



Board of Trustees Executive Committee Meeting

BOT approved 08.11.2021

MEETING MINUTES

**Tuesday, May 25, 2021
10:00 AM – 11:00 AM**

Florida Polytechnic University WEBEX TELE-CONFERENCE MEETING

I. Call to Order

Chair Cliff Otto called the meeting to order at 10:01 a.m.

II. Roll Call

Kris Wharton called the roll: Chair Cliff Otto, Vice Chair Mark Bostick, Committee Chair Earl Sasser, Committee Chair Gary Wendt, and Committee Chair Bob Stork were present (Quorum).

Other trustees present: Trustee Beth Kigel and Trustee Ala' J. Alnaser

Staff present: President Randy Avent, Ms. Gina DeIulio, Mrs. Kathy Bowman, Dr. Tom Dvorske, Mrs. Kris Wharton, Mr. Rick Maxey, Mr. David Calhoun, Mrs. Treasa McLean, Mrs. Laura Marrone, Ms. Lydia Guzman, Mrs. Maggie Mariucci, and Ms. Penney Farley

Others present: Mr. Brad Noyes, Mr. Joe Winters, Mr. Ken Artin, Ms. Kelsey Keane, Mr. Kevin Mara, and Mr. Pete Brohoski

III. Public Comment

There were no requests for public comment.

IV. Approval of the April 20, 2021 Minutes

Trustee Earl Sasser made a motion to approve the April 20, 2021 minutes. Trustee Gary Wendt seconded the motion; a vote was taken, and the motion passed unanimously.

V. Campus Master Plan Amendment

Mr. David Calhoun, AVP Facilities and Safety Services, presented a request for the Executive Committee to approve an amendment to the Campus Master Plan (CMP). This amendment allows for a specific parcel of land on the University campus to be a location option for a Public Private Partnership (P3) facility. Reclassification of spaces on Florida Poly's Campus Master Plan requires Board of Trustee approval.

Trustee Bob Stork inquired if the architecture of the new structure is compatible with other campus buildings. Mr. Calhoun replied the design of the structure must meet the established standards of the University and will be reviewed and approved by the Board at a later date. The approval to amend the Campus Master Plan is solely to approve a specific parcel of land for a P3 structure.

Trustee Bob Stork made a motion to approve the amendment to the Campus Master Plan to include parcels located on the west of the campus, east of parking lot 6, and adjacent to the proposed Research Park as an option for a Public Private Partnership facility location (represented as S8 on the Master Plan). Trustee Mark Bostick seconded the motion; a vote was taken, and the motion passed unanimously.

VI. P3 and ITN for Research Facility

Treasa McLean, Director of Procurement, provided a brief background of the ITN for a P3 research facility on campus. Mr. Kevin Mara, Associate, Brailsford & Dunlavey, provided the main presentation which covered the process for selecting the qualified professional partners who assisted with the proposed agreements as well as a timeline of future milestones. Mr. Mara stated with the Board of Trustees' approval today, the proposed project and agreements will be presented to the Board of Governors at their August 31, 2021 meeting. Pending the Board of Governors' approval, design on the facility will commence. The University Board of Trustees will approve the design and construction will start in spring 2022 with a completion date of spring 2023.

Mr. Mara explained the relationship between the University, Ryan Companies USA, Inc. (Ryan) and International Flavors and Fragrances, Inc. (IFF), stating Florida Poly will sign a ground lease agreement with Ryan and an affiliation agreement with IFF. Ryan and IFF will have a separate sublease agreement with each other. By partnering with IFF, opportunities for internships and jobs for Florida Poly's data science, computer science, and engineering students will be established.

The 33,000 square foot facility will be built on just over one acre of land identified on the Campus Master Plan (CMP) as discussed in agenda item V. A preliminary exterior rendering of the building was displayed. Mr. Mara also described how the project aligns with both the missions of the University and the Board of Governors.

To ensure both the University and IFF communicate effectively, an advisory committee comprised of three persons from each entity will be formed with one single point of contact from each acting as a liaison. Additionally, an annual reporting requirement will provide accountability for achieving key performance indicators (KPI).

Mr. Mara presented the structure of the P3 agreement. The University will receive one dollar per year from Ryan for the ground lease in exchange for acquiring a research partner in IFF that is of value to Florida Poly and its students. The ground lease is for a 30-year term with provisions for early termination or a 10-year extension of the lease. The ITN expectation is for the facility to be transferred to the University upon termination of the ground lease with at least 20% useful life remaining.

The sublease agreement between Ryan and IFF is for an initial 20-year term, renewable up to 30 years. IFF corporation policy does not allow them to pursue a term greater than 20 years. The expectation is that IFF will renew, but there is potential they may not so three protections for the University are incorporated in the agreement: 1) the University purchases the facility for \$5M, 2) the University leases it for 5 years (same option as IFF would have), or 3) the ground lease extends to 40 years and Ryan subleases to a new subtenant. If the University decides to terminate the agreement outright, the University must purchase the facility and reimburse IFF for moving its operations to and from campus. This option is expensive but allows the University to retain rights to what company or institution occupies that building on campus.

Trustee Sasser inquired if the negotiation team researched agreements between IFF and other universities. Mr. Mara responded he spoke with Cornell University who stated IFF

was a great partner and had a productive relationship between them. Trustees also inquired if the University has control over the name of the building to which Mr. Mara replied there is room for negotiation of the name.

Trustee Gary Wendt congratulated President Avent for making this kind of partnership possible. In turn, President Avent recognized both Mr. Rick Maxey and Mrs. Treasa McLean for their significant roles in accomplishing the successful negotiation of these agreements.

Trustee Gary Wendt made a motion to approve the Resolution seeking approval by the Board of Governors to develop a research facility on the campus of Florida Polytechnic University which entails approval of (1) a ground lease agreement with Ryan Companies USA, Inc., or an affiliate and (2) an affiliation agreement with International Flavors and Fragrances, Inc. Trustee Earl Sasser seconded the motion; a vote was taken, and the motion passed unanimously.

VII. Closing Remarks and Adjournment

With no further business to conduct, Chair Otto adjourned the meeting.