

MINUTES OF A SPECIAL CALLED MEETING OF THE
BOARD OF TRUSTEES
OF
AUBURN UNIVERSITY

OCTOBER 16, 2020

SCHEDULE & AGENDA
AUBURN UNIVERSITY BOARD OF TRUSTEES
OCTOBER 16, 2020 SPECIAL CALLED MEETING
VIA TELEPHONE CONFERENCE

Telephone conference instructions to join by phone:

Telephone Number: (312) 626-6799

Meeting ID: 452 787 9439

I. Special Called Meeting of the Board of Trustees | 11:00 a.m. CDT

1. Property Exchange with USDA Agricultural Research Service and Amended Declaration of Covenants for Research Park (Dan King)

MINUTES OF A SPECIAL CALLED MEETING OF THE
AUBURN UNIVERSITY BOARD OF TRUSTEES
FRIDAY, OCTOBER 16, 2020 AT 11:00 A.M.
VIA TELEPHONE CONFERENCE CALL

As President Pro Tempore of the Auburn University Board of Trustees, Mr. Wayne Smith convened the Special Called Meeting of the Auburn University Board of Trustees *via telephone conference call* at 11:00 a.m. CDT on Friday, October 16, 2020.

After calling the meeting to order, *President Pro Tempore* Smith called upon Board Secretary Jon Waggoner to call the roll. The following named members of the Board of Trustees were deemed to be in attendance via telephone conference call: Lloyd Austin, Mike DeMaioribus, Bob Dumas, Raymond Harbert, Elizabeth Huntley, Gaines Lanier, Charles McCrary, Sarah Newton, James Pratt, Jimmy Rane, Quentin Riggins, B.T. Roberts, Clark Sahlie, Jimmy Sanford, and Wayne Smith.

Governor Kay Ivey, President of the Board of Trustees, was absent from the meeting. The individuals listed above represent all persons recognized as members of the Auburn University Board of Trustees at the time of the meeting.

Also on the conference call with the Board were Nedret Billor, Faculty Advisor to the Board of Trustees for Auburn University; Ada Ruth Huntley, Auburn University Student Government Association President; and Ciara Freeman, AUM Student Government Association President. Jon Waggoner attended as Secretary to the Board of Trustees.

Other persons in attendance via telephone conference call included the following: Jay Gogue, President; Ron Burgess, Executive Vice President; Carl Stockton, Chancellor of AUM; Bill Hardgrave, Provost and Senior Vice President for Academic Affairs; Jaime Hammer, General Counsel, Bobby Woodard, Senior Vice President for Student Affairs; Kelli Shomaker, Vice President for Business & Finance and Chief Financial Officer; Gretchen VanValkenburg, Vice President for Alumni Affairs and Executive Director of the Auburn Alumni Association; Dan King, Associate Vice President for Facilities; Simon Yendle, University Architect; Mark Stirling, Director of Auburn University Real Estate; Paul Patterson, Dean of the College of Agriculture and Director of the Alabama Agricultural Experiment Station; Jared White, Executive Director of Government Affairs; Janaki Alavalapati, Dean of the School of Forestry and Wildlife Sciences; Chris Roberts, Interim Vice President for Development and Interim President of the Auburn University Foundation; and Jim O'Connor, Chief Information Officer.

President Pro Tempore Smith welcomed those in attendance and indicated that there was only one item on the agenda for the Special Called Meeting. *President Pro Tempore* Smith explained that given that there was only one agenda item, the item would be presented and voted upon directly by the full Board without first passing through a committee for recommendation.

President Pro Tempore Smith called upon Mr. Dan King for discussion of the one and only agenda item, the property exchange with USDA Agricultural Research Service and Amended Declaration of Covenants for Research Park.

Following discussion of the item, Mr. DeMaioribus moved for approval of the resolution. The motion was seconded by Mr. Roberts, and the resolution was approved by a voice vote.

The following resolution was unanimously approved:

RESOLUTION

PROPERTY EXCHANGE WITH USDA AGRICULTURAL RESEARCH SERVICE AND AMENDED DECLARATION OF COVENANTS FOR RESEARCH PARK

WHEREAS, Auburn University and the Agricultural Research Service of the United States Department of Agriculture (ARS) have a long-standing, productive research collaboration; and

WHEREAS, ARS currently owns a 6.29-acre parcel at the corner of West Samford Avenue and South Donahue Drive (Tillage Farm Site); and

WHEREAS, Auburn University supported a \$43 million federal appropriation to allow ARS to develop new research facilities and relocate from the Tillage Farm Site, which is adjacent to the core of campus and occupies a strategic location for future University development; and

WHEREAS, Auburn University wishes to acquire the Tillage Farm site in exchange for the following package of real property and monetary consideration (parcels depicted on the attached exhibit):

- Convey to ARS 5.0 acres owned by the University in Auburn Research Park on the southwest corner of Devall Drive and Auburn Camp Road, adjacent to the former poultry research farm (final shape and orientation of parcel subject to ARS's design);
- Convey to ARS 4.26 acres owned by the University in the Longleaf Field Laboratory, adjacent to field operations of the College of Agriculture and the College of Veterinary Medicine, along West Longleaf Drive;
- Convey to ARS the 53.5 acre University property on Lee County Road 27, known as the South Auburn Fisheries Research Lab, which currently is leased and used by ARS; and
- Provide ARS with funding in an amount necessary to equalize the value of the parties' respective offers; and

WHEREAS, Board of Trustees Policy D-8, Real Property Exchange Policy, allows the exchange of real property when the transaction is in the best interest of the University and the existing University property is no longer required to carry out its mission, so long as the value of the property to be acquired by the University is equal to or exceeds the value of the property to be conveyed; and

WHEREAS, two MAI appraisals of the Tillage Farm Site and other relevant parcels have been obtained, the value of the Tillage Farm Site exceeds the combined value of the University parcels, and the additional monetary consideration paid by the University equalizes the value of the respective offers, as determined by the parties' appraisals and subsequent negotiation; and

WHEREAS, ARS intends to develop new research facilities on the sites conveyed by the University, including a site in Auburn Research Park, which will benefit the University, ARS, and the Research Park; and

WHEREAS, in order to accommodate federal government requirements and at ARS's request, the University agrees to remove the ARS Research Park site from the scope of the Research Park restrictive covenants and acknowledges that the Auburn Research and Technology Foundation and current ground lessees within Research Park have consented to such removal; and

WHEREAS, the facilitate ARS's transition from the Tillage Farm Site, the University agrees to lease that site back to ARS at nominal rent for a temporary period, not to exceed 48 months, with rent escalating to fair market value during the final six months of that period; and

WHEREAS, Board of Trustees Policy D-7, Real Estate Sale and Lease Policy, permits the lease of University property for appropriate purposes and according to specific procedures approved by the Board of Trustees; and

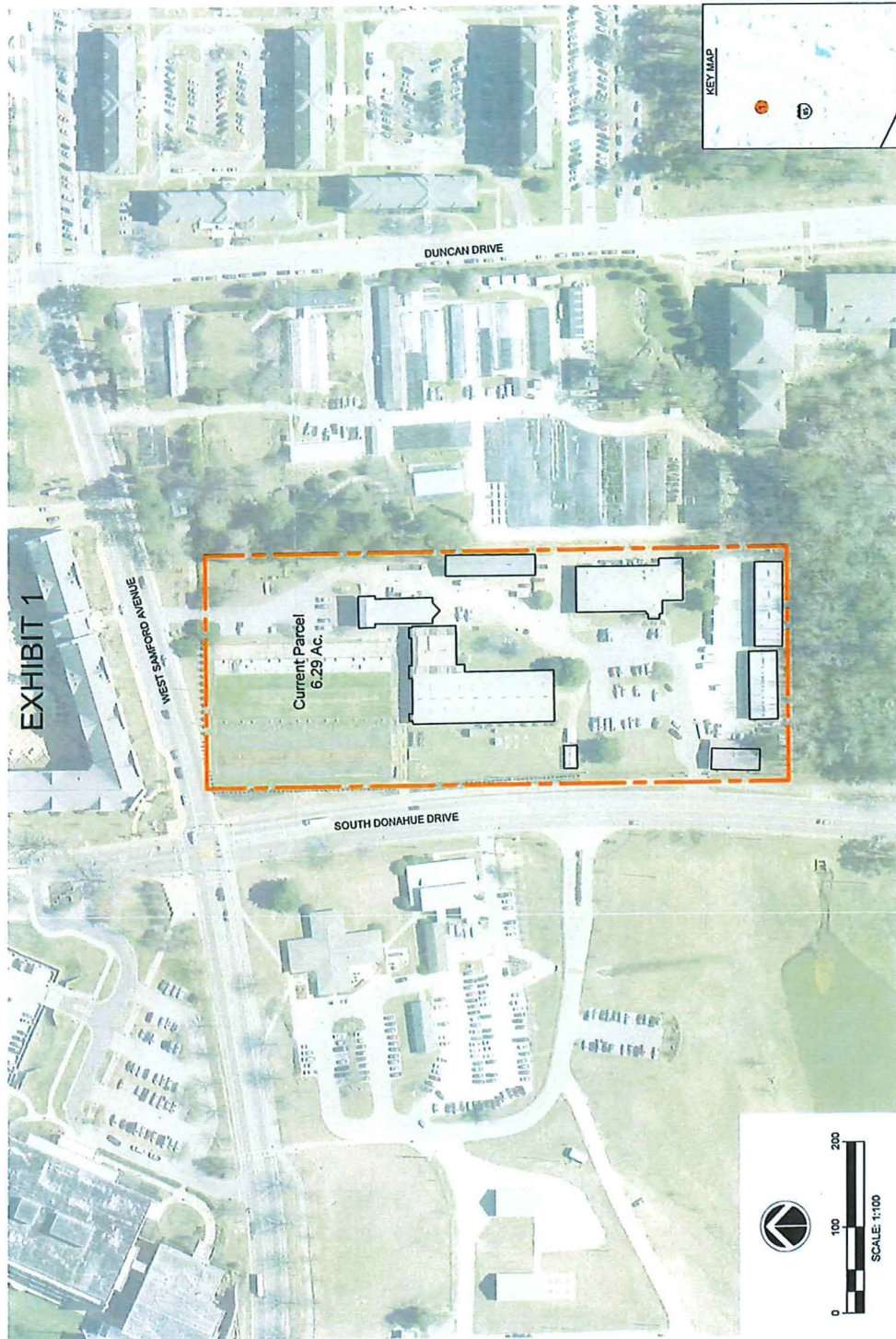
WHEREAS, for the reasons described herein, the property exchange and related transactions are in the best interest of Auburn University, are being undertaken for institutional-related purposes, and comply with applicable Board of Trustees policy.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Auburn University that the property exchange and related transactions described herein are approved, declared to be for institutional-related purposes and in the best interest of Auburn University, and that Jay Gogue, or such other person as may be acting as President, is authorized and empowered to negotiate and execute the deeds and lease, in accordance with the terms stated herein, as well as other legal documents necessary to effectuate the transactions and convey to ARS the parcels and monetary consideration described below in exchange for the University receiving title to the Tillage Farm site:

1. Convey to ARS 5.0 acres owned by the University in Auburn Research Park on the southwest corner of Devall Drive and Auburn Camp Road, adjacent to the former poultry research farm;
2. Convey to ARS 4.26 acres owned by the University in the Longleaf Field Laboratory, adjacent to field operations of the College of Agriculture and the College of Veterinary Medicine, along West Longleaf Drive;
3. Convey to ARS the 53.5 acre University property on Lee County Road 27, known as the South Auburn Fisheries Research Lab, which currently is leased and used by ARS; and
4. Provide ARS with funding in an amount necessary to equalize the value of the parties' respective offers.

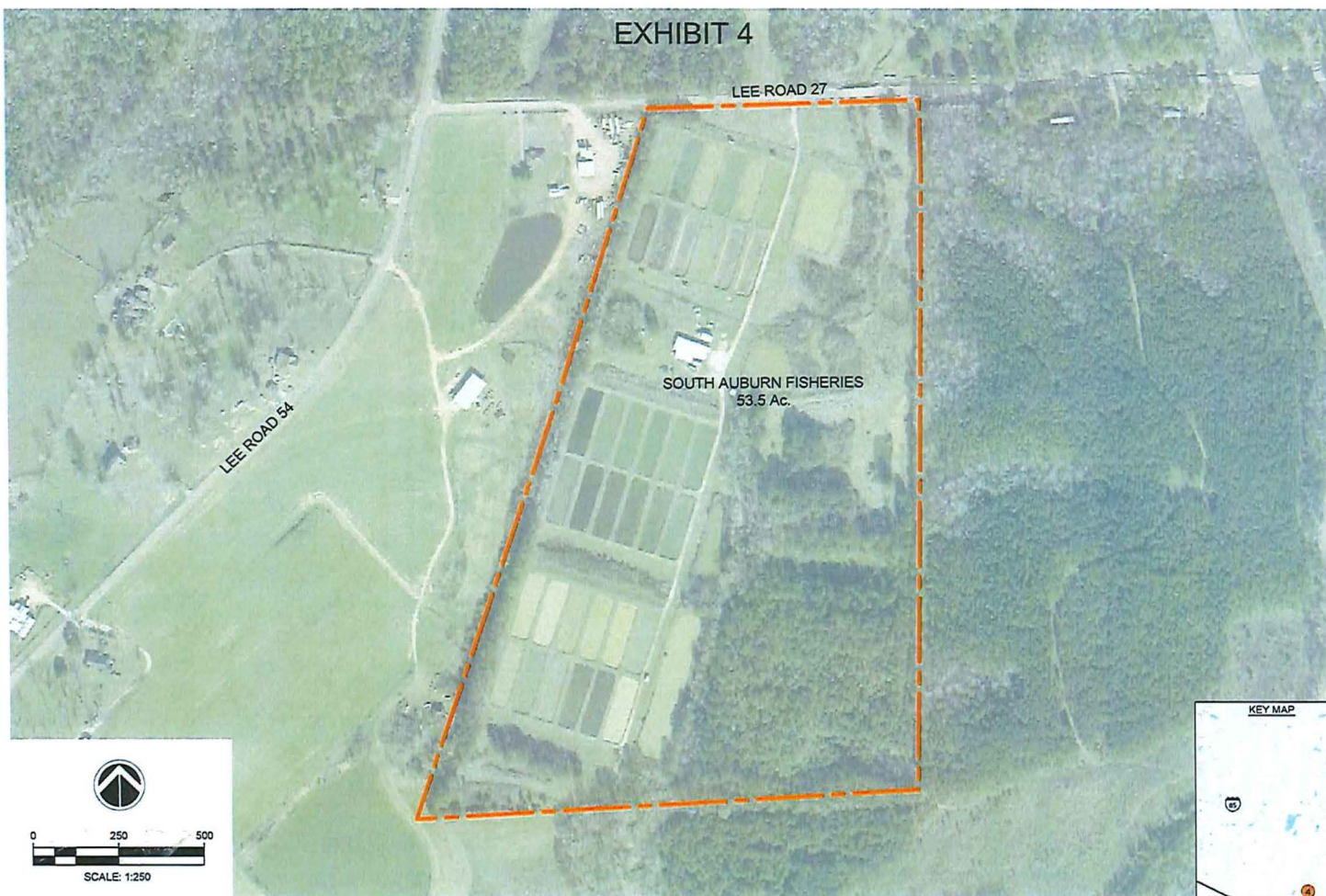
The conveyance to Auburn University may be accomplished by quitclaim deed. All documents consummating this transaction shall be reviewed as to form by the General Counsel.

BE IT FURTHER RESOLVED by the Board of Trustees of Auburn University that the Declaration of Protective Covenants, Conditions, Restrictions, Reservations, and Easements for the Auburn University Research Park shall be amended to remove the ARS Research Park site from the scope of those covenants, and that Jay Gogue, or such other person as may be acting as President, is authorized and empowered to execute all documents necessary to effectuate that transaction, with such documents reviewed as to form by the General Counsel.







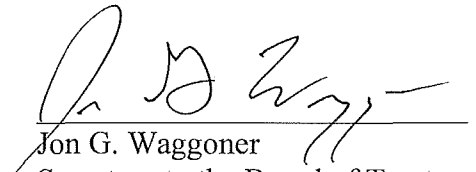


Immediately following the approval of the resolution, *President Pro Tempore* Smith remarked that the property exchange with the United States Department of Agriculture accomplishes two priorities important to Auburn's future. He explained that, first, it allows the University to reclaim more than six acres in a growing part of campus, and second, it clears the way for a new, state-of-the-art facility in Auburn Research Park that will advance agricultural science, technology, and practices across the southeast to the benefit of consumers and rural economies. *President Pro Tempore* Smith concluded his comments regarding the resolution by expressing deep gratitude to United States Senator Richard Shelby for his role in making all of this possible.

President Pro Tempore Smith then announced that after several months of board meetings occurring via telephone conference call in order not to unnecessarily endanger Board Members and Administrators by having in-person meetings during the COVID-19 pandemic, business items have accumulated which require face-to-face interaction. He explained that he asked Secretary Waggoner to assemble a plan for an in-person meeting for the upcoming November Workshop and Board Meeting which strictly adheres to CDC guidelines. *President Pro Tempore* Smith stated that, after careful consideration, the November 19th Workshop and November 20th Board Meeting will be held in-person at the Auburn University Hotel and Dixon Conference Center.

President Pro Tempore Smith thanked everyone for their attendance at the Special Called Meeting, and indicated that with there being no further items for review, the meeting was recessed at 11:10 a.m.

Respectfully Submitted,



Jon G. Waggoner
Secretary to the Board of Trustees