

**MEETING OF THE  
OHIO HIGHER EDUCATIONAL FACILITY COMMISSION**

**LOCATION: OHIO DEPT. OF EDUCATION BUILDING  
25 S. FRONT STREET, COLUMBUS  
1<sup>ST</sup> FLOOR CONFERENCE ROOM**

**AGENDA**

**Wednesday, December 18, 2024  
11:00 A.M. – 2:00 P.M.**

1. CALL TO ORDER AND ROLL CALL
2. CERTIFICATION OF CONFORMITY WITH SECTION 121.22(F) OHIO REVISED CODE
3. APPROVAL OF MINUTES, MEETING OF NOVEMBER 20, 2024
4. JOHN CARROLL UNIVERSITY (FINAL APPROVAL – ISSUANCE OF BONDS TO FINANCE PROJECTS)
5. THE UNIVERSITY OF DAYTON (PRELIMINARY APPROVAL – ISSUANCE OF BONDS TO FINANCE AND REFINANCE PROJECTS)
6. PUBLIC HEARING FOR UNIVERSITY OF DAYTON
7. TERMINATION OF NOTRE DAME COLLEGE LEASES
8. CONVERSIONS OF BONDS FOR UNIVERSITY HOSPITALS (CONVERSION TO A NEW INTEREST RATE PERIOD)
9. OTHER BUSINESS
10. ADJOURN.

# OHIO HIGHER EDUCATIONAL FACILITY COMMISSION

## MINUTES OF THE MEETING OF THE COMMISSION

November 20, 2024

The Ohio Higher Educational Facility Commission (the "Commission") met on Wednesday, November 20, 2024, at 11:00 a.m. at 25 S. Front Street, Columbus, Ohio, due written notice of which had been given to all members of the Commission.

The following members attended: Thomas Needles, Chair; Frederick Church, Vice Chair; John Martin, Secretary; Michael Gonsiorowski; John Adams; John Rozic; Susan Tate and William Elliott. Also present were: Kevin Holtsberry of the Ohio Department of Higher Education; Alexander G. Burlingame of Squire Patton Boggs (US) LLP, Bond Counsel to the Commission; Jeff Fogel, Assistant General Counsel, Ohio Department of Higher Education; and representatives of the institutions appearing before the Commission.

The meeting was called to order by the Chair. Upon call of the roll, the Secretary declared that a quorum was present. He also stated that the notice of this meeting had been given to all media, organizations or other persons who requested that information in accordance, and in full compliance, with Section 121.22 of the Revised Code.

The Chair noted that the minutes of the Commission meeting of October 16, 2024 were sent to each member prior to this meeting. Upon a motion by Mr. Adams that was seconded by Mr. Gonsiorowski, all Commission members present approved those minutes.

### CLEVELAND INSTITUTE OF MUSIC

The Chair next called upon Brian Foss, Chief Financial Officer, to update the Commission members regarding The Cleveland Institute of Music's financing request. The Institute received preliminary approval at the Commission's May 2024 meeting. Mr. Foss thanked the Commission members. The Institute has a new saxophone room and three new faculty members, including highly regarded pianist Gabriella Montero. The Institute partners with Case Western Reserve University for student housing, meal plans and health services. Fiscal Year 2024 was strong for the Institute, resulting in a positive operating margin, with positive giving and over a thirteen percent return on endowment. Earlier this year the faculty voted to unionize and this Institute is in the early stages of a collective bargaining process. Piper Sandler is acting as the Institute's placement agent. The proposed bonds will be purchased by an affiliate of KeyBank that has been selected by the Institute. Proceeds of this draw-down bond issue will primarily be used as bridge financing for Kulas Hall improvements. The bonds will be paid down as gift receipts come in. Improvements include upgraded HVAC and duct work, as well as improved ADA facilities. Mr. Foss then inquired as to whether there were any questions.

In response to questions from Ms. Tate and Mr. Gonsiorowski, Mr. Foss noted that faculty will be members of the American Federation of Musicians. That union represents performing

musicians. In response to questions from Mr. Rozic and Mr. Needles, Mr. Foss confirmed that the Institute has a good working relationship with the Cleveland Orchestra. A faculty member is in the Orchestra and the Institute uses Severance Hall from time to time for performances. Institute students have performed at Playhouse Square. The bond financed project is situated on the Institute's campus. Enrollment was down by approximately 25 students this fall, in part due to FAFSA and demographic issues. In contrast to other career fields, students sometimes leave before graduation if performance or other music related opportunities arise. Some students go into traditional careers, but must stay in the music field. In response to further questions from Mr. Needles and Mr. Gonsiorowski, Mr. Foss stated that Gabriella Montero is from Venezuela and is based in Maryland. She travels to Cleveland. The Institute is the only school in the Midwest that focuses on music. In response to questions from Mr. Rozic, Mr. Foss noted that students do have opportunities to take classes at Case Western Reserve University, and Case students can take classes at the Institute. There are some, but not many, students that have double majors (one at the Institute and one at Case). Institute students graduate with a Bachelor of Music degree.

Mr. Burlingame stated that the bond documents have been prepared and are presented in substantially final form. The resolution under consideration approves the issuance of the bonds and related documents.

Mr. Tate moved and Mr. Rozic seconded the motion that Resolution No. 2024-12 be adopted.

There being no further discussion, the Chair called for the roll and, pursuant to the roll call, the following votes were cast:

Aye: Adams; Church; Gonsiorowski; Elliott; Martin; Needles; Rozic; Tate

Nay: None

The Secretary declared the motion passed and Resolution No. 2024-12 adopted.

Resolution No. 2024-12 is as follows:

## THE COLLEGE OF WOOSTER

The Chair next called upon David Jones, Vice President for Finance and Business, to update the Commission members regarding The College of Wooster's financing request. The College received preliminary approval at the October meeting. Mr. Jones stated that all Board approvals are in place to finance improvements to Douglass and Compton student residence halls. Huntington Bank has been selected by the College as bond purchaser, and the bond will be an approximately two and one-half year draw-down bond. Compton Hall improvements should be completed by summer of 2027. Approximately \$18.5 million of bond proceeds will be for Douglass Hall and \$11.5 million will be for Compton Hall. Both are older buildings with need for modernization, including upgraded ADA facilities. Bond proceeds will be used to reimburse expenses paid by the College for Douglass Hall improvements. Costs of Compton Hall improvements will also be paid for through philanthropy and operations. The College is evaluating the need for improvements to Holden Hall which is over one hundred years old. The College has hired a new Vice President of Enrollment that starts in January and who has prior experience at Vanderbilt and University of North Carolina. Most of the College Cabinet has, with the President, been at the College for approximately one-year. The College is working to maintain its focus on liberal arts. Areas of emphasis for the physical plant include residence halls and the energy plant. Mr. Jones then inquired as to whether there were any questions.

In response to questions from Ms. Tate and Mr. Rozic, Mr. Jones noted that the President joined the College in 2023, with most of the Cabinet joining after. The College evaluates whether to remove or rehabilitate residence facilities. There are historic, architectural and sentimental considerations for projects. At some point, there may be a demolition of residence facilities. Holden Hall is the College's largest residence hall with over two hundred and fifty beds. Holden Hall is not part of this financing. In response to questions from Mr. Needles, Mr. Jones noted that, though enrollment has been declining from an incoming class size of 560 in 2022 to 372 in 2024, the College believes it will obtain its goal of 475. The College is being careful in its capital planning so as have facilities that align with the size of the College population. With respect to enrollment, the College will be looking at community colleges and potential transfer students in its recruitment strategy. Approximately seventeen percent of students are international students.

Mr. Burlingame stated that the bond documents have been prepared and are presented in substantially final form. The resolution under consideration approves the issuance of the bonds and related documents.

Mr. Gonsiorowski moved and Mr. Adams seconded the motion that Resolution No. 2024-13 be adopted.

There being no further discussion, the Chair called for the roll and, pursuant to the roll call, the following votes were cast:

Aye: Adams; Church; Gonsiorowski; Martin; Needles; Rozic; Tate

Nay: None

Abstain: Elliott

The Secretary declared the motion passed and Resolution No. 2024-13 adopted.

Resolution No. 2024-13 is as follows:

## DENISON UNIVERSITY

The Chair next called upon David English, Vice President for Finance and Management, to speak to the Commission members regarding Denison University's financing request. Mr. English confirmed that the proposed bonds are to refinance outstanding 2015 University bonds. Those bonds are subject to redemption this Spring. There are no new projects to be financed. These bonds are expected to have approximately the same life as the existing bonds. The University has selected Goldman Sachs as underwriter. Mr. English then inquired as to whether there were any questions.

In response to questions from Ms. Gonsiorowski and Mr. Adams, Mr. English confirmed that a five percent coupon on the bonds is expected and preferred by the underwriter. The proposed bonds are expected to be issued with original issue premium and at a par amount less than the outstanding par amount of the bonds to be refunded. Approximately \$300 thousand of annual cashflow savings is expected. In response to questions from Mr. Needles, Mr. English noted that the University will have additional financing needs as refunding opportunities arise, and also to finance facilities, including student residence facilities. Doane Administration Building is being converted for use in academic programs, including data analytics and computer science. Artificial intelligence is emerging and part of these and other programs. In response to further questions from Mr. Gonsiorowski and Mr. Needles, Mr. English confirmed that the refunded bonds will be redeemed in late Spring when they are subject to redemption. Student demand is strong, with a most recent entering class size of over 620 students. The University has handled FAFSFA issues well and net tuition revenue has increased. Schools with whom the University competes include Ohio State, Miami, Colgate, Bucknell, Elon, Lafayette, Wake Forest and Kenyon.

Mr. Burlingame noted that the agenda includes the public hearing for the proposed financing for Denison University as required by federal tax rules. Notice of the public hearing was posted in accordance with those rules. Mr. Holtsberry noted that the Commission did not receive questions or comments in the mail or by email prior to the hearing. There being no further questions or comments, the hearing was closed.

Mr. Burlingame stated that the bond documents have been prepared and are presented in substantially final form. The resolution under consideration approves the issuance of the bonds and related documents.

Mr. Gonsiorowski moved and Mr. Rozic seconded the motion that Resolution No. 2024-14 be adopted.

There being no further discussion, the Chair called for the roll and, pursuant to the roll call, the following votes were cast:

Aye: Adams; Church; Gonsiorowski; Jackson; Martin; Needles; Tate

Nay: None

Abstain: Elliott


The Secretary declared the motion passed and Resolution No. 2024-14 adopted.

Resolution No. 2024-14 is as follows:

**OTHER BUSINESS AND CALL OF NEXT MEETING AND ADJOURNMENT**

The Chair recognized Jeff Fogel, Assistant General Counsel, Ohio Department of Higher Education. Mr. Fogel reminded the Commission members about the need to complete annual ethics training and annual financial disclosure statements. Mr. Fogel also discussed conflict of interest rules with Commission members and encouraged members to reach out to him with conflicts questions. Mr. Holtsberry assists with tracking annual reporting and training compliance and will distribute a link to the annual online ethics training.

It is now expected that the Commission will next meet on December 18, 2024, if necessary, or upon the call of the Chair. On a motion duly made and seconded, the meeting was adjourned.

  
\_\_\_\_\_  
Secretary



