

**FLORIDA POLYTECHNIC UNIVERSITY  
TRANSITION COMMITTEE  
MEETING MINUTES  
One Poly Place  
439 South Florida Avenue  
Lakeland, Florida 33801  
August 24, 2012 at 9:00 a.m.**

1. Call to order

Chair Gidel called the meeting to order at 9:00 a.m. Chair Rob Gidel and Trustee Don Wilson were present (Quorum).

Other Attendees: John Long, Matthew Fajack, Tim Jones, Chris Kinsley, Ken Ogletree, Steve Prevaux, Nick Trivunovich, Carol Walker, Vikki Shirley, and Monoka Venters.

Each attendee introduced themselves.

2. Transition

Chair Gidel advised that the University has hired Holland and Knight to help with the transfer process. John Long from USF thanked Chair Gidel for wanting to build a bridge with USF and guarantees a 100% transparent transfer; he also thanked the Board of Governors and UF for their assistance. He advised that USF is committed to helping to make the transfer as successful as possible.

Chair Gidel presented an overview of the transition plan and advised the first transfer items to focus on are: assets, the infrastructure currently in place, buildings currently under construction, future construction, operating plan, education plan, and hiring plan. Chair Gidel believes the plans that are already in place are really good and that the transition will be seamless. He advised that he would like to meet with those involved in the original plans of the University to hear their vision. John Long advised that the Florida Polytechnic Board can talk with anyone at USF, but he asked if there were any request for documents or data that they be requested from executive management at USF.

Steve Prevaux gave an overview of the tabs in the handout book: special warranty deed; bill of sale; lease assignment assumption; assignment, assumption, and indemnity agreement. They also covered teach-out assets versus non-teach-out assets, cost reimbursement, and third party interests.

There was some discussion on contacting each Foundation donor to receive their consent for the transfer of funds and get their feedback regarding the transition. There was also some discussion on what funds would stay with USF (student fees and research funds) and what funds would transfer over to Florida Polytechnic.

Trustee Wilson asked if all the funds would need to be transferred at one time or if it will be transferred over a period of time. Steve Prevaux advised that there are different points of view; and that there is a law that became effective April 20, 2012, and we will need to comply with that statute as soon as possible. He advised he would like to have it all transferred at one time, but he knows that there are some things that will take time and will have to be transferred at a later date. Trustee Wilson

advised that Florida Polytechnic is going to need a CFO and COO and a place for them to work and hire people. He would like to see this done very soon with the help of USF. Steve Prevaux noted that there is a limited use assignment for the building they are currently holding the meeting (OPP) to secure as their home-base operations and a PK contract which transfers the independent consultant construction agreement with PK. The room and PK contract have already been pre-paid to 2014. The contract states it is contingent upon the full Board signing. The Committee will present this at the next Board meeting scheduled for September 5, 2014 for Board approval, and also recommend giving the President (when hired) and Committee more authority.

Chair Gidel asked if there are any construction plans for further development or will the Board need to begin working on construction plans. John Long advised that USF was to provide oversight, management and construction on Phase 1 and building 1 only; it does not look like any of the technical parts were completed. There is a Master Plan and Campus Development Plan, but will need to look at the plan detail and determine if there is anything Florida Poly will like to change.

Chair Gidel asked if he is beholden to Santiago Calatrava for the remainder of the development of the campus. John Long advised that Florida Poly is not locked-in with the subcontractors and he does not believe that beyond project 555 Florida Poly is bound to Calatrava. He suggested looking at the Master Plan. Chair Gidel asked if Florida Poly owns the plans that have Calatrava characteristics. John Long advised that there is a general consensus that Florida Poly owns the plans. Chris Kinsley also advised that a Master Plan and Campus Development Plan completed, but that the Master Plan has been revised, but it has not been approved by USF. The Florida Polytechnic University Board will need to review and approve the revised Master Plan, and Florida Poly is not further committed to Calatrava.

John Long presented an update on construction that was to be presented at the last BOG meeting. The original plan that was designed in 2009 was a \$112 million project. The total funds available as of today is \$100 million, so there is a \$12 million difference.

Chair Gidel asked if any USF personnel will transfer over to Florida Poly. John Long advised that USF employees can apply and be hired for positions at Florida Poly. Chair Gidel asked if it would be possible to hire clients who have worked on USF Poly construction and other site projects. Steve Prevaux noted that he is open to discussing that with USF and outside counsel.

Chair Gidel advised that there are some things that we need to have in place immediately and then Florida Poly can work with the other items. One of the items that needs to be put into place now is a shared service agreement.

Vikki Shirley advised that there were two leases coming up for renewal at the end of September. John Long advised that some of the leases can be cancelled by the Florida Poly Board without notice, but he does recommend giving them a 30 day notice to be courteous. The two leases that are up for renewal are located in Winter Haven, Florida. There is video production equipment and Star Wars statues at the Blue Sky East location. There is also a wall of video screens. Trustee Wilson recommended doing an inventory for the items that are in the two buildings at the Winter Haven location and then determine if the equipment will remain with Florida Poly or be given to USF.

John Long advised that some of the leases require the leased space be put back to the original condition. One of the spaces has a slide that goes from the second floor to the first floor and the landlord has requested it to be removed.

### 3. Shared Services Agreement

Matt Fajack is drafting an MOU of the services UF will provide to Florida Poly and then UF's president will need to approve it. The MOU will include: administrative services, disbursement, cash management, payroll, construction management, and other similar services. Payroll will be one of the most difficult to get together. Matt Fajack asked if there are any personnel that will need to be hired immediately that are outside of those administrative services. John Long advised that no personnel is being transferred over to Florida Poly, so Florida Poly will need to hire all personnel. Current USF staff can be hired, but they will need to resign from their position at USF.

John Long advised that regarding FIPR, the statute states that the institute transfers over to Florida Poly; however, if they transfer over to Florida Poly they will lose all federal funding because Florida Poly is not accredited. FIPR also has to be tied to a department of sponsored research or they lose all anonymity and confidentiality. USF provides shared services to FIPR, but they have their own money. At the last BOG meeting it was said that USF will continue to pay the Institute's bills for them until the time Florida Poly has sponsored research for FIPR and then they will transfer over to Florida Poly. Nick Trivunovich and Vikki Shirley think it would be best to create an MOU that shows USF transferred FIPR but that USF is also still helping FIPR until Florida Poly has a sponsored research department and can take it over.

Steve Prevaux advised that there are four different distinct types of accounts: 630 balances, FIPR, construction, and expenses incurred on behalf of Florida Poly (they will ask for reimbursement for these expenses at a later date).

John Long advised that the internet and phone services at the construction trailer are through Florida Lambda Rail under the USF network and Florida Lambda Rail does not allow third party billing, so on the date of the transfer it will all be cut off. Another cable company will be able to run cable lines and provide service in a couple of weeks. Vikki Shirley will talk to Florida Lambda Rail to see if something else can be done.

Carol Walker advised that with construction, the biggest concerns are 1) whether the \$12 million gap is really \$12 million; 2) to review the facilities program; and 3) to review the campus master plan.

Trustee Wilson advised that it is critical for Florida Poly to hire a COO as soon as possible. Matt Fajack said that UF's plan will include having a system for hiring people. Chair Gidel asked why Florida Poly would create an HR system different from UF. Monoka Venters advised that most systems are very similar and will have the same baseline, but there will be some differences.

Trustee Wilson believes that Florida Poly needs regulations, policies, and rules to operate under. Matt Fajack advised that Florida Poly will have access to UF's regulations and policies.

Matt Fajack asked if USF has drawn any new appropriations for 2013. Nick Trivunovich advised that new appropriations have not been disbursed and they are all pristine. There was some discussion of the process of requesting money from BOG.

Trustee Wilson asked if there will be a draft of the agreement to present to the Board of Trustees at the next meeting on September 5, 2012. Matt Fajack answered that he hopes there will be a draft, but it must first be approved by UF's president.

#### 4. Concluding Remarks and Adjournment

Chair Gidel asked if there are any remaining questions from those around the table or the attending guests. Monoka Venters advised that she will be posting the notice for the next meeting to be held on September 5, 2012. There will be a tour of the Florida Poly campus at 9 a.m., followed by a mid-morning meeting, and then the meeting at 12:30 p.m. at the Lakeland City Hall. USF will plan to have a representative at those meetings.

Chair Gidel asked what the reaction of the local community has been regarding the transition. Trustee Wilson advised that he believes everyone has been very positive. There was a request by the mayor and other people who would like to come to the next meeting on September 5, 2012 and say a few words on behalf of the community. Vikki Shirley asked if Rick Stephens can be at the next meeting as it would be valuable for him to be at that meeting.

With no further business to discuss, the Transition Committee meeting adjourned at 11:29 a.m.