EXECUTIVE SESSION*

Thursday, February 19, 2015
12:00 p.m. – 2:30 p.m.
Room 406
Campus Center
IUPUI

* Executive Session - Items authorized by Open Door Law - Sec. 5-14-1.5-6.1(b)(B); 5-14-1.5-6.1(b)(3); 5-14-1.5-6.1(b)(5); 5-14-1.5-6.1(b)(7)
COMMITTEE: Chair Patrick A. Shoulders, Vice Chair MaryEllen K. Bishop, Philip N. Eskew Jr., Janice L. Farlow, Michael J. Mirro, Andrew F. Mohr, James T. Morris, Derica W. Rice, Randall L. Tobias, ex-officio

I. Welcome Ch. Patrick A. Shoulders

II. Spring Enrollment Report
   John S. Applegate
   Todd Schmitz

III. Online Education Update
     John S. Applegate
     Barbara A. Bichelmeyer

IV. New Degrees
    Action Item: Approval is requested for the following new degrees:
    
    A. **IUB** – Bachelor of Arts in Media
    B. **IUB** – Bachelor of Science in Game Design
    C. **IUPUI** – Bachelor of Arts in Law in Liberal Arts
    D. **IUPUI** – Master of Science in Informatics
    E. **IUSB** – Bachelor of Science in Health Sciences

    John S. Applegate
    Lauren Robel
    Charles R. Bantz

V. Personnel
   Action Item: Approval is requested for personnel items per the appendix to the agenda.
   Executive Vice Presidents
   Chancellors

VI. Old Business

VII. New Business

VIII. Adjournment Ch. Shoulders
V. PERSONNEL

IUB-Provost and Executive Vice President Lauren Robel

Initial Appointments

For Dan Tracey, Associate Professor of Biology, with tenure, and Gill Chair, College of Arts and Sciences, beginning January 1, 2015.

Reappointments and Changes in Status

For Carolyn Walters, Associate Librarian, and Executive Director of Scholarly Publishing, Library Administration, a change in title from Executive Associate Dean, Library Administration to Ruth Lilly Dean, University Libraries, beginning January 1, 2015.

IUK-Chancellor Susan Sciame-Giesecke

Initial Appointment

For Mark Canada, Vice Chancellor for Academic Affairs, and Professor of English with tenure, School of Humanities and Social Sciences, Department of Humanities, effective April 1, 2015.

IUN-CHANCELLOR WILLIAM LOWE

Reappointments and Changes in Status

For Margaret Skurka, Professor, Department of Health Information Management, College of Health and Human Services, the additional title of Chancellor’s Professor, effective January 1, 2015.
AGENDA

FACILITIES AND AUXILIARIES COMMITTEE

February 19, 2015
4:00 p.m. – 5:30 p.m.
Room 450A
Campus Center
IUPUI

COMMITTEE: Chair Philip N. Eskew Jr., Vice Chair Michael J. Mirro, MaryEllen K. Bishop, Janice L. Farlow, Andrew F. Mohr, James T. Morris, Derica W. Rice, Patrick A. Shoulders, Randall L. Tobias, ex-officio

I. Welcome
Ch. Philip N. Eskew Jr.

II. Review Current Projects
Thomas A. Morrison
John M Lewis V

III. Design Approvals
Thomas A. Morrison
John M Lewis V

A. IUB – Golf Teaching Facility
B. IUB – Rowing Team Storage

Action Item: Approval is requested for designs per the appendix to the agenda.

IV. Benchmarking Facilities for IUPUI and IU Bloomington
Thomas A. Morrison
Tom Gugert
Mark Schiff

V. Cyber Risk Mitigation
Brad Wheeler

VI. Old Business

VII. New Business

VIII. Adjournment
Ch. Eskew
III. DESIGN APPROVALS

**IUB – Golf Teaching Facility (Design Only)**

*Action Item:* Approval of the board is requested to proceed with the design of a new training facility for the IU men’s and women’s golf team. The building is to be located at the IU Practice Course adjacent to the Cecil W. Weathers Golf Team Center. The 1,450-square foot facility will exactly match the materials and prairie architecture of the existing Team Center and be comprised of a covered outdoor hitting area, one women’s indoor teaching bay, one men’s indoor teaching bay, a mechanical room, restroom and multi-purpose room. Both teaching bays will have large bi-folding doors that can be opened for hitting golf balls onto the practice course from an indoor, climate-controlled environment. When the outer doors are closed there will be netting to allow players to hit balls indoors during the off-season and inclement weather.

**IUB – Rowing Team Storage (Design Only)**

*Action Item:* Approval of the board is requested to proceed with the design of a new rowing team storage facility. The existing rowing team boathouse is to be demolished and new will be constructed in approximately the same location on the shore of Lake Lemon. The new 9,945-square foot boathouse will be comprised of three varsity bays, one repair bay, storage for race course equipment and fuel, an office, and one club sport bay. The structure will be pre-engineered metal building over a concrete slab. The materials are standing seam metal roof panels and combination of 12-inch wide and corrugated vertical metal panel siding with windows for natural light. Each bay will have large overhead doors for bringing rowing shells in and out easily and a system of racks for efficiently storing shells and oars. The repair bay will be the only portion of the building that will be heated so work can comfortably take place in the off-season months.
REVISED AGENDA
FINANCE, AUDIT AND STRATEGIC PLANNING COMMITTEE

February 20, 2015
8:30 a.m. – 9:45 a.m.
Room 450A
Campus Center
IUPUI

COMMITTEE: Chair Andrew F. Mohr, Vice Chair Derica W. Rice, MaryEllen K. Bishop, Philip N. Eskew, Jr., Janice L. Farlow, Michael J. Mirro, James T. Morris, Patrick A. Shoulders, Randall L. Tobias, ex-officio

I. Welcome

Ch. Andrew F. Mohr

II. Residence Hall Housing Rate Approval

Action Item: Approval is requested for the 2015-2016 residence hall rates.

Mary Frances McCourt
Lauren Robel
Zebulun R. Davenport
Ricky Ganaishlal
Dana C. Wavle

III. Parking Strategic Plan Implementation

Mary Frances McCourt
Stewart T. Cobine

IV. Procurement Update

Jill M. Schunk

V. Consolidated Revenue Bonds Series 2015A

Action Item: Approval is requested of a resolution for the issuance of tax exempt debt for the following new projects, campus housing expansion at IUPUI and Read Hall renovation at IUB, and refunding prior debt per the resolution.

Donald S. Lukes

VI. Old Business

VII. New Business

VIII. Adjournment

Ch. Mohr
WHEREAS, The Trustees of Indiana University (the “Corporation”) has full power and authority under and by virtue of the laws of the State of Indiana to operate the institution of higher education known as Indiana University (the “University”) including, more particularly, under the provisions of Indiana Code 21-35-2 and 21-35-3, as supplemented by 21-35-5, the power and authority to issue revenue bonds to finance and refinance facilities located at various campuses of the University; and

WHEREAS, the Corporation has executed and delivered an Indenture of Trust dated as of January 15, 2008, as supplemented and amended from time to time (as supplemented, the “Indenture”) with The Bank of New York Trust Company, N.A. (now The Bank of New York Mellon Trust Company, N.A.) as Trustee (the “Trustee”) pursuant to which the Corporation issues various such series of Consolidated Revenue Bonds (the “Bonds”) from time to time; and

WHEREAS, the Corporation intends to issue a new series of Bonds to be known as the Series 2015A Bonds (as defined below) to (i) provide the funds required to finance or reimburse itself for previously incurred costs for the acquisition, construction, renovation and equipping of the projects listed in Exhibit A hereto (collectively, the “New Projects”) and (ii) refund all or a portion of the Bonds listed as “Refunded Bonds” in Exhibit A hereto (the “Refundings”); and

WHEREAS, the Board of Trustees of the Corporation (the “Board”) has authorized the Treasurer or Assistant Treasurer of the Corporation (the “Treasurer”) to investigate, develop and evaluate a Plan of Financing for the New Projects and the Refundings and to present that Plan of Financing for consideration by the Board in order for the Board to authorize the execution and delivery of the Indiana University Consolidated Revenue Bonds, Series 2015A (the “Series 2015A Bonds”) and of the Indenture, the Sixth Supplemental Indenture, Preliminary Official Statement, Final Official Statement, Bond Purchase Agreement, Escrow Deposit Agreement, Construction and Rebate Agreement, Supplement to Amended and Restated Continuing Disclosure Undertaking Agreement (all as hereinafter described), forms of the Series 2015A Bonds and any further documents required to complete the execution and delivery of the Series 2015A Bonds, pursuant to this Resolution; and

WHEREAS, the Treasurer has investigated, developed, evaluated and presented a Plan of Financing for the Series 2015A Bonds to the Board; and

WHEREAS, the Board desires to approve the Plan of Financing presented by the Treasurer; and

WHEREAS, there has now been submitted to the Board a form of Sixth Supplemental Indenture (the “Sixth Supplemental Indenture”), a form of Preliminary Official Statement (the “Preliminary Official Statement”), a form of Construction and Rebate Agreement (the “Rebate Agreement”), a form of Supplement to Amended and Restated Continuing Disclosure Undertaking Agreement (the “Undertaking”), a form of Escrow Deposit Agreement (the “Escrow Agreement”) and a form of Bond Purchase Agreement (the “Bond Purchase Agreement”) in connection with the issuance of the Series 2015A Bonds in
the aggregate principal amount not to exceed $222,000,000, plus additional amounts necessary to provide for credit enhancement, capitalized interest, a debt service reserve, if any, or other costs incidental to the issuance of the Series 2015A Bonds, which financing has been or will be duly approved, to the extent necessary, by the State Budget Agency and Governor of the State of Indiana;

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

Section 1. The Board hereby finds and declares that a necessity exists for the acquisition, construction, renovation, and equipping of the New Projects, the financing of the Refundings and the issuance of the Series 2015A Bonds therefor.

Section 2. The issuance of the Series 2015A Bonds by the Corporation on the terms and conditions set forth in the Sixth Supplemental Indenture is hereby authorized in the total principal amount not to exceed $222,000,000, plus additional amounts necessary to provide money for costs incidental to the issuance of the Series 2015A Bonds, all as permitted by law. The Series 2015A Bonds shall be designated “Indiana University Consolidated Revenue Bonds, Series 2015A”, and may be issued as current interest bonds and/or capital appreciation bonds. The true interest cost of the Series 2015A Bonds shall not exceed 6.0%, with a maximum underwriter’s discount of 0.70% (70 basis points), net of underwriting expenses, and with such serial or term maturities and redemption features as the executing officers shall approve. The final maturity of the Series 2015A Bonds shall be no later than June 1, 2042. The Series 2015A Bonds shall be sold pursuant to the Bond Purchase Agreement at negotiated sale to Wells Fargo Securities, as representative of the underwriters identified in Exhibit B hereto and in the Bond Purchase Agreement.

Section 3. The Sixth Supplemental Indenture is approved in substantially the form submitted to the Board and is made a part of this Resolution as if fully set forth herein. The Chair or Vice Chair of the Corporation is hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Board is hereby authorized to attest, the signature thereof and to imprint the corporate seal of the Corporation on the Sixth Supplemental Indenture in substantially the form presented to this meeting, with such changes in form or substance as the officers executing such documents shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Preliminary Official Statement is approved in substantially the form submitted to the Board and is made a part of this Resolution as if fully set forth herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized and directed to make such changes in form or substance as are necessary or appropriate, to authorize the distribution of the Preliminary Official Statement, to deem the Preliminary Official Statement to be nearly final for purposes of applicable Securities and Exchange Commission rules, to place the Preliminary Official Statement into final form (the “Final Official Statement”) and to execute and deliver the Final Official Statement with such changes in form or substance as the officers executing such documents shall approve, and to cause printed copies of the Preliminary Official Statement and Final Official Statement to be provided to such prospective purchasers, investors and other persons as he or she may deem advisable in order to market the Series 2015A Bonds.

Section 5. The Bond Purchase Agreement is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them individually is, hereby authorized to execute and deliver the Bond Purchase Agreement in substantially the form submitted to the Board, with such changes in form or
substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Underwriters identified in Exhibit B hereto are hereby appointed in the respective capacities set forth in Exhibit B.

Section 6. The Rebate Agreement is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Board is hereby authorized to attest the signature thereof and to imprint the corporate seal of the Corporation on, the Rebate Agreement in substantially the form submitted to the Board, with such changes in form or substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. The Escrow Agreement for use in connection with the Refundings is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair or the Treasurer of the Corporation are, and each of them is, hereby authorized to execute and deliver the Escrow Agreement in substantially the form submitted to the Board, with such changes in form or substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 8. The Undertaking is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized to execute and deliver the Undertaking in substantially the form submitted to the Board, with such changes in form or substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 9. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized to prepare the bond forms, as approved by the Board in accordance with this Resolution, and to cause the same to be executed manually or by facsimile by the proper officers of the Board as provided in the Sixth Supplemental Indenture and the Indenture. Upon the execution of the Series 2015A Bonds, the Treasurer or Assistant Treasurer shall deliver the Series 2015A Bonds to the Trustee for authentication, and upon such authentication, the Treasurer is authorized and directed to deliver the Series 2015A Bonds to the purchasers thereof on payment of the purchase price.

Section 10. The Chair, Vice Chair and the Secretary, or Assistant Secretary and the Treasurer or Assistant Treasurer of the Corporation, or any of them acting singly or jointly, are hereby authorized and directed to do any and all further acts and things necessary, including acceptance of a bond insurance commitment, if appropriate, in order to complete the transaction contemplated by the Bond Purchase Agreement, the Indenture, the Sixth Supplemental Indenture, the Undertaking, the Rebate Agreement and the Final Official Statement (collectively, the “Documents”) hereby authorized.

Section 11. The Board hereby approves the deletion from the Series 2015A Bonds for financing of any component element of the New Projects or the Refundings if, in the best judgment of those persons authorized to execute and deliver the Documents, the inclusion of such component in the financing through the Series 2015A Bonds is no longer sufficiently beneficial to the Corporation. The Board also hereby approves the bifurcation of the financings authorized hereby into two or more series using substantially similar Documents
if, in the best judgment of those persons authorized to execute and deliver the Documents, it is in the best interests of the Corporation to do so.

Section 12. The Board hereby makes preliminary findings that a net savings will be achieved and therefore approves inclusion of the Refundings in the Bonds in anticipation of net savings as described below and delegates the authority to the Treasurer, and authorizes and directs the Treasurer, to find and certify on behalf of this Board that (i) the Refundings will benefit the Corporation because a net savings to the Corporation will be effected as prescribed in IC 21-35-2-21(b) and 21-35-3-22(b) and (ii) the final maturity of the Bonds allocable to the Refundings will not exceed the final maturity of the Refunded Bonds.

Section 13. The Corporation declares its official intent to acquire, construct, equip, renovate and/or rehabilitate the New Project described as “Read Hall Renovation - Phase II - Bloomington Campus” in Exhibit A attached hereto (the “Read Hall Project”); to reimburse certain costs of acquiring, constructing, equipping, renovating and/or rehabilitating the Read Hall Project with proceeds of debt to be incurred by the Corporation; and to incur debt not exceeding $20,000,000 in aggregate principal amount with respect to the Read Hall Project, plus premium or discount, credit insurance and any other ordinary and necessary costs of issuing such debt, which costs may include capitalized interest and other capitalized costs, for purposes of financing, refinancing or reimbursing costs of the Read Hall Project.

Section 14. References to the “Chair” and “Vice Chair” as identified in the Bylaws of the Board of the Corporation herein shall be interpreted to mean the officers holding the positions so identified as “President” and “Vice President” in Indiana Code 21-20-4-1.

EXHIBIT A

NEW PROJECTS AND REFUNDINGS

I. New Projects

Campus Housing Expansion - Indianapolis Campus. The Campus Housing Expansion project is for the new construction of an approximately 175,000 gross square feet residence hall complex located east of the intersection of West North Street and Blake Street on the IUPUI campus. This facility will provide 700 beds comprised of a mix of residential unit types as well as classroom, support and common auxiliary spaces. The project is estimated to cost $45,200,000 with $41,700,000 coming from the CRB 2015A financing and $3,500,000 from campus funds.

Read Hall Renovation - Phase II - Bloomington Campus. The Read Hall Renovation second phase project focuses on improving student safety and living conditions within the facility. New central air conditioning will be installed for all student rooms in this 1,059-bed facility and fire protection systems will be updated. New accessible student rooms will be added, and new closet/storage layouts will be provided for all rooms. Shared restrooms may receive updates, all exterior windows will be upgraded, and new elevators and roofs will be installed. This project is estimated to cost $20,000,000 with funding coming from the CRB 2015A financing.
EXHIBIT B

UNDERWRITERS

Senior Manager: • Wells Fargo Securities

Co-Managers: • J.P. Morgan
• Morgan Stanley
• Loop Capital Markets
• Other firms to be designated at the discretion of the Treasurer

II. Refunded Bonds

(a) Series 2008A Bonds maturing on or after June 1, 2019.
(b) Series 2009A Bonds maturing on or after June 1, 2020.
AGENDA

UNIVERSITY RELATIONS COMMITTEE –
EXTERNAL, STUDENT AND HUMAN RESOURCES

February 20, 2015
10:00 a.m. – 11:30 a.m.
Room 450A
Campus Center
IUPUI

COMMITTEE: Chair James T. Morris, Vice Chair Janice L. Farlow, MaryEllen K. Bishop, Philip N. Eskew Jr., Michael J. Mirro, Andrew F. Mohr, Derica W. Rice, Patrick A. Shoulders, Randall L. Tobias, ex-officio

I. Welcome
   Ch. James T. Morris

II. Student Welfare Initiative Update
    Emily A. Springston

III. Athletics Update
     G. Frederick Glass

IV. Student Report: Reports from President of IUPUI Undergraduate Student Government Association and President of IUPUI Graduate and Professional Student Organization
    Niki DaSilva
    Anthony Greco

V. IUPUI Campus Update
   Charles R. Bantz

VI. Old Business

VII. New Business

VIII. Adjournment
     Ch. Morris
# REVISED AGENDA

INDIANA UNIVERSITY BOARD OF TRUSTEES
BUSINESS MEETING

ROOM 450A
CAMPUS CENTER
INDIANA UNIVERSITY-PURDUE UNIVERSITY INDIANAPOLIS

FRIDAY, FEBRUARY 20, 2015
11:45 a.m. – 1:00 p.m.

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I. GENERAL BUSINESS

Approval of Minutes

1. Action Item: Approval is requested for the minutes of the meeting of December 5, 2014.

II. CHAIR’S REPORT

1. Remarks from Chairman Tobias

III. PRESIDENT’S REPORT

1. Remarks from Michael A. McRobbie

IV. FACULTY REPORT

1. Remarks from S. James Sherman, Marianne Wokeck and James Barry Jr., University Faculty Council Co-Chairs.

V. STUDENT REPORT

1. Remarks from Andrew Braden, Chair of the All University Student Association.

VI. REPORTS AND PRESENTATIONS

VII. COMMITTEE ACTION ITEMS

1. Action Item: Approval is requested for all action items recommended by the standing committees per the appendix to the agenda.

VIII. APPROVAL OF CONFLICT-OF-INTEREST STATEMENTS

1. Action Item: Approval is requested for conflict-of-interest statements.

IX. AWARD OF DEGREES

1. Action Item: Approval is requested for the awarding of degrees as of December 31, 2014 and January 31, 2015.

2. Action Item: Approval is requested for the awarding of an Honorary Doctorate for presentation at a later date.

X. OLD BUSINESS

1. Action Item: Approval is requested for the naming of the IU South Bend College of Health Sciences to be named the Vera Z. Dwyer College of Health Sciences as anonymously approved on December 5, 2014.
XI. **NEW BUSINESS**

1. *Action Item:* Approval of the board is requested for appointment of Distinguished Professors to be announced in the spring of 2015.

2. *Action Item:* Approval is requested for anonymous naming matters that will be announced at a later date.

XII. **NEXT MEETING**

April 17, 2015
Indiana University Bloomington
Bloomington, Indiana

XIII. **ADJOURNMENT**
I. ACADEMIC AFFAIRS AND UNIVERSITY POLICIES COMMITTEE

1. Action Item: Approval is requested for the following new degrees:

A. **IUB** – Bachelor of Arts in Media
B. **IUB** – Bachelor of Science in Game Design
C. **IUPUI** – Bachelor of Arts in Law in Liberal Arts
D. **IUPUI** – Master of Science in Informatics
E. **IUSB** – Bachelor of Science in Health Sciences

2. Action Item: Approval is requested for the following personnel items:

**IUB-Provost and Executive Vice President Lauren Robel**

**Initial Appointments**

For Dan Tracey, Associate Professor of Biology, with tenure, and Gill Chair, College of Arts and Sciences, beginning January 1, 2015.

**Reappointments and Changes in Status**

For Carolyn Walters, Associate Librarian, and Executive Director of Scholarly Publishing, Library Administration, a change in title from Executive Associate Dean, Library Administration to Ruth Lilly Dean, University Libraries, beginning January 1, 2015.

**IUK-Chancellor Susan Sciame-Giesecke**

**Initial Appointment**

For Mark Canada, Vice Chancellor for Academic Affairs, and Professor of English with tenure, School of Humanities and Social Sciences, Department of Humanities, effective April 1, 2015.

**IUN-CHANCELLOR WILLIAM LOWE**

**Reappointments and Changes in Status**

For Margaret Skurka, Professor, Department of Health Information Management, College of Health and Human Services, the additional title of Chancellor’s Professor, effective January 1, 2015.
II. FACILITIES AND AUXILIARIES COMMITTEE

1. Project and Design Approvals

IUB – Golf Teaching Facility (Design Only)

Action Item: Approval of the board is requested to proceed with the design of a new training facility for the IU men’s and women’s golf team. The building is to be located at the IU Practice Course adjacent to the Cecil W. Weathers Golf Team Center. The 1,450-square foot facility will exactly match the materials and prairie architecture of the existing Team Center and be comprised of a covered outdoor hitting area, one women’s indoor teaching bay, one men’s indoor teaching bay, a mechanical room, restroom and multi-purpose room. Both teaching bays will have large bi-folding doors that can be opened for hitting golf balls onto the practice course from an indoor, climate-controlled environment. When the outer doors are closed there will be netting to allow players to hit balls indoors during the off-season and inclement weather.

IUB – Rowing Team Storage (Design Only)

Action Item: Approval of the board is requested to proceed with the design of a new rowing team storage facility. The existing rowing team boathouse is to be demolished and new will be constructed in approximately the same location on the shore of Lake Lemon. The new 9,945-square foot boathouse will be comprised of three varsity bays, one repair bay, storage for race course equipment and fuel, an office, and one club sport bay. The structure will be pre-engineered metal building over a concrete slab. The materials are standing seam metal roof panels and combination of 12-inch wide and corrugated vertical metal panel siding with windows for natural light. Each bay will have large overhead doors for bringing rowing shells in and out easily and a system of racks for efficiently storing shells and oars. The repair bay will be the only portion of the building that will be heated so work can comfortably take place in the off-season months.

III. FINANCE, AUDIT AND STRATEGIC PLANNING COMMITTEE

1. Action Item: Approval is requested for the 2015-2016 residence hall rates.

2. Action Item: Approval is requested of a resolution for the issuance of tax exempt debt for the following new projects, campus housing at IUPUI and Read Hall Renovation at IUB, and refunding prior debt per the resolution.

RESOLUTION OF
THE BOARD OF TRUSTEES OF INDIANA UNIVERSITY
APPROVING AND AUTHORIZING THE SALE OF ITS INDIANA UNIVERSITY CONSOLIDATED REVENUE BONDS, SERIES 2015A

WHEREAS, The Trustees of Indiana University (the “Corporation”) has full power and authority under and by virtue of the laws of the State of Indiana to operate the institution of higher education known as Indiana University (the “University”) including, more particularly, under the provisions of Indiana Code 21-35-2 and 21-35-3, as supplemented by 21-35-5, the power and authority to issue revenue bonds to finance and refinance facilities located at various campuses of the University; and
WHEREAS, the Corporation has executed and delivered an Indenture of Trust dated as of January 15, 2008, as supplemented and amended from time to time (as supplemented, the “Indenture”) with The Bank of New York Trust Company, N.A. (now The Bank of New York Mellon Trust Company, N.A.) as Trustee (the “Trustee”) pursuant to which the Corporation issues various such series of Consolidated Revenue Bonds (the “Bonds”) from time to time; and

WHEREAS, the Corporation intends to issue a new series of Bonds to be known as the Series 2015A Bonds (as defined below) to (i) provide the funds required to finance or reimburse itself for previously incurred costs for the acquisition, construction, renovation and equipping of the projects listed in Exhibit A hereto (collectively, the “New Projects”) and (ii) refund all or a portion of the Bonds listed as “Refunded Bonds” in Exhibit A hereto (the “Refundings”); and

WHEREAS, the Board of Trustees of the Corporation (the “Board”) has authorized the Treasurer or Assistant Treasurer of the Corporation (the “Treasurer”) to investigate, develop and evaluate a Plan of Financing for the New Projects and the Refundings and to present that Plan of Financing for consideration by the Board in order for the Board to authorize the execution and delivery of the Indiana University Consolidated Revenue Bonds, Series 2015A (the “Series 2015A Bonds”) and of the Indenture, the Sixth Supplemental Indenture, Preliminary Official Statement, Final Official Statement, Bond Purchase Agreement, Escrow Deposit Agreement, Construction and Rebate Agreement, Supplement to Amended and Restated Continuing Disclosure Undertaking Agreement (all as hereinafter described), forms of the Series 2015A Bonds and any further documents required to complete the execution and delivery of the Series 2015A Bonds, pursuant to this Resolution; and

WHEREAS, the Treasurer has investigated, developed, evaluated and presented a Plan of Financing for the Series 2015A Bonds to the Board; and

WHEREAS, the Board desires to approve the Plan of Financing presented by the Treasurer; and

WHEREAS, there has now been submitted to the Board a form of Sixth Supplemental Indenture (the “Sixth Supplemental Indenture”), a form of Preliminary Official Statement (the “Preliminary Official Statement”), a form of Construction and Rebate Agreement (the “Rebate Agreement”), a form of Supplement to Amended and Restated Continuing Disclosure Undertaking Agreement (the “Undertaking”), a form of Escrow Deposit Agreement (the “Escrow Agreement”) and a form of Bond Purchase Agreement (the “Bond Purchase Agreement”) in connection with the issuance of the Series 2015A Bonds in the aggregate principal amount not to exceed $222,000,000, plus additional amounts necessary to provide for credit enhancement, capitalized interest, a debt service reserve, if any, or other costs incidental to the issuance of the Series 2015A Bonds, which financing has been or will be duly approved, to the extent necessary, by the State Budget Agency and Governor of the State of Indiana;

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

Section 1. The Board hereby finds and declares that a necessity exists for the acquisition, construction, renovation, and equipping of the New Projects, the financing of the Refundings and the issuance of the Series 2015A Bonds therefor.
Section 2. The issuance of the Series 2015A Bonds by the Corporation on the terms and conditions set forth in the Sixth Supplemental Indenture is hereby authorized in the total principal amount not to exceed $222,000,000, plus additional amounts necessary to provide money for costs incidental to the issuance of the Series 2015A Bonds, all as permitted by law. The Series 2015A Bonds shall be designated “Indiana University Consolidated Revenue Bonds, Series 2015A”, and may be issued as current interest bonds and/or capital appreciation bonds. The true interest cost of the Series 2015A Bonds shall not exceed 6.0%, with a maximum underwriter’s discount of 0.70% (70 basis points), net of underwriting expenses, and with such serial or term maturities and redemption features as the executing officers shall approve. The final maturity of the Series 2015A Bonds shall be no later than June 1, 2042. The Series 2015A Bonds shall be sold pursuant to the Bond Purchase Agreement at negotiated sale to Wells Fargo Securities, as representative of the underwriters identified in Exhibit B hereto and in the Bond Purchase Agreement.

Section 3. The Sixth Supplemental Indenture is approved in substantially the form submitted to the Board and is made a part of this Resolution as if fully set forth herein. The Chair or Vice Chair of the Corporation is hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Board is hereby authorized to attest, the signature thereof and to imprint the corporate seal of the Corporation on the Sixth Supplemental Indenture in substantially the form presented to this meeting, with such changes in form or substance as the officers executing such documents shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Preliminary Official Statement is approved in substantially the form submitted to the Board and is made a part of this Resolution as if fully set forth herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized and directed to make such changes in form or substance as are necessary or appropriate, to authorize the distribution of the Preliminary Official Statement, to deem the Preliminary Official Statement to be nearly final for purposes of applicable Securities and Exchange Commission rules, to place the Preliminary Official Statement into final form (the “Final Official Statement”) and to execute and deliver the Final Official Statement with such changes in form or substance as the officers executing such documents shall approve, and to cause printed copies of the Preliminary Official Statement and Final Official Statement to be provided to such prospective purchasers, investors and other persons as he or she may deem advisable in order to market the Series 2015A Bonds.

Section 5. The Bond Purchase Agreement is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them individually is, hereby authorized to execute and deliver the Bond Purchase Agreement in substantially the form submitted to the Board, with such changes in form or substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Underwriters identified in Exhibit B hereto are hereby appointed in the respective capacities set forth in Exhibit B.

Section 6. The Rebate Agreement is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Board is hereby authorized to attest the signature thereof and to imprint the corporate seal of the Corporation on, the Rebate Agreement in substantially the form submitted to the Board, with such changes in form or substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.
**Section 7.** The Escrow Agreement for use in connection with the Refundings is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair or the Treasurer of the Corporation are, and each of them is, hereby authorized to execute and deliver the Escrow Agreement in substantially the form submitted to the Board, with such changes in form or substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 8.** The Undertaking is hereby approved in substantially the form submitted to the Board and is made a part of this Resolution as if set forth fully herein. The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized to execute and deliver the Undertaking in substantially the form submitted to the Board, with such changes in form or substance as the officer executing such document shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 9.** The Chair, Vice Chair, Treasurer or Assistant Treasurer of the Corporation are, or any of them is, hereby authorized to prepare the bond forms, as approved by the Board in accordance with this Resolution, and to cause the same to be executed manually or by facsimile by the proper officers of the Board as provided in the Sixth Supplemental Indenture and the Indenture. Upon the execution of the Series 2015A Bonds, the Treasurer or Assistant Treasurer shall deliver the Series 2015A Bonds to the Trustee for authentication, and upon such authentication, the Treasurer is authorized and directed to deliver the Series 2015A Bonds to the purchasers thereof on payment of the purchase price.

**Section 10.** The Chair, Vice Chair and the Secretary, or Assistant Secretary and the Treasurer or Assistant Treasurer of the Corporation, or any of them acting singly or jointly, are hereby authorized and directed to do any and all further acts and things necessary, including acceptance of a bond insurance commitment, if appropriate, in order to complete the transaction contemplated by the Bond Purchase Agreement, the Indenture, the Sixth Supplemental Indenture, the Undertaking, the Rebate Agreement and the Final Official Statement (collectively, the “Documents”) hereby authorized.

**Section 11.** The Board hereby approves the deletion from the Series 2015A Bonds for financing of any component element of the New Projects or the Refundings if, in the best judgment of those persons authorized to execute and deliver the Documents, the inclusion of such component in the financing through the Series 2015A Bonds is no longer sufficiently beneficial to the Corporation. The Board also hereby approves the bifurcation of the financings authorized hereby into two or more series using substantially similar Documents if, in the best judgment of those persons authorized to execute and deliver the Documents, it is in the best interests of the Corporation to do so.

**Section 12.** The Board hereby makes preliminary findings that a net savings will be achieved and therefore approves inclusion of the Refundings in the Bonds in anticipation of net savings as described below and delegates the authority to the Treasurer, and authorizes and directs the Treasurer, to find and certify on behalf of this Board that (i) the Refundings will benefit the Corporation because a net savings to the Corporation will be effected as prescribed in IC 21-35-2-21(b) and 21-35-3-22(b) and (ii) the final maturity of the Bonds allocable to the Refundings will not exceed the final maturity of the Refunded Bonds.

**Section 13.** The Corporation declares its official intent to acquire, construct, equip, renovate and/or rehabilitate the New Project described as "Read Hall Renovation - Phase II"
- Bloomington Campus” in Exhibit A attached hereto (the “Read Hall Project”); to reimburse certain costs of acquiring, constructing, equipping, renovating and/or rehabilitating the Read Hall Project with proceeds of debt to be incurred by the Corporation; and to incur debt not exceeding $20,000,000 in aggregate principal amount with respect to the Read Hall Project, plus premium or discount, credit insurance and any other ordinary and necessary costs of issuing such debt, which costs may include capitalized interest and other capitalized costs, for purposes of financing, refinancing or reimbursing costs of the Read Hall Project.

Section 14. References to the “Chair” and “Vice Chair” as identified in the Bylaws of the Board of the Corporation herein shall be interpreted to mean the officers holding the positions so identified as “President” and “Vice President” in Indiana Code 21-20-4-1.

EXHIBIT A

NEW PROJECTS AND REFUNDINGS

I. New Projects

Campus Housing Expansion - Indianapolis Campus. The Campus Housing Expansion project is for the new construction of an approximately 175,000 gross square feet residence hall complex located east of the intersection of West North Street and Blake Street on the IUPUI campus. This facility will provide 700 beds comprised of a mix of residential unit types as well as classroom, support and common auxiliary spaces. The project is estimated to cost $45,200,000 with $41,700,000 coming from the CRB 2015A financing and $3,500,000 from campus funds.

Read Hall Renovation - Phase II – Bloomington Campus. The Read Hall Renovation second phase project focuses on improving student safety and living conditions within the facility. New central air conditioning will be installed for all student rooms in this 1,059-bed facility and fire protection systems will be updated. New accessible student rooms will be added, and new closet/storage layouts will be provided for all rooms. Shared restrooms may receive updates, all exterior windows will be upgraded, and new elevators and roofs will be installed. This project is estimated to cost $20,000,000 with funding coming from the CRB 2015A financing.
EXHIBIT B

UNDERWRITERS

Senior Manager:  •  Wells Fargo Securities

Co-Managers:  •  J.P. Morgan
  •  Morgan Stanley
  •  Loop Capital Markets
  •  Other firms to be designated at the discretion of the Treasurer

II.  Refunded Bonds

  (a)  Series 2008A Bonds maturing on or after June 1, 2019.

  (b)  Series 2009A Bonds maturing on or after June 1, 2020.