EXECUTIVE COMMITTEE  
BOARD OF TRUSTEES  
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

The Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College held a meeting on Monday, June 19, 2017, at 1:00 p.m., in 427A Waterman Building.

MEMBERS PRESENT: Chair David Daigle*, Vice Chair Ron Lumbra*, Secretary Donna Sweaney*, President Thomas Sullivan*, Frank Cioffi**, Bernard Juskiewicz*, and Don McCree*

MEMBERS ABSENT: None

REPRESENTATIVES PRESENT: Faculty Representative Cathy Paris, Graduate Student Senate Representative Michelle DiPinto, Staff Council Representative Karmen Swim*, and Student Government Association Representative Christopher Petrillo

REPRESENTATIVES ABSENT: Foundation Representative President and CEO Shane Jacobson

PERSONS ALSO PARTICIPATING: Provost & Senior Vice President David Rosowsky, Vice President for Finance and Treasurer Richard Cate, Executive Director for Benefit and Employee Operations Harold Pierce, Vice President for University Relations & Administration Thomas Gustafson, Vice President for Executive Operations Gary Derr, Deputy General Counsel Lucy Singer, Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen*, Labor and Employee Relations Manager Mary Brodsky, and Executive Director of Human Resource Services & Affirmative Action Jes Kraus

*via conference call.
**Participated via conference call and departed meeting at 1:33 p.m.

Chair David Daigle called the meeting to order at 1:02 p.m.

Approval of Minutes

Chair Daigle entertained a motion to approve the minutes from the June 6, 2017 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Opening Remarks

Chair Daigle welcomed Student Government Association Representative Christopher Petrillo and Graduate Student Senate Representative Michelle DiPinto to their first meeting.
Action Items

Vice President for Finance & Treasurer Richard Cate introduced a resolution approving a contract with Hickok and Boardman. He explained that the three-year agreement is for medical, dental, and other health and welfare benefit consulting services. Hickok and Boardman is a local Burlington company and was the previous incumbent with their annual pricing remaining the same at $103,500. This three-year contract would begin July 1, 2017 and extend through June 30, 2020, in an amount not to exceed $315,000 in aggregate.

Chair Daigle asked if the request for proposals (RFP) for the contract received reasonably competitive bids. Executive Director for Benefit and Employee Operations Harold Pierce stated that three bids were received, one local, one regional, and one national. He noted that the national bid came in at $300,000 per year. Vice President Cate summarized that the decision to select Hickok & Boardman was due to their close proximity, excellent service, and competitive pricing.

The following resolution was presented for approval:

Resolution Approving Contract with Hickok and Boardman

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with Hickok and Boardman for health benefit consulting services beginning July 1, 2017 through June 30, 2020, in an amount not to exceed $315,000 in aggregate.

Vice President Cate next introduced a resolution approving a contract extension with Dark Star Lighting. He explained that in 2012, UVM released RFPs for audio and video production services for the December and May Commencement events. Dark Star Lighting, out of Hinesburg, Vermont, was the selected vendor for both services and a five-year contract was executed. In 2014, UVM made the decision to discontinue the December Commencement. As a good faith gesture to Dark Star’s partnership, UVM would like to extend the contract two years and Dark Star agreed to hold its prices at $44,100 per year. The two-year contract renewal will expire May 31, 2019, with a not-to-exceed amount of $310,000 in aggregate over the seven-year term.

Trustee Don McCree asked what the University had paid for December Commencements. Vice President Cate replied that the University paid $20,000 for December and $44,100 for May events. He added that the early extension is the goodwill gesture and that the University is not offering a concession in terms of price.

The following resolution was presented for approval:

Resolution Approving Contract Extension for Dark Star Lighting

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract renewal with Dark Star Lighting
for audio and video production services for the 2018 and 2019 Commencement events, such renewal to begin May 31, 2017 and continue through May 30, 2019, in an amount not exceed $310,000 in aggregate over the seven-year term.

Vice President Gustafson introduced a resolution authorizing a lease agreement with Bell Atlantic Mobile Systems of Allentown, Inc., d/b/a Verizon Wireless. He explained that Verizon Wireless approached the University with a proposal to enter into a Building and Rooftop Lease Agreement for the right of Verizon Wireless to install and maintain communications equipment on the facades of the Roy L. Patrick Memorial Gymnasium and Gutterson Fieldhouse, as well as outdoor ground space for equipment platform. The lease will include a relocation provision at Verizon Wireless’s expense should redevelopment of UVM’s athletic facility interfere with the equipment or transmission. The lease will begin with a five-year term, with four five-year renewal options, bringing the total aggregate to 25 years. Rental payments paid to UVM will be $24,960 in year one, with a consumer price index inflator each year thereafter, including during any renewal terms.

Vice President Gustafson added that General Counsel reviewed the lease liability terms.

President Sullivan asked if the lease ensures that the University is not locked into a specific site for the equipment location should the athletic facility be redeveloped. Vice President Gustafson replied that should the scenario occur, the equipment would be relocated to an area that is mutually acceptable.

Chair Daigle asked if the University has the right to terminate the agreement if a location is not agreed upon should the equipment need to be relocated. Vice President Gustafson believes that such language is in the agreement, but will consult with General Counsel.

Chair Daigle recalled that the University has a similar agreement with Verizon Wireless and inquired if it would make sense to have a single master lease. Vice President Gustafson acknowledged that the University has a similar agreement, and added that he believed the equipment may be located on a water tower owned by the City of Burlington. Vice President Gustafson indicated that he would consult with General Counsel regarding the other agreement and the feasibility of a master lease with Verizon Wireless.

The following resolution was presented for approval:

Resolution Authorizing Lease Agreement with Bell Atlantic Mobile Systems of Allentown, Inc. d/b/a Verizon Wireless

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor, is hereby authorized to negotiate and execute a Lease Agreement with Bell Atlantic Mobile Systems of Allentown, Inc. d/b/a Verizon Wireless to allow installation of communications equipment on and near Roy L. Patrick Memorial Gymnasium and Gutterson Fieldhouse, subject to material terms and conditions reported on this date;
BE IT ALSO RESOLVED, that this initial Lease Agreement will be for five years and will include four (4) five-year (5) options for renewal by Verizon for a total aggregate term of 25 years and a total aggregate income of $624,000 (not including consumer price index increases), if all options are exercised; and

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

Chair Daigle offered an opportunity for final comments before seeking a motion to approve the resolutions as a consent agenda. There being none, a motion was made, seconded and the consent agenda was unanimously approved as presented.

**Report on Minor Capital Projects**

Vice President Richard Cate explained that the *Resolution Regarding Delegation and Retention of Board Authority* authorizes the administration to undertake capital projects that have “an aggregate cost of greater than $1,000,000 and less than or equal to $2,000,000” as long as a report is made to the Board describing said projects. He stated that two such projects are scheduled for construction this summer. The first is the Billings Building envelope restoration, at a cost of $1.9 million. He added that the project is not related to the $8.5 million interior Billings Building renovation previously approved by the Board. The second is the Torrey Building envelope restoration project, at a cost of $1.2 million.

Referencing the Torrey Building project, President Sullivan asked if there is any intention to install a fire sprinkler system. He noted that valuable research specimens are located in the building. Vice President Cate replied that the install of a fire sprinkler system is not part of the envelope restoration project, but acknowledges the importance of installing the system and will look into it in the future. Vice President Gustafson added that the envelope restoration project will fix the current roof leaking issues, which is one step to protect the research specimens. However, a detailed discussion should take place regarding the possible relocation of the specimens.

Chair Daigle asked if the Torrey Building is a designated historical building. Vice President Cate affirmed that it is and the historical designation does present constraints with options of what can be done with the building. President Sullivan added that the building is a spectacular representation of federal style architecture and does not see demolition as an option.

Referencing both the interior and exterior Billings projects, Chair Daigle asked if the building’s deferred maintenance will become nonexistent. Vice President Cate replied that some level of deferred maintenance will exist, but he doubts there will be any issues that need to be addressed in the near term.
Executive Session

At 1:21 p.m., Chair Daigle entertained a motion to enter into executive session to discuss contracts, premature general public knowledge of which would clearly place the University at a substantial disadvantage, collective bargaining, and the evaluation of a public officer. The motion was made, seconded and approved. He noted that no action is anticipated following and that the session would take approximately forty (40) minutes. Everyone was excused from the meeting with the exception of Trustees; Provost Rosowsky; Vice Presidents Richard Cate, Tom Gustafson, and Gary Derr; Deputy General Counsel Lucy Singer; Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen; Labor and Employee Relations Manager Mary Brodsky; and Executive Director of Human Resource Services & Affirmative Action Jes Kraus.

At 1:55 p.m., all non-Trustees were excused from the meeting, as well as President Sullivan.

At 2:03 p.m., the meeting was re-opened to the public.

Adjournment

There being no further business, the meeting was adjourned.

Respectfully submitted,

David Daigle,
Chair