

**AMARILLO COLLEGE BOARD OF REGENTS
MINUTES OF SPECIAL BOARD MEETING
November 14, 2012**

REGENTS PRESENT: Mr. Don L. Nicholson, Vice Chair; Ms. Mary Jane Nelson, Secretary; Mr. Carroll M. Forrester; Ms. Michele Fortunato; Dr. Gene Norman; Mr. H. Bryan Poff; Dr. Paul L. Proffer; and Dr. David C. Woodburn

REGENT ABSENT: Mr. John D. Hicks, Chair

OTHERS PRESENT: Mr. Terry Berg, Vice President of Business Affairs; Mr. Lee M. Colaw, Chief Information Officer; and Dr. Paul Matney, President

Ms. Olga Bustos – representing Classified Employees Council
Mr. Casey Dean – West Texas A&M University Student
Mr. Jimmy Ewell – West Texas A&M University Student
Ms. Brenda Goheen – West Texas A&M University Student
Ms. Heather Goheen – West Texas A&M University Student
Mr. Conrod Gouibourne, Jr. – West Texas A&M University Student
Mr. Sawyer Horton – West Texas A&M University Student
Mr. Taylor Johnson – West Texas A&M University Student
Mr. Ryan Lechner – West Texas A&M University Student
Mr. Zac Lechner – West Texas A&M University Student
Ms. Lauren Lindesy – West Texas A&M University Student
Mr. Jacob Mayer – representing *Amarillo Globe News*
Mrs. Lori Merriman – Executive Secretary, President's Office
Mr. Wayne Moore – Attorney, Sprouse, Shrader, Smith P.C.
Mr. Greg Rohloff – representing *Amarillo Independent*
Mrs. Brenda Sadler – Exec. Asst., Pres's Off. and Asst. Secy. to the Board of Regents
Mr. Jacob Slehan – West Texas A&M University Student
Ms. Karina Torre – West Texas A&M University Student
Ms. Amber Walker – West Texas A&M University Student
Mr. Mark White – Attorney, Sprouse, Shrader, Smith P.C.
Mr. Jeramy Wren – West Texas A&M University Student
Mr. Joseph Wyatt – Communications Coordinator, College Relations

The meeting was called to order by Mr. Don Nicholson, Vice Chairman. He welcomed all present and asked if there were any public comments. Dr. Norman gave the invocation.

CONSIDERATION OF SALE OF EAST PROPERTY LAND BY CONTRACT WITH AN INDEPENDENT FOUNDATION:

After much discussion, the Board reached a consensus that the independent foundation for the project be named the Amarillo Foundation for Education and Business (AFEB).

With respect to the Unanimous Written Consent in Lieu of Organizational Meeting of the Directors of AFEB, Ms. Fortunato moved that this document be approved by the Regents and that Ms. Nelson, Mr. Nicholson and Dr. Proffer be authorized to sign said document subject to modification of the conflict of interest policy to reflect that the Board will decide whether there

CONSIDERATION OF SALE OF EAST PROPERTY LAND BY CONTRACT WITH AN INDEPENDENT FOUNDATION Continued:

exists a conflict of interest. The motion was seconded by Dr. Woodburn and passed 6 – 2. The “nay” votes were cast by Mr. Forrester and Mr. Poff.

With respect to the Certificate of Formation of AFEB, Dr. Woodburn moved that the Regents approve the document and that Mark White, as organizer, be authorized to execute the document subject to Ms. Fortunato’s request that Exhibit “A” and “B” be deleted and the corresponding language about Exhibit “A” be deleted in Article 5. The motion was seconded by Dr. Proffer and passed by a vote of 6 – 2. The “nay” votes were cast by Mr. Forrester and Mr. Poff.

With respect to the AFEB Bylaws, Dr. Woodburn moved that the bylaws be approved by the Regents and that Ms. Nelson, Mr. Nicholson and Dr. Proffer be authorized to sign such document, subject to Ms. Fortunato’s request that the word “present” be deleted from Section 2.12, that Article 4 be revised to provide for two types of committees, with one type of committee being comprised of board members and another type of committee being comprised of non-board members, but with the stipulation that a board member must be present at all committee meetings, and Mr. Poff’s suggestion that the Section 10.01 be drafted more restrictively (concerning the “irrespective of the legal theory”) language. The motion was seconded by Ms. Fortunato and the motion passed 6 – 2. The “nay” votes were cast by Mr. Forrester and Mr. Poff.

With respect to the Northeast Project Declaration of Covenants, Conditions, Restrictions, and Specifications, Dr. Woodburn moved that the document be approved subject to a redrafting of Article 1.3 such that all existing and new Amarillo College residential buildings be grandfathered, and Article 3.4 be redrafted to have the language tied to City ordinances. The motion was seconded by Ms. Fortunato and passed unanimously.

At this point, Dr. Norman left the meeting, but a quorum was still present.

With respect to the Development Tract #1 Real Estate Contract, Ms. Fortunato moved that the document be approved. Ms. Nelson seconded the motion and passed 5 – 2. The “nay” votes were cast by Mr. Forrester and Mr. Poff.

With respect to the Standard Development Tract # _____ Real Estate Contract, Ms. Fortunato moved that it be approved. Ms. Nelson seconded the motion and the motion passed 5 – 2. The “nay” votes were cast by Mr. Forrester and Mr. Poff.

With respect to the AC Northeast Property Development Agreement, Ms. Fortunato moved that it be approved subject to the inclusion of cross-default language and automatic termination language in Section 13. The motion was seconded by Ms. Nelson and passed 5 – 2. The “nay” votes were cast by Mr. Forrester and Mr. Poff.

With respect to the Memorandum of Agreement, Ms. Fortunato moved that the document be approved subject to the date correction in paragraph three on page 1 and that Mr. Hicks be authorized to sign the document. The motion was seconded by Dr. Proffer and passed 5 – 2. The “nay” votes were cast by Mr. Forrester and Mr. Poff.

CONSIDERATION OF SALE OF EAST PROPERTY LAND BY CONTRACT WITH AN INDEPENDENT FOUNDATION Continued:

With respect to the Real Estate Sales Agreement and Contract for Deed, Ms. Fortunato moved that this document be approved subject to the inclusion of cross default language consistent with the development agreement, an amendment to exclude residential development except by approval by the AFEB, the deletion of the word “current” in paragraph 3 on page three, a redrafting paragraph 8-C (as it conflicts with paragraph 7 A(3) of the Development Tract Contract), and the redrafting of the last paragraph of Section 12 to include the word “automatically.” The motion was seconded by Dr. Proffer and passed unanimously.

Mr. Forrester moved that the board reconsider the Real Estate Sales Agreement and Contract for Deed so that it could be amended to include a provision that Prana maintain the property under contract until sold. The motion was seconded by Mr. Poff and the motion failed by a vote of 2 in favor and 5 opposed.

Discussion was had about whether the maps attached to the documents are accurate, and whether Building V and the electric utility poles used for training were included in the property being sold. Mark White indicated that they were not, and an updated survey and maps would be provided.

ADJOURNMENT:

There being no further business, the meeting was adjourned.

Mary Jane Nelson, Secretary