

**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, December 17, 2018, 2018, at 1:00 p.m., in 427A Waterman Building.

**MEMBERS PRESENT:** Chair David Daigle, Vice Chair Ron Lumbra<sup>1</sup>, Secretary Donna Sweaney<sup>1</sup>, President Thomas Sullivan, Frank Cioffi<sup>1</sup> Bernard Juskiewicz<sup>1</sup>, and Don McCree<sup>1</sup>

**MEMBERS ABSENT:** None

**OTHER TRUSTEES PRESENT:** David Aronoff<sup>2</sup>, Cynthia Barnhart<sup>2</sup>, Robert Brennan<sup>1</sup>, Carolyn Dwyer<sup>1</sup>, Sidney Hilker, and Anne O'Brien<sup>3</sup>

**REPRESENTATIVES PRESENT:** Faculty Representative Cathy Paris, Foundation Representative President and CEO Shane Jacobson, Staff Council Representative Stephen Lunna, and Student Government Association Representative Ethan Foley<sup>1</sup>

**REPRESENTATIVES ABSENT:** Graduate Student Senate Representative Joseph Campbell

**PERSONS ALSO PARTICIPATING:** Provost & Senior Vice President David Rosowsky<sup>4</sup>, Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen<sup>1</sup>, Vice President for Finance and Treasurer Richard Cate, Vice President for University Relations and Administration Thomas Gustafson, Vice President for Executive Operations Gary Derr<sup>1</sup>, UVM Foundation President and CEO Shane Jacobson and Director of Athletics Jeff Schulman

<sup>1</sup>Joined by phone.

<sup>2</sup>Joined by phone and departed at 2:30 p.m.

<sup>3</sup>Participated in person. Arrived at 1:38 p.m.

<sup>4</sup>Participated in person. Departed at 1:30 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 September 17, 2018 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

### **Opening Remarks**

Chair Daigle thanked everyone for their contributions to UVM's success and extended his best wishes for a happy holiday.

## **President's Report**

President Sullivan reported that Alumni Association holiday parties, held in various cities across the country, were well attended and enjoyed. He noted that last Friday was the end of finals and commended all for a successful semester. He also wished all a happy holiday season.

## **Action Items**

Vice President for Finance and Treasurer Richard Cate introduced a resolution amending a contract with the Remi Group, LLC. He explained that at the October 18, 2014 meeting, the Board of Trustees approved a three-year contract with two optional one-year renewals for an amount not to exceed \$3,200,000 with the Remi Group, LLC to provide preventative maintenance and repairs for sophisticated and expensive medical equipment to health care organizations across the region.

Since 2014, Technical Services Partnership (TSP) has acquired an additional six hospitals as clients that were not included in the original estimated total spend for the contract term. These maintenance costs are passed on to the health care organizations through the contractual agreements with TSP. Costs are determined by the list of equipment each hospital includes in their Capital Asset Protection Partnership program.

The University of Vermont administration therefore requests that the Committee authorize amending the original October 2014 contract by increasing the amount of that contract by \$1,000,000, for a total amended spending amount not to exceed \$4,200,000. The original three-year term beginning November 1, 2014, with two optional one-year renewals will not change and will continue through October 31, 2019.

The following resolution was presented for approval:

### **Resolution Amending Contract with the Remi Group, LLC**

BE IT RESOLVED, that the Executive Committee authorizes the Vice President for Finance and Treasurer, or his successor or designee, to amend the contract with the Remi Group, LLC which the Board of Trustees approved at the October 2014 Board meeting, by increasing the amount of the contract by \$1,000,000 for a total not-to-exceed amount of \$4,200,000, leaving the three-year term of November 1, 2014, through October 31, 2017, with two optional one-year renewals unchanged.

This resolution replaces and supersedes the resolution approved by the Board on October 18, 2014.

Vice President Cate next introduced a resolution approving job order contracts for hazardous materials. He stated that Physical Plant requested bid responses for Hazardous Materials Job Order Contracts to award to two suppliers to perform an ongoing series of small to medium sized, routine hazardous material projects across campus.

Environmental Hazards Management, Incorporated (EHM) and EnviroVantage, Incorporated proposed the lowest pricing (adjustment factor rate) compared to other bidders. EHM is the

incumbent with a local office in Chittenden County and EnviroVantage is new to UVM and is a New England based company with offices in New Hampshire, Massachusetts, and Maine. The new pricing for both contracts reflects an escalation of 12-13% from the previous contracts in 2015.

Chair Daigle asked for further elaboration on what hazardous materials are involved. Vice President Cate explained that the materials include asbestos abatement and other types of hazardous materials related to structures, construction, etc. He clarified that academic-related hazardous materials are covered by a separate contract.

President Sullivan asked if the companies who were selected are reviewed for competency. Vice President Cate answered that Risk Management conducts thorough reviews of each company's qualifications.

The following resolution was presented for approval:

**Resolution Approving Job Order Contracts for Hazardous Materials**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute job order contracts for hazardous material projects with Environmental Hazards Management, Incorporated and EnviroVantage, Incorporated. Each contract will have a maximum value of \$500,000 annually beginning February 9, 2019, through February 8, 2020, with the option of two additional one-year renewal terms, for an amount not to exceed \$1,500,000 per supplier or \$3,000,000 in aggregate.

Vice President Cate next introduced a resolution approving a contract for custodial inventory supplies. He explained that a request for proposals was released for a contract to provide individual Custodial Services Department (CSD) shops with supplies and equipment for daily custodial operations.

Foley Distributing was selected among four suppliers based on eco-friendly product selections, pricing, training options, innovation opportunities, and customer service. Foley Distributing has been UVM's supplier for the past five years and has a local warehouse in Middlebury, Vermont. The new contract reflects a normal annual 2-3% pricing escalation on products and services.

The following resolution was presented for approval:

**Resolution Approving Contract for Custodial Inventory Supplies**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is authorized to enter into a contract with Foley Distributing for custodial inventory supplies beginning December 17, 2018, for a three-year term with an optional two-year renewal, in an amount not to exceed \$4,300,000.

Referring to the next three resolutions, Chair Daigle asked if there is risk involved in accepting land gifts. Vice President Cate explained that there is no added risk other than the standard risk

involved with buying land. He stated that due diligence is conducted in reviewing land gifts, including environmental testing. He added that the lands involved are conservation lands and do not include structures and no structures can be built in the future.

Vice President Cate went on to introduce a resolution authorizing the negotiations and execution of documents in connection with a gift of approximately 50 acres in Washington, Vermont, from the Vermont Land Trust. He stated that pending Phase I Environmental Site Assessment results, the University wishes to accept a gift of 50 acres of conserved land and improvements located at 378 Roberts Road, Washington, Vermont from the Vermont Land Trust for the benefit of the Rubenstein School of Environment and Natural Resources. When combined with UVM's adjacent existing 56-acre Washington Forest parcel, this location will total 106 acres for UVM research.

The following resolution was presented for approval:

**Resolution Authorizing Negotiations and Execution of Documents in Connection with a Gift of Approximately 50 Acres in Washington, Vermont from the Vermont Land Trust**

BE IT RESOLVED, that the Executive Committee hereby authorizes the Vice President for Finance and Treasurer, or his successor or designee, to negotiate and execute documents in connection with a gift of conserved land and improvements (existing camp) at 378 Roberts Road, Washington, Vermont from the Vermont Land Trust, with total conservation and acquisition costs not to exceed \$34,000, subject to material terms and conditions reported on this date.

Vice President Cate introduced a resolution authorizing the negotiations and execution of documents in connection with a gift of approximately 105.29 acres in Hinesburg, Vermont from Elizabeth Hazen. With the assistance of the Vermont Land Trust, and pending Phase I Environmental Site Assessment results, the University wishes to accept the gift of 105.29 acres of conserved land located at 0 Baldwin Road, Hinesburg, Vermont for the benefit of the Rubenstein School of Environment and Natural Resources. When combined with UVM's adjacent existing 225-acre Carse Wetlands Natural Area, this location would total over 330 acres for UVM research.

The following resolution was presented for approval:

**Resolution Authorizing Negotiations and Execution of Documents in Connection with a Gift of Approximately 105.29 Acres in Hinesburg, Vermont from Elizabeth Hazen**

BE IT RESOLVED, that the Executive Committee hereby authorizes the Vice President for Finance and Treasurer, or his successor or designee, to negotiate and execute documents in connection with a gift of conserved land at 0 Baldwin Road, Hinesburg, Vermont from Elizabeth Hazen, with total conservation and acquisition costs not to exceed \$12,000, subject to material terms and conditions reported on this date.

Vice President Cate presented a final resolution authorizing the negotiations and execution of documents in connection with a gift of approximately 8.2 acres in Colchester, Vermont from Gardner Construction, Inc. He explained that pending Phase I Environmental Site Assessment results, the University wishes to accept a gift of 8.2 acres of land located at 0 Pretty Road, Colchester, Vermont from Gardener Construction, Inc. for the benefit of the Rubenstein School of Environment and Natural Resources. When combined with UVM's adjacent existing 180-acre Colchester Bog Natural Area, this location would total over 188 acres for UVM research.

The following resolution was presented for approval:

**Resolution Authorizing the Negotiations and Execution of Documents in Connection with a Gift of Approximately 8.2 Acres in Colchester, Vermont from Gardener Construction, Inc.**

BE IT RESOLVED, that the Executive Committee hereby authorizes the Vice President for Finance and Treasurer, or his successor or designee, to negotiate and execute documents in connection with a gift of land at 0 Pretty Road, Colchester, Vermont from Gardener Construction, Inc. with total acquisition costs not to exceed \$4,500, subject to material terms and conditions reported on this date.

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

**Executive Session**

At 1:18 p.m., Chair Daigle entertained a motion to enter into executive session to discuss contracts. The motion was made, seconded and approved. Chair Daigle indicated that action is anticipated following and that the session would take approximately fifteen (15) minutes. Everyone was excused from the meeting with the exception of Trustees; Provost Rosowsky, Vice Presidents Richard Cate, Gary Derr, Sharon Reich Paulsen, Tom Gustafson, Foundation CEO/President Shane Jacobson and Director of Athletics Jeff Schulman.

Director of Athletics Schulman was excused from the meeting at 1:38 p.m.

At 1:46 p.m., the meeting was re-opened to the public.

Chair Daigle presented the following resolution for approval:

**Resolution Approving Two Naming Requests<sup>1</sup>**

BE IT RESOLVED, that the Executive Committee hereby authorizes the President to approve the two separate naming requests presented today to the Committee, in

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<sup>1</sup>One of the naming opportunities approved by this resolution, the Tarrant Event Center, was publicly announced on December 18, 2018.

accordance with the terms and conditions described on this date, in recognition of the separate donors' generous gifts to the University of Vermont Foundation, Inc.

An opportunity for discussion was offered. There being none, a motion was made, seconded and the resolution was unanimously approved as presented.

At 1:48 p.m., Chair Daigle entertained a motion to re-enter into executive session to discuss the appointment or evaluation of a public officer. The motion was made, seconded and approved. Chair Daigle indicated that action is anticipated following and that the session would take approximately thirty-five (35) minutes. Everyone was excused from the meeting with the exception of Trustees.

At 2:40 p.m., the meeting was reopened to the public.

Chair Daigle presented the following resolution for approval:

**Resolution Approving Revisions to the President's Employment Agreement**

RESOLVED, that the Executive Committee approves the revisions to the President's Employment Agreement as recommended by the Chair of the Board of Trustees on this date, and directs the Chair to take all steps necessary to implement the revisions.

An opportunity for discussion was offered. There being none, a motion was made, seconded and the resolution was unanimously approved as presented.

**Adjournment**

There being no further business, the meeting was adjourned at 2:42 p.m.

Respectfully submitted,

David Daigle,  
Chair