OHIO HIGHER EDUCATIONAL FACILITY COMMISSION

MINUTES OF THE MEETING OF THE COMMISSION

November 19, 2025

The Ohio Higher Educational Facility Commission (the "Commission") met on Wednesday, November 19, 2025, 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; Kelly Weir, Vice Chair; Michael Gonsiorowski; William Elliott; John Adams; John Rozic; Richard Simpson and Mary Grace Pattison. Absent: John Martin. Also present were: Alexander G. Burlingame of Squire Patton Boggs (US) LLP, Bond Counsel to the Commission; and representatives of the institutions appearing before the Commission. Ms. Weir is serving as Acting Secretary for the meeting.

The meeting was called to order by the Chair. Upon call of the roll, the Acting Secretary declared that a quorum was present. She 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 welcomed Richard Simpson to the Commission.

The Chair noted that the minutes of the Commission meeting of October 15, 2025 were sent to each member prior to this meeting. Upon a motion by Mr. Rozic that was seconded by Mr. Adams, all Commission members present approved those minutes.

TIFFIN UNIVERSITY

The Chair next called on Dr. Lillian Schumacher, President, to speak to the Commission members regarding Tiffin University's financing request. President Schumacher was joined by Joel Wilkins, Vice President for Strategic Financial Administration and Initiatives. President Schumacher thanked the Commission members. She has been at the University for 15 years, ten of which have been as President. Mr. Wilkins noted that he has worked at the University for thirteen years, three of which have been as chief financial officer. President Schumacher noted that the University has experienced growth since 2020. It experiences the same challenges as other small private institutions of higher education and is focused on being entrepreneurial. The University was founded in the late nineteenth century. Since 2002 enrollment has increased from approximately 3,000 to 3,700, of which approximately 1,500 are traditional students. The University emphasizes its participation in Division II athletics and preforming arts. Non-traditional students attend through online programs, including the online Masters of Business Administration program. The University maintains overseas programs, including in Bucharest.

President Schumacher continued by noting that growth has been in traditional and online programs. Many institutions, like the University, are focused on professional programs and internship programs. The University has instituted fellowship programs, including programs related to "cold cases," violent crimes and innovation and entrepreneurship. The University campus is newer. It started as a business college and now has programs in technology, data analytics and criminal justice. The University is starting an online Master of Science in Nursing program, including a dual MSN and MBA program. President Schumacher further noted that University athletes are recognized for their academic performance. The University held a ribbon cutting earlier this year for its new Center for Innovation and Learning. In connection with the current financing request, President Schumacher stated that the University is in need of student housing facilities. In order to meet student demand, the University rents or owns numerous houses for lease to students. Tiffin, Ohio is experiencing housing capacity challenges. The University is about to enter the second phase of a fundraising campaign that is going well. It recently undertook a "Giving Day" on which it raised over $500 thousand. The University connects with members of the Tiffin community, including through its Friday continuing education programs. Attendees often eat lunch with students afterwards.

In response to questions from Ms. Pattison and Mr. Elltiott, President Schumacher confirmed that the University is moving to a four-year residency requirement to enrich the campus community. Mr. Wilkins noted that he expects that the proposed bonds will be traditional fixed rate debt amortizing over a 35-year period. The University is working with PFM as financial advisor and recently had its S&P BBB- rating affirmed. In response to further questions from Mr. Rozic and Ms. Pattison, Mr. Wilkins noted that with the new campus housing some existing houses will be sold and some will be repurposed. One benefit of the new on campus housing will be to reduce the number of houses where student residents have to cross a busy street in order to get to campus. The proposed housing will be phased in two parts with a connector between them. President Schumacher and Mr. Wilkins continued by noting that students who live within 30 miles of campus are exempt from the residency requirement for student housing. The University has less control over the quality of off campus leased houses. There is no public transportation in Tiffin and student houses are as far as two and half miles from campus. President Schumacher continued by noting that student growth is coming from Ohio and states that border it. Athletics has been a driver for growth and the University actively works to manage its discount rate.

In response to questions from Mr. Rozic, President Schumacher confirmed that most online students are from Ohio, but that the reach of its graduate level programs is global. Some online programs require periodic campus visits. Some traditional students also take classes online. In response to questions from Mr. Adams and Mr. Gonsiorowski, President Schumacher and Mr. Wilkins noted that S&P was advised of the proposed financing at the last rating review. The current proposed bonds have not yet been rated. The endowment is valued at approximately $23 million. It had been approximately $9 million when President Schumacher started. The University undertook a feasibility study to determine that debt service on the proposed bonds would be supported. The new facility will include food service, common areas and recreational facilities. In response to further questions from Mr. Rozic and Mr. Adams, President Schumaker and Mr. Wilkins confirmed that the financing is for the new project. There is no refinancing. The facility will include approximately 450 beds and currently is scheduled to open by fall of 2028. It will represent facilities that are both replacement of off-campus houses and to accommodate enrollment growth. The first half of the facilities will be for replacement purposes.

In response to questions from Mr. Elliott and Ms. Pattison, Mr. Wilkins noted that an underwriter had not been selected by the University yet. They are hoping to close the financing in the next two months. The bonds are expected to amortize over 35 years at fixed interest rates. The all-in borrowing size is expected to be approximately $55 million, but funds for project costs will be less. With respect to demand for local housing and Heidelberg College, Mr. Wilkins noted that landlords like the University as it will assist in maintaining the houses it rents. With respect to the four-year housing requirement and local housing demand, the increased requirement will help with University revenues and also open more housing opportunities for faculty. In response to questions from Mr. Needles and Mr. Rozic, President Schumacher and Mr. Wilkins noted that the University uses a detailed model to measure future anticipated enrollment out to five years. This helps measure anticipated online and traditional enrollment. The University accepts all credit transfers. Online programs are priced differently and the on campus enrollment goal is 1,700. Online graduate programs are not discounted but the price includes all course materials. In response to a question from Mr. Rozic, President Schumacher noted that there has been a decline in international students. A limited amount of international student coursework is online due to visa requirements.

Mr. Burlingame stated that the resolution approves the Preliminary Agreement with the University. That agreement and related resolution preliminarily approve the project and the financing transaction.

Mr. Elliott moved and Mr. Adams seconded the motion that Resolution No. 2025-11 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; Gonsiorowski; Elliott; Needles; Pattison; Rozic; Simpson; Weir

Nay: None

The Acting Secretary declared the motion passed and Resolution No. 2025-11 adopted.

Resolution No. 2025-11 is as follows:

WITTENBERG UNIVERSITY

Robert Feigenson of Morgan Stanley joined University officers and Board members on behalf of Wittenberg University. Mr. Feigenson noted that he has worked on Commission financings for Oberlin College and Case Western Reserve University. He also has worked on financings for Ohio cultural institutions. Also attending on behalf of the University were: Christian Brady, President; Bill Edwards, Board of Directors Chair; Doug Kentfield, Member of the Board and Chair, Committee on Finance and Investments; Charlie Giffin, Member of the Board and Committee on Finance and Investments; and Bob Rood, Interim Vice President for Finance. Mr. Edwards noted that he is a University graduate, as were his parents. He is a partner at the Taft law firm. Mr. Kentfield noted that he is a committee chair and works in wealth management. Mr. Giffin noted that he is a University graduate and head of public finance at JPMorgan. Mr. Rood noted that he is serving as chief financial officer in an interim capacity. In his career he also has been chief financial officer at Lourdes University.

President Brady noted that he most recently was Dean of the Honors College at the University of Kentucky. He also had been Interim Dean of the College Arts and Science at the University of Kentucky and has held positions at Tulane University and Penn State University. The University is well established, founded 180 years ago. It has faced headwinds. The endowment is approximately $73 million and enrollment is approximately one thousand. The University's goal is to regrow enrollment, driven in part by new vice presidents and fundraising. Since July, the University has received $4 million of donor commitment. Applications have increased and the President is hoping for 400 freshman next year. Additional sports programs have been added, including women's hockey and wrestling. The University needs to refinance debt to provide a runway to implement regrowth. The financing will not be a "silver bullet." Alumni are committed to the University's success.

In response to Mr. Gonsiorowski's question about the going concern footnote in the University's last available audit, Mr. Rood noted that the new audit should be complete by the end of January and he does not expect a going concern note in the new audit. Mr. Feigenson noted that the proposed bond could be issued as public or private debt. Mr. Giffin noted that existing debt could be retired at par or at a market discount. In response to questions from Mr. Adams and Ms. Pattison, Mr. Giffin noted the goal is refinance all University debt. The proposed bonds would include increased mortgage security for bondholders and flexibility for the University to dispose of certain assets. The proposed bonds would provide near term cash flow relief and the structure may include capital appreciation bonds. In response to further questions from Mr. Simpson and Mr. Adams, Mr. Giffin noted that the proceeds for University projects would only be to meet immediate University facilities needs. President Brady continued by noting that the University has capacity for 2,200 students and the University will not be using a "build it and they will come" framework for future projects. Future projects should be donor funded. Mr. Giffin noted both the existing bonds and proposed bonds will bear interest at fixed rates. In response to a question from Ms. Pattison, President Brady noted that new Vice President for Enrollment had come from Ursuline College. The new Vice President for Advancement came from Otterbein University.

In response to questions from Mr. Rozic, President Brady noted that headwinds included negative 2024 national press relating to the City of Springfield and political matters that had an adverse impact on University recruiting efforts. Faculty, staff and program reductions also have been difficult for the University community. President Brady and Mr. Edwards noted the University's commitment to the liberal arts. Mr. Brady noted the role of that commitment in his decision to come to the University. Mr. Edwards and Mr. Kentfield confirmed that the impact of 2024 political focus on Springfield seems to have passed. In response to questions from Mr. Gonsiorowski and Mr. Needles, President Brady acknowledged the announcement of the University's placement on probation by the Higher Learning Commission (HLC). The University is scheduled for full review in 2027. Although the announcement just came up, it looks back at factors reviewed earlier in the year. The University is aided by its ability to utilize unrestricted portions of its endowment. In response to questions from Mr. Adams and Ms. Pattison, Mr. Feigenson noted that JPMorgan is not working on the proposed financing due to conflict of interest policy and Mr. Giffin being a member of the University Board. Mr. Brady noted that with the liberal arts, the emphasis is more on how you learn. Among the most popular University programs are nursing, business, education and STEM related programs. Internships are available to those that seek them out. Mr. Edwards noted alumni leadership at Erie Insurance Group and its support of University internships.

In response to a question from Mr. Needles regarding forecast enrollment, President Brady noted that the start would be with "low hanging fruit," particularly improving retention of enrolled students and improving yield from the application pool. Enrollment of 2000 is what President Brady believes is the ideal size for the University and where it would do its best. In response to a question from Mr. Elliott, Mr. Edwards noted that part of the University's challenges over the last ten years were at the administrative level, including administrative turnover. Mr. Edwards believes enrollment of 1,600 is doable. The University needed time to heal after the last round of reductions. The President is respected by the faculty and the "vibe" on campus is good. Mr. Kentfield agreed that issues with administrative level turnover and the need for better administrative coordination and cohesiveness have contributed to University challenges. Mr. Edwards noted improved Board experience, including Mr. Giffin's financial experience. President Brady noted that he frequently eats with students. Further responding to Mr. Elliott, President Brady noted the University has struggled with its identity but that its projections are based in reality. President Brady reiterated that 2,000 enrollment is the University's ideal size and that it's focused on improving net tuition revenue. Ms. Weir noted that she would appreciate an update of the HLC action and its impact when the University returns. Mr. Giffin noted that through the financing the University is hoping to achieve cash flow relief for three years. Mr. Feigenson commented that the proposed financing also would better match asset lives. In response to questions from Ms. Weir, Mr. Giffin noted that the University is ok for the current fiscal year from a cash flow perspective. The proposed mortgage of the University campus is not risky. Much University property already is encumbered directly or indirectly by its existing financing documents through mortgages or restrictions on asset sales. Mr. Feigenson confirmed that a new mortgage would include the University campus.

In response to questions from Mr. Needles, President Brady noted that approximately $1 million of work on University facilities was of an urgent nature. The University does not agree with the accuracy of some HLC data. In terms of the HLC, the University is where it is until its next review. In response to questions from Ms. Pattison and Mr. Adams, Mr. Giffin noted that the University would like to move quickly on the financing. Mr. Rood noted that he does not anticipate the need for further extraordinary endowment draws. Mr. Edwards noted that the University will honor Ohio's UPMIFA laws. In response to a question from Mr. Gonsiorowski in respect the prospects of the financing being accomplished, Mr. Feigenson noted that it's helpful that the University does not have the same exposure to international student declines and access to federal funds that other institutions have. Mr. Giffin noted that the University has been in discussion with its current majority bond holder and Mr. Edwards noted that the bondholder likely would participate in the current financing. In response to a question from Mr. Rozic, Mr. Rood noted the University's discount rate of 70%. Mr. Elliott commented that the proposed financing would give the University a three to four year window to turn around and that the Commission's reputation would be tied to the success of the University's efforts. He further noted that recent press coverage has been the subject of conversation in the community and was a cause for concern. President Brady acknowledged that he had questions of his own when he joined the University and that his reputation was involved too. He feels confident in the University's future. Ms. Weir commented that she would like to hear more about the University's contingency plans if enrollment targets are not met given demographic and other factors.

Mr. Burlingame stated that the resolution approves the Preliminary Agreement with the University. That agreement and related resolution preliminarily approve the proposed financing transaction.

Mr. Gonsiorowski moved and Mr. Elliott seconded the motion that Resolution No. 2025-12 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; Gonsiorowski; Elliott; Needles; Pattison; Rozic; Simpson; Weir

Nay: None

The Acting Secretary declared the motion passed and Resolution No. 2025-12 adopted.

Resolution No. 2025-12 is as follows:

OTHER BUSINESS AND CALL OF NEXT MEETING AND ADJOURNMENT

It is now expected that the Commission will next meet on December 17, 2025, if necessary, or upon the call of the Chair. On a motion duly made and seconded, the meeting was adjourned.

Secretary