MINUTES
BOARD OF TRUSTEES' MEETING
May 10, 2019, 2:00 p.m.
Adams Administration Building, Troy University Campus
Troy, Alabama

The Troy University Board of Trustees convened at 2:00 p.m. on May 10, 2019, in the Chancellor's Conference Room, Adams Administration Building, on the Troy University Campus, Troy, Alabama.

I. Call to Order

Board President Pro-tem Gerald Dial called the meeting to order. He welcomed everyone to the meeting, adding that today had been a wonderful day at Troy University with one of the largest graduating classes ever.

II. Roll Call

Upon Senator Dial's request for a roll call, the following members comprising a quorum answered present:

Senator Dial, Mrs. Karen Carter, Mr. Ed Crowell, Dr. Roy Drinkard, Mr. John Harrison, Mr. Lamar P. Higgins (via teleconference), Mr. Forrest Latta, Mr. Gibson Vance, Mr. Charles Nailen, Mr. Allen Owen (via teleconference), and Mr. Morgan Long, SGA President (non-voting member). Absent: Governor Kay Ivey and Dr. Earl Johnson.

Following roll call, Senator Dial adjusted the agenda in order to consider Resolution No. 4 honoring outgoing Student Government Association President Gus McKenzie. Senator Dial called upon Mr. Latta to introduce the resolution on behalf of the Student Affairs Committee Chair Lamar Higgins.

On behalf of the Student Affairs Committee, Mr. Latta presented Resolution No. 4 (see Resolution No. 4 in sequence below in minutes) honoring Gus McKenzie for his service as Student Government Association President.

ACTION: SENATOR DIAL RECOGNIZED THE MOTION MADE BY MR. LATTA TO ADOPT RESOLUTION NO. 4. MRS. CARTER PROVIDED A SECOND AND WITH NO FURTHER DISCUSSION, THE RESOLUTION WAS ADOPTED.

Following adoption, Senator Dial recognized Mr. McKenzie's family. The Board presented Mr. McKenzie with a framed copy of the resolution.

Mr. McKenzie expressed his appreciation to the Board, adding that it had been his privilege to serve on the board during his tenure as SGA President. He stated that he is excited about what the future holds for his alma mater.

III. Approval of Minutes

A draft copy of the minutes of the February 7, 2019, meeting was provided to the Board members prior to the meeting. Senator Dial called for a motion to approve the minutes as presented.

ACTION: MR. CROWELL MADE A MOTION TO ACCEPT THE MINUTES FOR THE MEETING AS PRESENTED. THERE WERE NO CORRECTIONS OR ADDITIONS BROUGHT FORWARD. FOLLOWING A SECOND BY MR. HARRISON, THERE WAS NO FURTHER DISCUSSION AND THE MOTION CARRIED. THE BOARD ADOPTED THE FEBRUARY 7, 2019, MINUTES AS PRESENTED.

IV. Reports

A. Chancellor

The following is a summary of the Chancellor's report to the Board:

Today's Agenda

- Financial Report
  --Tuition Resolution
  --Refunding the Bond Issue Series 2009-2010 Bonds
- Student Affairs Committee
  --Resolution Updating Tobacco Policy
  --Resolution Honoring Gus McKenzie, out-going SGA President
  --Report by Morgan Long, new SGA President
- Executive Committee Report

University Closures Continue

- Chronicle of Higher Education
  - 1200 campus closings last five years
  - 50K students displaced
  - Mostly for-profits affected
- Latest closings:
  - Hiwassee College Tennessee
  - Valparaiso School of Law
  - Southern Vermont College
  - College of St. Joseph, Vermont

Student Debt

-Plagues US Higher Education
-Total debt $1.6 trillion
-Total debt increased $61 billion since December 2017
-Federal: Outstanding balances up 500% since 2003
-Average UG student Loan Debt in Alabama $31,899 (8th in nation)
-TROY average $19,823

FY20 Budget

-FY15 budget represented $45,698,716 total
-FY19 budget $51,547,030 total
-FY20 projected $55,564,462 (Senate version) plus $250K (Coleman Center) and $200K (Interpreter Training Program)
-Noted that the University could possibly receive $1.4M in equity funding

Campus News

- Ph.D. in Global Leadership
  -Proposal on June 7 Alabama Commission on Higher Education agenda
  -Dr. Purcell confident Commission will support it
  -Third doctorate for TROY
  -Appreciation expressed to Dean Dionne Rosser-Mims for leadership
- Theater Update
  -'Mamma Mia!' brought Broadway to TROY
  -Sold out for all three performances
- Dr. Govind Menon testified before Congress
- Rankings Continue to Showcase TROY—
  -MSIR online ranked 3rd nationally
  -Sports Management online 7th nationally
  -MSM online program 20th nationally

-MBA online 24th nationally/6th in Southeast
-Ph.D. in Sports Management—2nd for affordability/value
--Psychology BA online 4th for affordability/value

- 2019 Ingalls Award Winner – Dr. Kelly Suero
- Portrait honoring Rep. Terry Everett unveiled on the Dothan Campus
- Student Fitness Center progress continues
- Coleman Hall progressing
- Athletics Update
  -Dr. Doug Patterson chairing search committee
  -Over 60 resumes received
  -Six finalists to be interviewed in the near future
- Dates to Remember
  -May 19 Dothan Commencement
  -May 20 Montgomery Commencement
  -June 7 Phenix City Commencement
  -July 26 Troy Commencement
  -July 31-August 2 Joint Board Retreat at RSA Marriott in Prattville
  ---Board of Trustees will meet August 1
  ---Trojan Shield Gala August 1
- Congratulations extended to Trustee Dr. Roy Drinkard for being recognized as Distinguished Citizen on the Century in Cullman

B. Board Committee Reports

- **Finance Committee, Honorable John Harrison**
  - **Financial Report—Dr. Jim Bookout**

Dr. Bookout was called upon to present a brief finance report. His report provided a summary of revenue sources, including a history of state appropriation to total revenue budget and tuition and fee revenues.

A comparison of undergraduate and graduate tuition rates for other state universities reflecting the 2019-20 figures was shared by Dr. Bookout.

Mr. Harrison expressed appreciation to the Finance Committee members for their work in reviewing several scenarios concerning tuition. He added that the bottom line is that there will be no tuition increase for any student at Troy University for next year. It was noted that the Governor's budget helped make it possible to avoid a tuition increase. Mr. Harrison briefly mentioned credit hour production (CHP) numbers for the past year and he added that the Finance Committee discussed different ways to address CHP concerns. With that being said, he stated that he had a motion that he needed the Finance Committee to review and approve before submitting a resolution to the full Board. It was noted that a section had been added to the tuition resolution to address tuition for Dual Enrollment Program students.

Following his presentation, Mr. Harrison asked the Finance Committee for consideration to recommend the resolution to the Board with the Dual Enrollment Program section included. **FINANCE COMMITTEE ACTION: MR. HARRISON MADE A MOTION THAT THE FINANCE COMMITTEE APPROVE PRESENTING THE TUITION RESOLULTION TO THE FULL BOARD AS PRESENTED IN THE BOARD AGENDA PACKET. MR. HARRISON CALLED FOR THE VOTE OF THE FINANCE COMMITTEE TO RECOMMEND RESOLUTION NO. 1 TO THE FULL BOARD. FOLLOWING THE FINANCE COMMITTEE VOTE, MR. HARRISON STATED THAT THE FINANCE COMMITTEE UNANIMOUSLY RECOMMENDS RESOLUTION NO. 1 TO THE FULL BOARD FOR CONSIDERATION.**

- **Resolution #1--Changing the Tuition Rates and Fee Structure**

At this time, Mr. Harrison presented Resolution No. 1 to the full Board for approval. He added that Resolution No. 1 proposes no tuition increase in the in-state tuition or fee structure and the resolution also includes a statement delegating the Chancellor to set and approve tuition and fee rates for students in the Dual Enrollment Program.

ACTION: MR. HARRISON MADE A MOTION ON BEHALF OF THE FINANCE COMMITTEE THAT THE BOARD APPROVE RESOLUTION NO. 1. MR. VANCE PROVIDED A SECOND. THERE BEING NO FURTHER DISCUSSION, THE FULL BOARD APPROVED RESOLUTION NO. 1, AS PRESENTED, WITH THE ADDITION THAT IT ALLOWS THE CHANCELLOR TO ADDRESS TUITION FOR DUAL ENROLLMENT WITH THE INDEPENDENT SCHOOL SYSTEM AS WELL AS OTHER SCHOOL SYSTEMS.

Resolution No. 1

Changing the Tuition Rates and Fee Structure

WHEREAS, Troy University received an increase in funding for state appropriations in fiscal year 2019, and is expecting to receive an increase of $4.2 million for the fiscal year 2020; and

WHEREAS, Troy University's appropriation from the State of Alabama totals 24% of its operating budget. For this reason, Troy University has become a self-reliant, self-funded and tuition driven institution. Only through good stewardship of its resources, sound financial management, and its entrepreneurial spirit has it been able to not only sustain itself but advance its mission; and

WHEREAS, Troy University's current in-state tuition structure is as follows; and

1. Undergraduate per credit hour tuition - $325
2. Graduate per credit hour tuition - $425

WHEREAS, Troy University's current in-state fee structure is as follows; and

1. General Fee - $42.00 per credit hour

WHEREAS, for the 2019-2020 academic year, Troy University proposes no change in the in-state tuition or fee structure; and

WHEREAS, there is an occasional need to establish tuition and fee rates to specific populations and/or classification of students for the purpose of recruiting students, such as the Dual Enrollment program. Therefore, the Chancellor is delegated by the Board of Trustees to set and approve tuition and fee rates for such students, on an annual basis.

THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES that Troy University proposes no change in the current, in-state tuition and fee structure based upon passage by the Alabama legislature of the Budget recommended by the Governor and the Alabama Commission on Higher Education.

o **Resolution #2--Refunding of the Series 2009 & Series 2010 Bonds**

Mr. Harrison introduced Resolution No. 2 and recommended on behalf of the Finance Committee adoption of the resolution. The resolution recommends refunding the Series 2009 and Series 2010 Bonds as described in the resolution. It was noted that the refunding of these bonds should save approximately 3.192 million dollars over ten years.

ACTION: WITH A MOTION FROM MR. HARRISON TO THE BOARD TO ADOPT RESOLUTION NO. 2, SENATOR DIAL CALLED FOR A SECOND. A SECOND WAS MADE BY MR. CROWELL. WITH NO QUESTIONS OR FURTHER DISCUSSION, THE MOTION PASSED.

Resolution No. 2

Refunding of the Series 2009 & Series 2010 Bonds

WHEREAS, the University has determined that it is necessary, advisable, in the interest of the University and in the public interest that the University issue its facilities revenue bonds under the General Bond Resolution to refund its Series 2009 Bonds and Series 2010 Bonds as described herein.

WHEREAS, Pursuant to the authorization to do so contained in the General Bond Resolution and in Section 16-3-28, Code of Alabama (1975), as amended, the Series 2019 Bonds are hereby authorized to be issued, as one or more series of Bonds under the General Bond Resolution, in an aggregate principal amount currently estimated at $65,000,000, but not to exceed $70,000,000. The current expectation is that a series of Series 2019 Bonds will be issued to refund the Series 2009 Bonds followed at a later date with another series of Series 2019 Bonds to refund the Series 2010 Bonds. It is expressly authorized that the Series 2019 Bonds may be issued in one or more series or sub-series and on multiple dates at the discretion of the Chancellor and Treasurer.

WHEREAS, The Series 2019 Bonds shall be issued, if at all, subject to the discretion of the Chancellor and Treasurer, in consultation with the University's financial professionals, based on prevailing market conditions at the time or times of the proposed sale thereof. The issuance of any part, series or sub-series of the Series 2019 Bonds shall in itself conclusively evidence the determination by the Chancellor and the Treasurer that market conditions at that time warranted the issuance of that part, series or sub-series of the Series 2019 Bonds. The Series 2019 Bonds may be sold by public or private sale at the discretion of the Chancellor and Treasurer, in consultation with the University's financial professionals, and the Chancellor and Treasurer are authorized to take any actions necessary to conduct a private or public sale of the Series 2019 Bonds as they may deem appropriate.

THEREFORE, BE IT RESOLVED the Board hereby authorizes and entrusts the Chancellor and Treasurer to determine or prescribe, in the Series 2019 Determination Document(s), which shall constitute an integral part of this Series Resolution, such of the other terms, provisions and other matters relative to the Series 2019 Bonds enumerated in Section 2.4(c) of the General Bond Resolution as they deem necessary or desirable. The net interest cost of any Series 2019 Bonds issued as a series of Tax-Exempt Bonds shall not exceed 5.000% and the net interest cost of any Series 2019 Bonds issued as a series of Taxable Bonds shall not exceed 7.000%.

TROY UNIVERSITY

FACILITIES REVENUE BONDS
SERIES 2019 BOND RESOLUTION

Adopted May __, 2019

FACILITIES REVENUE BONDS

SERIES 2019 BOND RESOLUTION

INDEX

Page

ARTICLE I DEFINITIONS.....1
Section 1.1 Definitions.....1
Section 1.2 Interpretation.....6
Section 1.3 Captions and Headings.....6

ARTICLE II FINDINGS, DETERMINATIONS AND REPRESENTATIONS.....7
Section 2.1 Findings.....7

ARTICLE III SERIES 2019 BONDS.....8
Section 3.1 Authorization and Issuance of Series 2019 Bonds.....8
Section 3.2 Certain Terms and Provisions of Series 2019 Bonds.....8
Section 3.3 Tax-Related Representations and Covenants.....9
Section 3.4 Other Documents Relating to Series 2019 Bonds.....10

ARTICLE IV PLEDGES AND FUNDS.....13
Section 4.1 Source of Payment of Series 2019 Bonds.....13
Section 4.2 Pledge Securing Bonds.....13

ARTICLE V COVENANTS OF THE UNIVERSITY.....14
Section 5.1 Affirmation of Covenants in General Bond Resolution.....14

ARTICLE VI TRUSTEE.....15
Section 6.1 Trustee's Acceptance and Responsibilities.....15

ARTICLE VII MISCELLANEOUS.....16
Section 7.1 No Recourse.....16
Section 7.2 Construction as a Contract.....16
Section 7.3 Limitation of Rights.....16
Section 7.4 Severability.....16
Section 7.5 Redemption of Prior Bonds.....16

RESOLUTION AUTHORIZING THE ISSUANCE BY TROY UNIVERSITY OF UP TO $70,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF FACILITIES REVENUE BONDS, SERIES 2019

WHEREAS, the University has determined that it is necessary, advisable, in the interest of the University and in the public interest that the University issue its facilities revenue bonds under the General Bond Resolution to refund its Series 2009 Bonds and Series 2010 Bonds as described herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF TROY UNIVERSITY, as follows:

ARTICLE I

DEFINITIONS

Section 1.1 Definitions. In addition to the words and terms defined in the General Bond Resolution, which are incorporated herein by reference, unless the context or use clearly indicates another or different meaning or intent:

"Additional Bonds" means any Bonds issued in accordance with Section 2.3 of the General Bond Resolution.

"Affiliate" means, as to any Person, any other Person that directly, or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with, that Person.

"Auxiliary Enterprise Revenues" means all amounts received or collected by or on behalf of the University from the use and operation of Auxiliary Enterprises, including all revenues, rents, fees, charges or other income of any kind from any source, including without limitation any proceeds of business interruption insurance and temporary condemnation awards in respect of Auxiliary Enterprises.

"Auxiliary Enterprises" means all facilities operated by or on behalf of the University offering or providing goods and/or services ancillary to and apart from the provision of education or the administration of the University, including without limitation facilities offering or providing housing, dining, books and supplies, athletic events, cultural or entertainment events, and similar functions or purposes.

"Board" means the Board of Trustees of the University and any successor to its duties.

"Bond Counsel" any attorney or firm of attorneys nationally recognized on the subject of municipal bonds whose opinions are generally accepted by purchasers of municipal bonds.

"Bond Fund" means the Bond Fund which was created and established by Section 4.3 of the General Bond Resolution.

"Bonds" means the Series 2009 Bonds, the Series 2010 Bonds, the Series 2014 Bonds, the Series 2015 Bonds, the Series 2018 Bonds, the Series 2019 Bonds and any Additional Bonds hereafter issued pursuant to the provisions of the General Bond Resolution.

"Business Day" means any day other than a day on which banking institutions are required or authorized to remain closed in either of the following locations: (i) the city in which the Trustee's Office is located, or (ii) the City of New York, New York.

"Chancellor" means the Chancellor of the University.

"Code" means the Internal Revenue Code of 1986, as amended. References to the Code and Sections thereof include relevant applicable temporary, proposed or final regulations thereunder and under any predecessor provisions of the Internal Revenue Code of 1954, as amended.

"Credit Enhancement" means a municipal bond insurance policy, a letter of credit, a surety bond or other credit enhancement facility covering the payment of debt service on any Bonds.

"Determination Document" means a certificate of the University, executed by the Chancellor and Treasurer and delivered on or prior to the Issue Date of any Bonds, which (a) determines or prescribes any

terms, provisions and other matters relative to those Bonds that are authorized and entrusted by the applicable Series Resolution to be determined or prescribed therein, and (b) as such, constitutes an integral part of such Series Resolution.

"Extraordinary Services" and "Extraordinary Expenses" mean all services rendered and all expenses incurred under the General Bond Resolution other than Ordinary Services and Ordinary Expenses.

"Facilities" means, as provided by State law, the purchase, construction, enlargement or alteration of any buildings or other improvements, including dormitories, dining halls, classrooms, laboratories, libraries, stadiums, administration buildings and any other buildings and appurtenances thereto suitable for use by the University, the acquisition of furniture and equipment for any thereof, the purchase of land, the beautification of grounds and the construction of swimming pools, tennis courts, athletic fields and other facilities for physical education, all for use by the University; and such other capital purposes as may hereafter be authorized or permitted under State law.

"Fiduciaries" means the Trustee, the Registrar and any Paying Agent, and their respective successors and assigns.

"Fiscal Year" means the period of twelve (12) months from October 1st of one year through and including September 30th of the following year, or such other fiscal year as may hereafter be adopted by the Board.

"Funds" means the Bond Fund and any other Fund that may hereafter be established with the Trustee in connection with any series of Bonds, as contemplated in Section 2.4(c)(13) of the General Bond Resolution.

"General Bond Resolution" means Resolution No. 3 adopted by the Board on July 24, 2009, as the same may hereafter be amended or supplemented in accordance with the provisions hereof.

"General Student Fees" means the tuition payable by students attending the University and available for any general purpose authorized or approved by the Board, but excludes Special Student Fees.

"Government Obligations" means (a) direct obligations of the United States of America for the full and timely payment of which the full faith and credit of the United States of America is pledged, or (b) obligations issued by a Person controlled or supervised by and acting as an instrumentality of the United States of America, the full and timely payment of the principal of, premium, if any, and interest on which is fully and unconditionally guaranteed as a full faith and credit obligation by the United States of America.

"Holder" or "Bondholder" means the Person in whose name a Bond is registered on the books kept and maintained by the Registrar for the registration and transfer of Bonds.

"Issue Date" means, as to the Series 2019 Bonds, the date or dates of the initial authentication and delivery thereof.

"Moody's" means Moody's Investors Service, Inc., New York, New York.

"Net Proceeds", when used with reference to the Series 2019 Bonds, means the face amount of the Series 2019 Bonds, plus accrued interest and premium, if any, less original issue discount and less proceeds deposited in a reserve fund, if any.

"Ordinary Services" and "Ordinary Expenses" mean those services normally rendered and those expenses normally incurred by a trustee or other fiduciary under instruments similar to the General Bond Resolution.

"Outstanding", as applied to Bonds, means all Bonds which have been authenticated and delivered under the General Bond Resolution, except:

(a) Bonds cancelled upon surrender, exchange or transfer, or because of payment or redemption prior to maturity;

(b) Bonds, or any portion thereof, for the payment, redemption or purchase for cancellation of which sufficient moneys have been deposited and credited with the Trustee or any Paying Agents (whether upon or prior to the maturity, purchase or redemption date of those Bonds); provided, that if any of those Bonds are to be redeemed prior to their maturity, notice of that redemption shall have been given or arrangements satisfactory to the Trustee shall have been made for giving notice of that

redemption, or waiver by the affected Holders of that notice satisfactory in form to the Trustee shall have been filed with the Trustee; and

(c) Bonds in exchange for or in lieu of which others have been authenticated and delivered under Section 2.8 hereof;

provided, however, that in determining whether the Holders of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver hereunder, Bonds owned by the University, any other obligor with respect to the Bonds or any Affiliate of either of the foregoing shall be disregarded and deemed not to be Outstanding; except that, in determining whether the Trustee shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Trustee knows to be so owned shall be disregarded. Bonds so owned which have been pledged in good faith may be regarded as Outstanding for such purposes if the pledgee establishes to the satisfaction of the Trustee the pledgee's right so to act with respect to such Bonds and that the pledgee is not the University, any other obligor with respect to the Bonds or any Affiliate of either of the foregoing. The term "Outstanding", when used in the General Bond Resolution with reference to Prior Bonds authenticated and delivered under the Prior Bond Resolution, shall have the same definition and be subject to the same exceptions.

"Paying Agent" means the Trustee and any other bank or trust company designated as a Paying Agent by or in accordance with Section 6.9 of the General Bond Resolution.

"Person" includes natural persons, firms, associations, partnerships, trusts, corporations, limited liability companies and public bodies.

"Prior Bond Resolution" means the resolution adopted by the Board on August 15, 1969 entitled "A RESOLUTION PROVIDING FOR THE CONSTRUCTION OF IMPROVEMENTS TO THE STADIUM AT THE CAMPUS OF TROY STATE UNIVERSITY, AT TROY, ALABAMA, FOR THE FINANCING THEREOF BY THE ISSUANCE OF REVENUE BONDS IN THE PRINCIPAL AMOUNT OF $70,000, PAYABLE FROM STUDENT FEES FOR THE SECURING OF THE PAYMENT OF THE PRINCIPAL OF AND THE INTEREST ON SUCH BONDS; RESERVING THE RIGHT TO ISSUE ADDITIONAL BONDS PAYABLE FROM SUCH FEES ON A PARITY OF LIEN WITH SUCH BONDS, AND MAKING PROVISIONS INCIDENT THERETO," as modified, amended and supplemented by resolutions supplemental thereto numbered Nos. 1, 9 and 15 adopted by the Board on August 14, 1970, May 30, 1997, and September 10, 2005, respectively.

"Prior Bonds" means the outstanding obligations heretofore issued by the University under and in accordance with the Prior Bond Resolution. There are no Prior Bonds that remain outstanding.

"Private Business Use" means use directly or indirectly in a trade or business carried on by a natural Person or in any activity carried on by a Person other than a natural person, excluding, however, use by a state or local governmental unit and use as a member of the general public.

"Purchaser" means the original purchaser or purchasers of any series of Bonds.

"Rating Agency" means Moody's or S&P, their respective successors and assigns, and any other nationally recognized securities rating agency.

"Record Date" means, as to any series of Bonds, the 15th day (whether or not a Business Day) next preceding an interest payment date with respect to those Bonds.

"Refunded Bonds" means the Series 2009 Bonds and Series 2010 Bonds; provided, that the Chancellor and the Treasurer may provide in the Series 2019 Determination Document(s) to amend this definition to not refund the Series 2009 Bonds or the Series 2010 Bonds, or to only refund a portion thereof, or to refund such bonds through the issuance of more than one series of Series 2019 Bonds issued on the same or different dates, as provided herein.

"Refunded Bonds Trustee" means Regions Bank as trustee under the General Bond Resolution pursuant to which the Refunded Bonds were issued.

"Register" means the books kept and maintained by the Registrar for registration and transfer of Bonds.

"Registrar" means the Trustee.

"Resolution" means a resolution duly adopted by the Board.

"S&P" means Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc.

"SEC" means the Securities and Exchange Commission.

"Series Resolution" means, as to the Series 2019 Bonds, this Resolution.

"Series 2009 Bonds" means the University's Facilities Revenue Bonds, Series 2009A, dated September 29, 2009, and originally issued in the aggregate principal amount of $14,590,000 and Taxable Facilities Revenue Bonds, Series 2009B (Build America Bonds), dated September 29, 2009, and originally issued in the aggregate principal amount of $48,180,000, collectively.

"Series 2010 Bonds" means the University's Facilities Revenue Bond, Series 2010-A, dated December 14, 2010, and originally issued in the aggregate principal amount of $19,400,000 and Facilities Revenue Bond, Series 2010-B (Taxable Build America Bond – Direct Payment), dated December 14, 2010, and originally issued in the aggregate principal amount of $16,080,000, collectively.

"Series 2014 Bonds" means the University's Facilities Revenue Bond, Series 2014-A, dated May 29, 2014, and originally issued in the aggregate principal amount of $3,655,000 and Facilities Revenue Bond, Series 2014-B, dated May 29, 2014, and originally issued in the aggregate principal amount of $15,060,000, collectively.

"Series 2015 Bonds" means the University's Facilities Revenue Bonds, Series 2015-A, dated June 30, 2015, and originally issued in the aggregate principal amount of $41,570,000.

"Series 2018 Bonds" means the University's Facilities Revenue Bonds, Series 2018-A, dated March 1, 2018, and originally issued in the aggregate principal amount of $25,000,000.

"Series 2019 Bonds" means any of the Bonds authorized to be issued hereunder.

"Series 2019 Determination Document" means the Determination Document(s) relative to the Series 2019 Bonds, which may have such name or names as the Chancellor and the Treasurer shall determine based on the designation given to the related Series 2019 Bonds.

"Special Record Date" means, with respect to any Bond, the date established by the Trustee in connection with the payment of overdue interest on that Bond pursuant to Section 2.7 hereof.

"Special Student Fees" means all special fees or charges on students or prospective students now or hereafter levied by the University, in the nature of, and including, without limitation, all lab fees, change of course fees, transcript fees, student activity fees, general University fees, application fees, deferred payment fees, registration fees, continuing education fees, pre-college counseling fees, administrative fees, technology fees, withdrawal fees, and all other similar fees or charges (a) apart from and in addition to General Student Fees, and (b) exclusive of Auxiliary Enterprise Revenues.

"Supplemental Resolution" means any resolution of the Board adopted and becoming effective in accordance with the terms of the General Bond Resolution.

"State" means the State of Alabama.

"Tax Compliance Certificate" means a closing certificate of the University, executed by the Chancellor or Treasurer and delivered in connection with Bonds issued or issuable on a Tax-Exempt or Tax-Favored basis, which makes or contains such representations, covenants, elections or designations on the part of the University as Bond Counsel or the Purchaser thereof shall request to evidence the Tax-Exempt or Tax-Favored status, as the case may be, of those Bonds and the commitment of the University to maintain the same.

"Taxable" means, when used in reference to Bonds, that interest thereon is includable in the gross income of any owner thereof for federal income tax purposes and that such Bonds are not Tax-Favored.

"Tax-Exempt" means, when used in reference to Bonds, that interest thereon is excluded from gross income for federal income tax purposes under Section 103(a) of the Code.

"Tax-Favored" means, when used in reference to Bonds, that owners thereof are entitled to a credit for federal income tax purposes, or that the University is entitled to a cash subsidy from the federal government, in respect of a portion of the interest thereon, in each case under Section 54AA of the Code.

"Treasurer" means the Treasurer of the University.

"Trustee" means the trustee at the time serving as such under the General Bond Resolution, presently, Regions Bank, Birmingham, Alabama.

"Trustee's Office" means the office from time to time designated by the Trustee, or its successor in trust, as its principal corporate trust office for purposes of discharging its trusts and duties under the General Bond Resolution, which office as of the date hereof is located at 1900 Fifth Avenue North, 26th Floor, Birmingham, Alabama 35203.

"University" means Troy University, a public corporation and instrumentality of the State, its successors and assigns.

Section 1.2 Interpretation. Unless the context indicates otherwise, words importing the singular number include the plural number, and vice versa; the terms "hereof", "hereby", "herein", "hereto", "hereunder" and similar terms refer to this Resolution; and the term "hereafter" means after, and the term "heretofore" means before, the date of adoption of this Resolution. Words of any gender include the correlative words of the other genders, unless the sense indicates otherwise.

Section 1.3 Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Articles, Sections, subsections, paragraphs, subparagraphs or clauses hereof.

[END OF ARTICLE I]

ARTICLE II

FINDINGS, DETERMINATIONS AND REPRESENTATIONS

Section 2.1 Findings. The Board, upon evidence duly submitted to and considered by it, has ascertained and found and does hereby declare, represent and state that:

(a) The Series 2019 Bonds shall be issued to (i) refund the Series 2009 Bonds; provided that the Chancellor and Treasurer may determine, in consultation with the professional advisors retained by the University with regard to the issuance of the Series 2019 Bonds, and may provide in the Series 2019 Determination Document, not to refund the Series 2009 Bonds or to refund only a portion thereof, (ii) refund the Series 2010 Bonds; provided that the Chancellor and Treasurer may determine, in consultation with the professional advisors retained by the University with regard to the issuance of the Series 2019 Bonds, and may provide in the Series 2019 Determination Document, not to refund the Series 2010 Bonds or to refund only a portion thereof, and (iii) pay or reimburse the costs and expenses of issuing the Series 2019 Bonds, including the cost of Credit Enhancement, if any, that may be obtained with respect to the Series 2019 Bonds. The Series 2019 Bonds may be issued in one or more series or sub-series and on multiple dates in order to refund the Series 2009 Bonds and Series 2010 Bonds.

(b) The only Bonds currently outstanding under the General Bond Resolution are the University's Facilities Revenue Bonds, Series 2009A, dated September 29, 2009, which are currently outstanding in the aggregate principal amount of $9,050,000, its Taxable Facilities Revenue Bonds, Series 2009B (Build America Bonds), dated September 29, 2009, which are currently outstanding in the aggregate principal amount of $39,895,000, its Facilities Revenue Bond, Series 2010-A, dated December 14, 2010, which is currently outstanding in the aggregate principal amount of $3,920,000, its Facilities Revenue Bond, Series 2010-B (Taxable Build America Bond – Direct Payment), dated December 14, 2010, which is currently outstanding in the aggregate principal amount of $11,600,000, its Facilities Revenue Bond, Series 2014-A, dated May 29, 2014, which is currently outstanding in the aggregate principal amount of $640,000, its Facilities Revenue Bond, Series 2014-B, dated May 29, 2014, which is currently outstanding in the aggregate principal amount of $10,805,000, its Facilities Revenue Bonds, Series 2015-A, dated June 30, 2015, which are currently outstanding in the aggregate principal amount of $40,585,000 and its Facilities Revenue Bonds, Series 2018-A, dated March 1, 2018, which are currently outstanding in the aggregate principal amount of $25,000,000. There are no Prior Bonds outstanding under the Prior Bond Resolution. The University expects to refund all of the outstanding Series 2009 Bonds and Series 2010 Bonds in connection with the issuance of the Series 2019 Bonds, subject to prevailing market conditions when the Series 2019 Bonds are offered for sale.

(c) The University is not presently in default in the payment of the principal of or interest on any Bonds.

[END OF ARTICLE II]

ARTICLE III

SERIES 2019 BONDS

Section 3.1 Authorization and Issuance of Series 2019 Bonds. This Resolution constitutes a Series Resolution under the General Bond Resolution in order to provide for the issuance of the Series 2019 Bonds.

Pursuant to the authorization to do so contained in the General Bond Resolution and in Section 16-3-28, Code of Alabama (1975), as amended, the Series 2019 Bonds are hereby authorized to be issued, as one or more series of Bonds under the General Bond Resolution, in an aggregate principal amount currently estimated at $65,000,000, but not to exceed $70,000,000. The current expectation is that a series of Series 2019 Bonds will be issued to refund the Series 2009 Bonds followed at a later date with another series of Series 2019 Bonds to refund the Series 2010 Bonds. It is expressly authorized that the Series 2019 Bonds may be issued in one or more series or sub-series and on multiple dates at the discretion of the Chancellor and Treasurer.

The Series 2019 Bonds shall be issued, if at all, subject to the discretion of the Chancellor and Treasurer, in consultation with the University's financial professionals, based on prevailing market conditions at the time or times of the proposed sale thereof. The issuance of any part, series or sub-series of the Series 2019 Bonds shall in itself conclusively evidence the determination by the Chancellor and the Treasurer that market conditions at that time warranted the issuance of that part, series or sub-series of the Series 2019 Bonds. The Series 2019 Bonds may be sold by public or private sale at the discretion of the Chancellor and Treasurer, in consultation with the University's financial professionals, and the Chancellor and Treasurer are authorized to take any actions necessary to conduct a private or public sale of the Series 2019 Bonds as they may deem appropriate.

At the time of issuance of the Series 2019 Bonds, the University shall file with the Secretary of the Board and the Trustee the same items that are required, pursuant to Section 2.3 of the General Bond Resolution, to be so filed prior to the issuance of any series of Additional Bonds.

Section 3.2 Certain Terms and Provisions of Series 2019 Bonds.

(a) The Board hereby determines and prescribes the following terms, provisions and other matters relative to the Series 2019 Bonds:

(1) The Series 2019 Bonds shall be issued, subject to the discretion of the Chancellor and Treasurer of the University, in consultation with Bond Counsel and the other professionals advising the University in connection with the issuance of the Bonds, at such time or times, in one or more series or sub-series, and on a Tax-Exempt and/or (if and to the extent required under the Code) Taxable basis. Reference is made to Section 3.3 hereof for certain representations and covenants of the University in respect of any Series 2019 Bonds issued on a Tax-Exempt basis.

(2) The Series 2019 Bonds shall be generally designated "Troy University, Facilities Revenue Bonds, Series 2019", with such other or special designations as to any part, series or sub-series thereof, if any, as the Chancellor and Treasurer are hereby authorized and entrusted to set forth in the Series 2019 Determination Document(s); and shall be fully registered as to both principal and interest, with each separate series or sub-series thereof numbered consecutively from R-1 upwards.

(3) The University will not fund or provide for a reserve fund for the Series 2019 Bonds, unless the Chancellor and Treasurer determine that a reserve fund is necessary to obtain the most favorable terms for the Series 2019 Bonds.

(4) The proceeds of the Series 2019 Bonds shall be used as provided in Section 2.1(a) hereof, subject to the discretion permitted herein and in the General Bond Resolution.

(b) Subject to the conditions set forth below in this subsection (b), the Board hereby authorizes and entrusts the Chancellor and Treasurer to determine or prescribe, in the Series 2019 Determination Document(s), which shall constitute an integral part of this Series Resolution, such of the other terms, provisions and other matters relative to the Series 2019 Bonds enumerated in Section 2.4(c) of the General Bond Resolution as they deem necessary or desirable. The net interest cost of any Series 2019 Bonds issued as a series of Tax-Exempt Bonds shall not exceed 5.000% and the net interest cost of any Series 2019 Bonds issued as a series of Taxable Bonds shall not exceed 7.000%.

Section 3.3 Tax-Related Representations and Covenants. Any reference in this Section 3.3 to the "Series 2019 Bonds" shall be deemed to refer, on a series by series (or sub-series) basis, only to that series or those series (or sub-series) of Series 2019 Bonds issued on a Tax-Exempt basis. The University makes the following representations, warranties and covenants as the basis for its issuance of the Series 2019 Bonds, which representations, warranties and covenants are intended to be relied upon:

(a) The University warrants that the interest on any Tax-Exempt Series 2019 Bonds is and will continue to be excludable from the gross income of the owners thereof for federal income tax purposes. The University will continuously comply with all requirements imposed by the Code as conditions to the exclusion from gross income for federal income tax purposes of the interest on any Tax-Exempt Series 2019 Bonds.

(b) The University will not apply or permit the proceeds of the Series 2019 Bonds to be applied in a manner that would cause any of them to be deemed "private activity bonds" within the meaning of Section 141 of the Code. The University shall assure that (i) not in excess of ten percent (10%) of the Net Proceeds of the Series 2019 Bonds is used for Private Business Use if, in addition, the payment of more than ten percent (10%) of the principal or ten percent (10%) of the interest due on the Series 2019 Bonds during the term thereof is, under the terms of the Series 2019 Bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for a Private Business Use or in payments in respect of property used or to be used for a Private Business Use or is to be derived from payments, whether or not to the University, in respect of property or borrowed money used or to be used for a Private Business Use; and (ii) in the event that both (A) in excess of five percent (5%) of the Net Proceeds of the Series 2019 Bonds are used for a Private Business Use, and (B) an amount in excess of five percent (5%) of the principal or five percent (5%) of the interest due on the Series 2019 Bonds during the term thereof is, under the terms of the Series 2019 Bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for said Private Business Use or in payments in respect of property used or to be used for said Private Business Use or is to be derived from payments, whether or not to the University, in respect of property or borrowed money used or to be used for said Private Business Use, then said excess over said five percent (5%) of Net Proceeds of the Series 2019 Bonds used for a Private Business Use shall be used for a Private Business Use related to the governmental use of a portion of the projects financed with the Net Proceeds and shall not exceed the proceeds used for the governmental use of the portion of such projects to which such Private Business Use is related.

(c) The University shall assure that not in excess of the lesser of five percent (5%) of the Net Proceeds of the Series 2019 Bonds or five million dollars are used, directly or indirectly, to make or finance a loan (other than loans constituting nonpurpose investments (within the meaning of section 148(f)(6)(A) of the Tax Code)) to persons other than state or local government units.

(d) Except to the extent permitted under Section 149(b)(3) of the Code, (i) payment of principal of or interest on the Series 2019 Bonds is not directly, indirectly or otherwise guaranteed (in whole or in part) by the United States (or any agency or instrumentality thereof), and (ii) none of the proceeds of the Series 2019 Bonds will be used to make loans the payment of principal or interest with respect to which is to be guaranteed (in whole or in part) by the United States (or any agency or instrumentality thereof).

(e) The University covenants that it will restrict the use and investment of the proceeds of the Series 2019 Bonds in such manner and to such extent, if any, and take or refrain from taking such other actions, all as may be necessary, after taking into account reasonable expectations at the time of the delivery of and payment for the Series 2019 Bonds, so that the Series 2019 Bonds will not constitute "arbitrage bonds" within the meaning of Section 148 of the Code or "hedge bonds" within the meaning of Section 149(g) of the Code.

(f) The Chancellor or Treasurer is hereby authorized to execute and deliver, for inclusion in the transcript of proceedings for the Series 2019 Bonds, a Tax Compliance Certificate relating to and made as of the Issue Date of the Series 2019 Bonds. Such Tax Compliance Certificate shall, among other things, reaffirm as of its date the continuing accuracy, completeness and correctness of the tax-related representations herein contained, set forth the reasonable expectations of the University regarding the amount and use of all the proceeds of such Series 2019 Bonds and the facts and estimates on which those expectations are based, and contain such other and further representations, covenants, designations and elections on the part of the University as Bond Counsel or the Purchaser shall request to evidence the Tax-Exempt status of those of the Series 2019 Bonds issued on a Tax-Exempt basis

and the commitment of the University to maintain the same. The University hereby agrees to perform any such covenants contained in the Tax Compliance Certificate.

(g) The University will make such informational reports as may be required under the Code, and in particular Section 149(e) thereof, with respect to the issuance of the Series 2019 Bonds.

(h) The University covenants that it will (1) apply the proceeds of the Series 2019 Bonds to the governmental purposes of the borrowing, (2) make timely rebate payments to the United States, if any are required, and (3) maintain books and records and make calculations and reports necessary to make and to evidence sufficient rebate payments.

(i) In the event that the aggregate principal amount of Series 2019 Bonds to be issued during a calendar year together with any other tax-exempt obligations to be issued by the University during such calendar year is equal to or less than the amounts set forth in Section 256(b)(3)(C) and (D) of the Code (as such provisions may be amended), the Chancellor is hereby authorized, upon consultation with Bond Counsel, to designate such Series 2019 Bonds as "qualified tax-exempt obligations" within the meaning and for purposes of Section 265(b)(3)(B) of the Code. Such designation, if made, shall be made in the Determination Document or the Tax Compliance Certificate for that series or sub-series of Series 2019 Bonds and shall be accompanied by such representations and warranties as are customarily made in connection with such a designation.

Section 3.4 Other Documents Relating to Series 2019 Bonds.

(a) *Official Statement*. The Board authorizes and directs, if necessary and appropriate for the method by which the Series 2019 Bonds will be sold, (1) the preparation by appropriate officials of the University, in consultation with Bond Counsel, the Purchaser and other professional advisers to the University, of a Preliminary Official Statement of the University (the "Preliminary Official Statement"), and subsequent to the sale of the Series 2019 Bonds a final Official Statement of the University (the "Official Statement"), relating to the issuance and sale of the Series 2019 Bonds; (2) the distribution and use of the Preliminary Official Statement and the Official Statement by the Purchaser in the offering and sale of the Series 2019 Bonds; and (3) the Chancellor or Treasurer to "deem final", for purposes and within the meaning of SEC Rule 15c2-12, the Preliminary Official Statement as of its date and to make such other and further representations with respect to the Preliminary Official Statement and Official Statement as may be customary and desirable. If the Series 2019 Bonds are sold in more than one series or sub-series and on more than one date, the authorization and direction in the preceding sentence shall apply to each series or sub-series, as appropriate, to the end that appropriate offering documents and certifications shall be provided for each series or sub-series of Series 2019 Bonds as necessary.

(b) *Bond Purchase Agreement*. The Board authorizes the execution and delivery on behalf of the University by the Chancellor or the Treasurer, of a Bond Purchase Agreement or similar document relating to the Series 2019 Bonds to be entered into between the University and the Purchaser if necessary and appropriate for the method by which the Series 2019 Bonds will be sold (including, if the Series 2019 Bonds are issued in more than one series or sub-series and at different times, a separate such agreement for each later-issued series or sub-series).

(c) *Continuing Disclosure Agreement*. If necessary and appropriate for the method by which the Series 2019 Bonds will be sold, the Board authorizes the Chancellor or Treasurer to execute and deliver, on or prior to the Issue Date of any series or sub-series of the Series 2019 Bonds, a Continuing Disclosure Agreement with respect to the series or sub-series of Series 2019 Bonds issued, as required pursuant to SEC Rule 15c2-12 or by the Purchaser.

(d) Series 2009 *Escrow Trust Agreement.* In connection with the refunding and defeasance of the Series 2009 Bonds (or such portion of the Series 2009 Bonds as the Chancellor and Treasurer may determine should be refunded), the Board hereby authorizes and directs the Chancellor of the University to execute in the name and behalf of the University an Escrow Trust Agreement, between the University and the Refunded Bonds Trustee, and does hereby authorize and direct the Treasurer to attest the same and does further authorize and direct the official seal of the University to be affixed thereon.

(e) Series 2010 *Escrow Trust Agreement.* In connection with the refunding and defeasance of the Series 2010 Bonds (or such portion of the Series 2010 Bonds as the Chancellor and Treasurer may determine should be refunded), the Board hereby authorizes and directs the Chancellor of the University to execute in the name and behalf of the University an Escrow Trust Agreement,

between the University and the Refunded Bonds Trustee, and does hereby authorize and direct the Treasurer to attest the same and does further authorize and direct the official seal of the University to be affixed thereon.

(f) *Miscellaneous*. The Board authorizes Bond Counsel or other counsel to the University to prepare or review such other and further documents, certifications, assignments and instruments as Bond Counsel or such other counsel, the Trustee, the Purchaser or any provider of Credit Enhancement for the Series 2019 Bonds may require or as may be necessary or appropriate to consummate the transactions contemplated in this Resolution, including without limitation any certificates or reports referred to in Article III hereof. The Chancellor, Treasurer or any other appropriate officer, employee or agent of the University is hereby authorized and directed to execute and deliver any and all such additional documents or certificates, including without limitation any elections made for any tax-related reason. In addition, the Treasurer or other appropriate officer, employee or agent of the University is expressly authorized and directed to execute and deliver, subsequent to the Issue Date but within such period as is prescribed by the Code, such certifications as may be prepared and/or required to evidence allocations of the proceeds of Series 2019 Bonds issued on a Tax-Exempt basis.

[END OF ARTICLE III]

ARTICLE IV

PLEDGES AND FUNDS

Section 4.1 Source of Payment of Series 2019 Bonds. The Series 2019 Bonds shall be payable solely from the Bond Fund created in the General Bond Resolution for the exclusive benefit of the Holders from time to time of the Bonds, and shall be secured by (a) an exclusive first lien upon and pledge of the Special Student Fees, (b) an exclusive first lien upon and pledge of the General Student Fees, and (c) a lien upon and pledge of such other fees or revenues of the University as may hereafter be pledged to secure the payment of some or all Bonds, subject to such limitations as may be set forth in the Supplemental Resolution providing for such lien and pledge.

Neither the Bonds nor any pledge or agreement made in this Resolution or the General Bond Resolution shall be or constitute an obligation or debt of any nature whatsoever of the State, and neither the Bonds nor any obligation arising from any such pledge or agreement shall be payable out of any moneys appropriated by the State to the University. Neither the State nor the University shall be obligated, directly or indirectly, to contribute any funds, property or resources to the payment of the Bonds, except the fees and moneys pledged and the moneys in the Bond Fund, as provided in the General Bond Resolution.

Section 4.2 Pledge Securing Bonds. For the purpose of securing the payment of the principal of and interest on all Bonds, the University hereby pledges and assigns

(a) the Special Student Fees, and

(b) the General Student Fees,

and hereby covenants and agrees to collect or cause to be collected said fees, as the same become due and payable, to hold said fees so collected separate and apart from all other fees, revenues and income of the University, and to apply said fees only as provided in the General Bond Resolution (but only to the extent necessary to pay debt service on the Bonds).

The University warrants, represents and covenants that it is duly authorized by law to pledge the Special Student Fees and the General Student Fees and the Bond Fund purported to be pledged by this Resolution and the General Bond Resolution in the manner and to the extent provided herein and therein; that the Special Student Fees, the Bond Fund and the General Student Fees are and shall be free and clear of any pledge, lien, charge or encumbrance thereon or with respect thereto prior to or of equal rank with the pledge created by this Resolution or the General Bond Resolution; that all corporate action on the part of the University to that end has been duly and validly taken; that the Bonds and the provisions of this Resolution and the General Bond Resolution are and shall be legally enforceable obligations of the University in accordance with their terms and the terms hereof; and that it shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Special Student Fees, the General Student Fees and the Bond Fund pledged under this Resolution and the General Bond Resolution, and all of the rights of the Bondholders hereunder, against all claims and demands of all persons whomsoever.

[END OF ARTICLE IV]

ARTICLE V

COVENANTS OF THE UNIVERSITY

Section 5.1 Affirmation of Covenants in General Bond Resolution. The covenants of the University contained in the General Bond Resolution with regard to the Bonds, including, without limitation, those in Article V thereof, are hereby ratified and affirmed.

[END OF ARTICLE V]

ARTICLE VI

TRUSTEE

Section 6.1 Trustee's Acceptance and Responsibilities. The Trustee has accepted and agreed to perform the duties imposed on it by the General Bond Resolution and shall be deemed to affirm such acceptance by the authentication and delivery of the Series 2019 Bonds, subject to the terms and conditions set forth in the General Bond Resolution. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Resolution or the due adoption thereof by the Board, nor for or in respect of the recitals contained herein, all of which recitals are made solely by the University.

[END OF ARTICLE VI]

ARTICLE VII

MISCELLANEOUS

Section 7.1 No Recourse. No recourse shall be had for the payment of the principal of or interest on the Bonds, or for any claim based thereon or on this Resolution or in the General Bond Resolution, against any member of the Board or any officer of the University, past, present or future, or any Person executing the Bonds, all such liability, if any, being expressly waived and released by every Holder by the acceptance of the Bond or Bonds held by it.

Section 7.2 Construction as a Contract. The provisions of this Resolution shall constitute and be construed as a contract, made under and for all purposes governed by and construed in accordance with the laws of the State, between the University and the Holder or Holders from time to time of the Bonds; provided, however, that no agreement, covenant or obligation of the University herein or in the Bonds contained shall be construed as imposing any pecuniary liability on the University or the State except as may be payable solely from the General Student Fees and Special Student Fees and any additional fees or revenues hereafter pledged and the Bond Fund established and provided for. No provision of this Resolution shall be construed to limit or restrict, either expressly or impliedly, the obligations of the University contained in the General Bond Resolution or the powers of the Trustee thereunder, nor shall the provisions of this Resolution be construed in any manner inconsistent with the provisions of the General Bond Resolution.

Section 7.3 Limitation of Rights. With the exception of rights herein or in the General Bond Resolution expressly conferred on the Fiduciaries, nothing expressed or mentioned in or to be implied from this Resolution or the General Bond Resolution or the Bonds is intended or shall be construed to give any Person other than the University and the Holders of the Bonds any legal or equitable right, remedy or claim under or with respect to this resolution or the General Bond Resolution or any covenants, conditions and provisions herein contained; this Resolution and the General Bond Resolution and all of the covenants, conditions and provisions hereof and thereof being intended to be and being for the sole and exclusive benefit of the University and the Holders of the Bonds as herein and therein provided.

Section 7.4 Severability. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions, or in all cases because it conflicts with any other provision or provisions hereof or any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance, or of rendering any other provision or provisions herein contained invalid, inoperative, or unenforceable to any extent whatever. The invalidity of any one or more phrases, sentences, clauses or Sections in this Resolution contained, shall not affect the remaining portions of this Resolution, or any part thereof.

Section 7.5 Redemption of Prior Bonds . The Board does hereby call for redemption those Refunded Bonds so selected pursuant to Section 3.2(a)(4) hereof and does hereby authorize and direct the Chancellor and Treasurer to take all necessary actions to effect such call for redemption on such date or dates as they shall determine, at and for the applicable redemption prices as of their respective redemption dates, including, without limitation, irrevocably directing the Refunded Bonds Trustee to mail and/or publish any notice of such redemptions as may be required under the General Bond Resolution or the Series Resolutions authorizing the issuance of such Refunded Bonds. In connection with such call for redemption, the Board hereby states that the University is not in default in the payment of the principal of or interest on any Bonds now outstanding.

[END OF ARTICLE VII]

ENDORSEMENT

Passed by the Board of Trustees of Troy University this _____ day of May, 2019.

_____
President pro tempore of the Board of Trustees

(S E A L)

Attest:_____
Secretary of the Board

- **Student Affairs Committee---Honorable Lamar P. Higgins**

On behalf of Mr. Higgins, Mr. Latta provided the report for the Student Affairs Committee.

- **Summary of Committee Activity—Mr. Higgins**

Mr. Latta advised that the Summary of Committee Activity would be tabled until the next meeting. He added that it would be important for all Board members to understand and know the scope of the things the committee considers over time and Mr. Higgins will provide a report at a later date.

Resolution #3-- Update to University Tobacco-Free Campus Policy

Moving on, Mr. Latta called attention to Resolution No. 3 regarding updating the University's tobacco-free campus policy. He noted that since the policy was last approved there has been a new tobacco product emerge called vaping. The revised policy will address vaping. Mr. Latta called upon Morgan Long, SGA President, who shared additional information on vaping.

ACTION: MR. LATTA PRESENTED RESOLUTION NO. 3 TO UPDATE THE UNIVERSITY'S TOBACCO-FREE CAMPUS POLICY AS PRESENTED. A SECOND WAS MADE BY MR. HARRISON. WITH NO FURTHER DISCUSSION, THE MOTION PASSED TO ADOPT RESOLUTION NO. 3.

Resolution No. 3

Update to University Tobacco-Free Campus Policy

WHEREAS, Troy University, which places paramount importance on the health and safety of its students, has implemented policies declaring its campuses to be tobacco free; and

WHEREAS, the Student Affairs Committee of the Board of Trustees, in concert with TROY University Administration, have determined that updates to the current policy are necessary and prudent:

USE OF TOBACCO AND TOBACCO-RELATED PRODUCTS

Introduction

Troy University is committed to providing a healthy and safe environment for all students, faculty and staff. The University's Board of Trustees demonstrated this commitment with the approval of a resolution since August 13, 2012 designating Troy University as a tobacco-free campus.

Rationale for Policy

Research findings show that tobacco use in general, including smoking and breathing secondhand smoke, constitutes a significant health hazard. In addition to causing direct health hazards, smoking contributes to institutional costs in other ways, including fire damage, increased cleaning and maintenance costs, and costs associated with absenteeism, health care, and medical insurance.

Additionally, research indicates that smoke- and tobacco-free policies at colleges and universities:

- reduce tobacco use among young adults,
- create opportunities to educate students about the harmful effects of tobacco use,
- have positive economic and environmental benefits such as litter reduction and lowered risk for fires, and
- prepare students for a workplace that increasingly prohibits tobacco use. Research shows that smokers have a harder time getting hired…the chances of obtaining work within a year are reduced 24% for unemployed job seekers who smoke when compared to nonsmokers.

Health care and health education programs of the University perform an important function by demonstrating and promoting healthy lifestyles through activities such as curtailment of the use of tobacco and tobacco-related products.

Definitions

A. Cigarette. Any roll of tobacco wrapped in any substance not containing or containing tobacco, which because of its appearance, the type of tobacco used in the filler, or its packaging and labeling, is likely to be offered to, or purchased by, consumers as a cigarette.

B. Electronic Cigarettes and Vaporizers. Electronic cigarettes, also known as e-cigarettes, e-vaporizers, or electronic nicotine delivery systems, are battery-operated devices that people use to inhale an aerosol, which typically contains nicotine (though not always), flavorings, and other chemicals. They can resemble traditional tobacco cigarettes (cig-a-likes), cigars, or pipes, or even everyday items like pens or USB memory sticks. Other devices, such as those with fillable tanks, may look different. Regardless of their design and appearance, these devices generally operate in a similar manner and are made of similar components. Smoking. Inhaling, exhaling, burning or carrying any lighted or heated cigar, cigarette or pipe.

C. Members of the University Community. All part-time or fulltime faculty and staff, students, volunteers, vendors, customers and visitors.

D. Smokeless Tobacco. A variety of tobacco products that are either sniffed, sucked, or chewed.

E. Tobacco Use. Defined as any habitual use of the tobacco plant leaf and its products. The predominant use of tobacco is by smoke inhalation of cigarettes, pipes, and cigars.

F. Tobacco and Tobacco-related Products. All forms of tobacco, including but not limited to cigarettes, cigars, pipes, water pipes (hookah), electronic cigarettes and smokeless tobacco products such as chewing tobacco and snuff.

G. Vaping. The act of inhaling and exhaling the aerosol, often referred to as vapor, which is produced by an e-cigarette or similar device. The term is used because e-cigarettes do not produce tobacco smoke, but rather an aerosol, often mistaken for water vapor, that actually consists of fine particles. Many of these particles contain varying amounts of toxic chemicals, which have been linked to cancer, as well as respiratory and heart disease.

Note: On May 5, 2016, the FDA announced that nationwide tobacco regulations now extend to all tobacco products, including e-cigarettes and their liquid solutions, cigars, hookah tobacco, pipe tobacco This ruling includes restricting sale of these products to minors. For more information, see the FDA's webpage, The Facts on the FDA's New Tobacco Rule.

Policy

A. General Policy. Any use of tobacco or tobacco-related products is prohibited on all property that is owned, operated, leased, occupied or controlled by the University. “Property” for the purposes of this paragraph includes buildings and structures, grounds, parking lots, non-public walkways, sidewalks and vehicles, as well as personal vehicles in these areas. These same policies apply for all TROY campuses and locations.

B. This policy specifically prohibits:

1. Smoking, vaping, and any other use of tobacco and tobacco-related products within University buildings, parking lots, structures, walkways, indoor and outdoor athletic facilities, University vehicles, worksites, grounds and any vehicles on campus regardless of ownership.

2. The sale of tobacco and tobacco-related materials on campus.

3. The free distribution of tobacco or tobacco-related products anywhere on campus.

C. Troy University will provide a variety of wellness initiatives to assist students, faculty, and staff achieve independence from the use of tobacco and tobacco-related products.

D. This policy applies to University employees, students, contractors, vendors, recruits and visitors.

Implementation Authority

Authority for enforcement of this policy is vested in the Deans of Colleges, Department Chairs, supervisors, the Dean of Students, Senior Vice Chancellors, and Campus Vice Chancellors, or their designees, in conjunction with the Senior Director of Human Resources.

Compliance

Violation of this policy may result in corrective action under the Student Code of Conduct, Human Resources Policies and Procedures or other applicable University Regulations or Policies. Visitors refusing to comply may be asked to leave campus.

Effective Date

This policy is effective June 1, 2019. This policy replaces the Tobacco Free Policy contained with the Oracle, 2018-2019, Student Handbook and Planner, page 31.

THEREFORE BE IT RESOLVED, that the Troy University Board of Trustees approves the proposed updates to the University's polices governing the use of tobacco and tobacco-related products.

o Resolution #4—Honoring Gus McKenzie

At the beginning of the meeting, Senator Dial adjusted the agenda and called on Mr. Latta to present Resolution No. 4 on behalf of the Student Affairs Committee. Mr. Latta presented Resolution No. 4 honoring Gus McKenzie for his service as Student Government Association President.

ACTION: SENATOR DIAL RECOGNIZED THE MOTION MADE BY MR. LATTA TO ADOPT RESOLUTION NO. 4. MRS. CARTER PROVIDED A SECOND AND WITH NO FURTHER DISCUSSION, THE RESOLUTION WAS ADOPTED.

Following adoption, Senator Dial recognized Mr. McKenzie's family. The Board presented Mr. McKenzie with a framed copy of the resolution.

Mr. McKenzie expressed his appreciation to the Board, adding that it had been his privilege to serve on the board during his tenure as SGA President. He stated that he is excited about what the future holds for his alma mater.

Resolution No. 4

Commending Gus McKenzie for service as SGA president

WHEREAS, Joel Augustus "Gus" McKenzie, III served as President of the Troy University Student Government Association for the 2018-2019 academic year; and

WHEREAS, Mr. McKenzie has shown outstanding leadership qualities and has played an integral role in the progress of Troy University; and

WHEREAS, Mr. McKenzie's administration was marked by his devotion to serving as a passionate advocate for the student body he represented; and

WHEREAS, Mr. McKenzie worked closely with senior administration to aid in the development of a new student fitness center on the Troy Campus; and

WHEREAS, Mr. McKenzie has done an outstanding job of representing the student body on the Board of Trustees, among the faculty and staff and in the greater community; and

WHEREAS, Mr. McKenzie's term as SGA President came to an end during spring semester 2019, and

WHEREAS, Mr. McKenzie also served as a sterling example of student leadership and involvement through Alpha Tau Omega fraternity, whose brothers annually devoted their spring break to "put boots on the ground" to march 128 miles to raise funds to help wounded warriors, raising more than $213,000 during Mr. McKenzie's undergraduate career;

THEREFORE BE IT RESOLVED, that the Board of Trustees hereby recognizes Mr. Gus McKenzie for hard work and exemplary leadership of the Student Government Association and wishes him the best for future success.

o Report from incoming SGA President Morgan Long

Mr. Latta called upon incoming SGA President Morgan Long who gave a brief report. He thanked the Board for supporting the student body on a daily basis. Mr. Long shared with the

Board his goals for the coming year and responded to comments and questions from Board members.

- **Executive Committee, Honorable Gerald Dial**

Senator Dial provided the Executive Committee report stating that the committee met on April 24, 2019, with all members present. It was noted that the Chancellor Evaluation Survey Form was provided to each Board member by mail and nine surveys were returned to the committee. The surveys were reviewed by the committee and the results were evaluated. Senator Dial stated that the committee had instructed him, as President Pro Tem, to discuss with the Chancellor the results of the survey. Senator Dial reported that this was accomplished on April 24, 2019. In conclusion, Senator Dial stated that he was happy to report that the evaluation was excellent or above in all areas and this was reported back to the Chancellor.

ACTION: SENATOR DIAL PRESENTED HIS REPORT IN THE FORM OF A MOTION THAT THE MINUTES WOULD REFLECT HIS REPORT ON THE CHANCELLOR EVALUATION SURVEY. A SECOND WAS PROVIDE BY MR. HARRISON. WITH NO FURTHER DISCUSSION, THE MOTION PASSED THAT THIS INFORMATION BECOME A PART OF THE OFFICIAL BOARD MINUTES AS IT RELATES TO THE CHANCELLOR EVALUATION SURVEY PROCESS.

V. New Business

There was no new business to come before the Board.

VI. Adjournment

With no further business to come before the Board, Senator Dial called for a motion to adjourn the Board meeting.

ACTION: SENATOR DIAL CALLED FOR A MOTION TO ADJOURN. WITH A MOTION FROM MR. HARRISON, SECONDED BY MRS. CARTER, THE MEETING ADJOURNED.

Jack Hawkins, Jr., Ph.D.
Chancellor and
Secretary, Board of Trustees
Troy University

Gerald Dial
President pro tempore,
Board of Trustees
Troy University