals, to solicit public-private partnership proposals for the development of an on-campus student housing village consisting of approximately 2,100 beds of student housing, parking, dining, and related infrastructure (the "Project") on Appalachian's Millennial Campus; and

**WHEREAS**, Appalachian subsequently contracted for the Project to be jointly developed in three (3) Phases by the development team of RISE Boone, LLC, an affiliated entity of RISE Development, LLC ("RISE") that specializes in the development of higher education facilities, and financed and owned by Beyond Boone, LLC, whose sole member is the Beyond Group, a national not-for-profit 501(c)(3) organization ("Beyond") in order to take advantage of tax-exempt financing available for the Project; and

**WHEREAS**, the UNC Board of Governors, on September 14, 2018, authorized Appalachian State University to: (i) enter into a Ground Lease Agreement with Beyond at the financial closing for Phase I to include buildings and parking improvements, plus non-exclusive easements for common areas and temporary construction easements and under which Beyond would be obligated to finance the development of the Project, own the Project, and to enter into agreements providing for the design, construction, and management of the Project; (ii) amend the Ground Lease Agreement at the financial closings for Phase II and Phase III, respectively, to add sites for the Phase II and Phase III improvements; and (iii) authorize certain Appalachian officials to enter into those agreements anticipated by the Ground Lease Agreement that were necessary to bring each Phase of the Project to completion; and

**WHEREAS**, RISE and Beyond have successfully developed Phase I of the Project and are currently in the process of completing Phase II of the Project; and

**WHEREAS**, Appalachian has an affiliated housing corporation, Appalachian Student Housing Corporation (the "Corporation"), a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 whose purpose is to develop, finance, prepare, provide, and supervise residential housing facilities for college and university students and employees of Appalachian State University in Watauga County, North Carolina; and

**WHEREAS**, Appalachian desires to replace Beyond with the Corporation as the Ground Lease tenant and owner of the Phase III improvements in order to take advantage of favorable financial terms available to complete Phase III the Project; and



**WHEREAS**, it is anticipated that RISE Boone, LLC, would continue to act as the developer for Phase III.

**NOW THEREFORE, BE IT RESOLVED** by the Appalachian State University Board of Trustees as follows:

1. The Board of Trustees endorses the Corporation replacing Beyond as the tenant under the Ground Lease Agreement for Phase III of the Project, whereby the Corporation would be obligated to finance the development of Phase III of the Project, own Phase III of the Project, and enter into agreements providing for the design, construction, and management of Phase III of the Project with RISE Boone, LLC and other entities as necessary.
2. The Board of Trustees endorses Appalachian entering into a ten (10) year Operating Lease Agreement between the Corporation and Appalachian to support the Corporation's financing of Phase III of the Project, as authorized under Article 21B of Chapter 116 of the North Carolina General Statutes, the Millennial Campuses Financing Act.
3. The Board of Trustees authorizes and directs the Chancellor or Vice Chancellor for Business Affairs to take all appropriate further action necessary or desirable in connection with obtaining approval of the transfer of ownership and financing of Phase III of the Project from Beyond to the Corporation, including seeking any necessary approvals from the Corporation's Board of Directors, the UNC Board of Governors and the Council of State, as well as approving, executing and delivering all documents relating to the Ground Lease Agreement and related Phase III development agreements on Appalachian's behalf.
4. All previous actions taken by the Board of Trustees or other Appalachian representatives in connection with the approval of the Project that are not in conflict with this resolution are hereby ratified and approved.
5. This resolution shall take effect immediately upon its passage.

**ADOPTED AND APPROVED** this 6<sup>th</sup> day of November, 2020.

**THE BOARD OF TRUSTEES OF  
APPALACHIAN STATE UNIVERSITY**

\_\_\_\_\_  
Scott Lampe, Chair (signature)

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Kimberly Shepherd, Secretary (signature)