

**THE FLORIDA INTERNATIONAL UNIVERSITY  
BOARD OF TRUSTEES**



**BOARD MEETING  
MINUTES  
29 SEPTEMBER 2006**

**I. Call to Order**

Chairman David Parker convened the meeting of The Florida International University Board of Trustees at 9:10 a.m., on Friday, 29 September 2006, at Biscayne Bay Campus, Wolfe University Center Ballrooms, North Miami, Florida.

The following attendance was recorded:

***Present:***

David Parker	Alfonso Leon
Albert Dotson	Miriam Lopez
Patricia Frost	Claudia Puig
Armando Guerra	Rosa Sagrañes
Bruce Hauptli	Herbert Wertheim
Kirk Landon	Modesto Maidique

***Excused:***

Betsy Atkins  
Sergio Pino  
Larry Kahn,  
*Chairman FIU Foundation Board of  
Directors*

**II. Chairman's Remarks:**

Chairman Parker welcomed all Trustees, University faculty and staff. He also recognized FIU Foundation Director Joan Peven Smith. He thanked the Biscayne Bay Campus staff for its hard work in making the meeting possible.

Chairman Parker thanked all of the Trustees for their participation in the 22 September 2006 Board of Trustees conference call meeting. He noted the importance of the conference call meeting as it finalized the University's only outstanding labor contract.

Chairman Parker reported that on 27 September the University announced its decision to convert approximately 150 currently outsourced custodial positions into jobs to be filled by University employees, eligible for all state funded benefits.

Chairman Parker welcomed newly-appointed Vice President for Research and Dean of the University Graduate School Dr. George Walker.

Chairman Parker recognized Vice Provost Emeritus Raul Moncarz, noting that Dr. Moncarz served from 1999-2006 as the Vice Provost for the Biscayne Bay Campus. He thanked Dr. Moncarz for the distinguished service he provided to this University.

Chairman Parker introduced newly-appointed Interim Vice Provost for Biscayne Bay Campus Dr. Damian Fernandez, noting that Dr. Fernandez is the Director of the Cuban Research Institute, Professor of International Relations and has served as Director of University Long Range Planning since 2005. He also noted that Vice Provost Fernandez joined the University in 1988 and had a distinguished record of teaching, research, administration and service.

Chairman Parker congratulated President Maidique on his 20<sup>th</sup> anniversary as President of FIU, noting that under his tenure the University became the youngest University invited to join Phi Beta Kappa, the nation's oldest and most distinguished academic honor society. Chairman Parker reported on several of President Maidique's many other accomplishments. He thanked President Maidique for his continued service and dedication to the University and to the community.

### **III. FIU Foundation Report**

Vice President for External Relations Marcos Perez reported on fund-raising progress and Alumni membership.

### **IV. Requests to Address the Board:**

*There were no requests to address the Board.*

### **V. University Report**

President Maidique reported that during September the University launched its first branding campaign as part of the Miami Herald's World Class Organization series. He noted that this campaign informed readers about Miami's world-class public University.

President Maidique reported that on September 15<sup>th</sup> he led a delegation from the University to the ribbon-cutting and official opening of the FIU-Tianjin University of Commerce (TUC), noting that at the ceremony they were joined by 14 General Managers and Human Resources leaders of Marriott's Tianjin and Beijing properties.

President Maidique commended the University's School of Journalism & Mass Communication for being described as the most experienced and best qualified school in the nation for teaching bilingual and Spanish-language journalism by *Editor & Publisher*, the nation's authoritative journal on the newspaper industry.

**VI. Items for Board Consideration:**

**A. Action Items**

**1. Consent Agenda:**

Chairman Parker announced that there was an amendment to Consent Agenda item D, Honorary Degree Recipients. He noted that the Resolution was amended as follows:

RESOLVED that the Florida International University Board of Trustees endorse Jose Carreras and Cristina Saralegui as recipients of a doctoral degree *honoris causa* from Florida International University and whose academic and professional profiles are attached to the Resolution as Exhibit "B".

Chairman Parker asked for comments on any items included in the Consent Agenda. Hearing none, the Board adopted the following Resolution:

RESOLVED, that the following matters included in the Consent Agenda are hereby approved:

- A. **MINUTES 6.13.06 (EXHIBIT "A")**
- B. **MINUTES 8.21.06 (EXHIBIT "B")**
- C. **ACCOUNTS RECEIVABLE WRITE-OFF (EXHIBIT "C")**
- D. **HONORARY DEGREE RECIPIENTS (EXHIBIT "D") – AS AMENDED**
- E. **TENURE AS A CONDITION OF EMPLOYMENT NOMINATIONS (EXHIBIT "E")**
- F. **DOCTOR IN PHYSICAL THERAPY (DPT) (EXHIBIT "F")**
- G. **TERMINATION OF B.S. IN PROSTHETICS AND ORTHOTICS (EXHIBIT "G")**
- H. **RATIFICATION OF AMENDMENT TO FIU RESEARCH FOUNDATION, INC. BYLAWS (EXHIBIT "H")**

**2. University Student Support Complex and Expansion of Football Stadium**

Vice President for Administration Marcos Perez and University Treasurer Alex Zyne presented the University Student Support Complex and the Expansion of the Football Stadium for Committee review. VP Perez highlighted the scope, rationale and objectives of the project. University Treasurer Zyne described the project's process and methodology and provided a financial summary.

After discussion, the Board adopted the following Resolution:

**WHEREAS**, in order to support the mission of Florida International University ("University") and the needs of the University's students, the University desires to develop a student support complex and an expanded football stadium on the University campus (the Project");

**WHEREAS**, the Project will be developed in two Phases. Phase I of the Project will include the construction and installation of an expansion to the existing football stadium and related infrastructure (the "Football Stadium"), and Phase II of the

Project will include the construction and installation of a student support complex and related infrastructure;

**WHEREAS**, in order to undertake the financing of the construction and installation of the expansion to the existing Football Stadium, the University desires to establish the FIU Athletics Finance Corporation, a Florida not-for-profit corporation (the "Corporation"), and designate the Corporation as a direct support organization of the University; and

**WHEREAS**, it is anticipated that in order to finance the cost of constructing the expansion to the existing Football Stadium, the Corporation will issue one or more series of Capital Improvement Revenue Bonds in an aggregate par amount not to exceed \$35,000,000 pursuant to a trust indenture with a corporate trustee to be secured by revenues generated by the Football Stadium, fund raising activities related to the Football Stadium, and a portion of the athletic fees collected by the University; and

**WHEREAS**, based on the presentation from staff regarding the estimated costs of the Football Stadium and the projected expenses and revenues related thereto, the University finds and determines that the construction and financing of the Football Stadium is a purpose consistent with the mission of the University; and

**WHEREAS**, the Corporation will enter into a management and use agreement with the University pursuant to which the University, through its Athletic Department, will agree to be responsible for the day to day operations of the Football Stadium, and pursuant to which the University will grant a limited pledge of a portion of the athletic fees in an amount which does not exceed 5 percent of the annual collection of such fees.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Trustees of Florida International University (the "Board of Trustees") as follows:

1. The Board of Trustees hereby (i) approves the development of the Project; (ii) authorizes the construction and installation of the Football Stadium, which will constitute Phase I of the Project; (iii) authorizes the establishment of the Corporation; (iv) authorizes the Corporation to issue one or more series of its Capital Improvement Revenue Bonds in order to finance the costs of construction and installation of the Football Stadium; and (v) authorizes the limited pledge of the University's athletic fees.
2. The Board of Trustees hereby authorizes the board of directors of the Corporation to adopt a financing plan to finance Phase I of the Project with the proceeds of the Capital Improvement Revenue Bonds which may be issued so long as the following parameters have been satisfied: (i) the financing

plan adopted by the board of directors complies with the debt management policy adopted by the Florida Board of Governors, or is otherwise approved by the Florida Board of Governors and the provisions of Section 1010.62, Florida Statutes have been satisfied, (ii) the aggregate principal amount of the Capital Improvement Revenue Bonds may not exceed \$35,000,000, and (iii) if issued with a fixed rate of interest, the interest rate may not exceed 6% per annum. If the Capital Improvement Bonds are issued as variable rate obligations, the exposure to changes in the interest rate may be hedged, in whole or in part, by the Corporation entering into an interest rate swap agreement pursuant to which the Corporation agrees to pay a rate of interest not to exceed 5% per annum.

3. The Board of Trustees hereby authorizes University staff to assist in the preparation of an offering document that will be used by the underwriting firm or firms to be retained by the Corporation to purchase and sell the Capital Improvement Revenue Bonds (the "Preliminary Official Statement") The President, or his designee, is hereby authorized to deem such document final and deliver a "deemed final" certificate with respect to the Preliminary Official Statement in accordance with the provisions of SEC Rule 15(c)2-12.
4. Upon the sale of the Capital Improvement Bonds to the underwriting firm or firms, the Preliminary Official Statement will need to be finalized and the Board of Trustees hereby authorizes the use and distribution of a Final Official Statement relating to the Capital Improvement Revenue Bonds by one or more underwriting firms to be selected by the Corporation related to the sale of the Capital Improvement Revenue Bonds. The form, terms and provisions of the Final Official Statement shall be substantially as set forth in the Preliminary Official Statement. The President, or his designee, is hereby authorized and directed to execute and deliver the Final Official Statement in the name and on behalf of the University, and thereupon to cause such Final Official Statement to be delivered to the underwriters with such changes, amendments, modifications, omissions and additions as may be approved by the President, or his designee. The Final Official Statement, including any such changes, amendments, modifications, omissions and additions as approved by the President, or his designee, and the information contained therein are hereby authorized to be used in connection with the sale of the Capital Improvement Revenue Bonds to the public. Execution by the President, or his designee, of the Final Official Statement shall be deemed to be conclusive evidence of approval of such changes.
5. The Board of Trustees hereby authorizes and directs the President, or his designee, to do all acts and things required of them by this Resolution or desirable or consistent with the requirements and limitations of this Resolution, the Indenture, the Debt Management Guidelines of the State of

Florida Board of Governors and any related agreements, such as any management and use agreement and any required fund raising agreement that may be required to effectuate the approvals contained in this Resolution. The President or his designee will keep the Board informed as to the progress of the Football Stadium, and the Project.

6. The Board of Trustees hereby authorizes University staff to request the approval of the issuance of the Capital Improvement Revenue Bonds by the Florida Board of Governors at the January, 2007 or at the first possible Florida Board of Governors meeting thereafter.

Trustee Alfonso Leon noted that the proposal of a Student Support Complex and the expansion of the Football Stadium was highly anticipated among the student body.

### **Committee Status Reports**

Governmental Relations Committee Chair Miriam Lopez, Finance and Audit Committee Chair Kirk Landon, Academic Policy and Student Affairs Committee Chair Herbert Wertheim and Administration and Athletics Committee Chair Albert Dotson reported on items heard by their respective Committees. Chairman Parker thanked the Committees for their work noting that their careful review of university issues was of invaluable service to the entire Board.

### **3. President's Management Review, 2005-2006**

President Maidique presented a report on his accomplishments for 2005-2006.

After discussion, the Board adopted the following Resolution:

WHEREAS, the Florida International University Board of Trustees ("the Board") has been statutorily charged with annually evaluating the University President; and

WHEREAS, the Board conducted the performance evaluation of President Modesto A. Maidique for the 2005-2006 fiscal year; and

WHEREAS, the Board must submit the evaluation to the Florida Board of Governors for review;

THEREFORE, BE IT RESOLVED, that the Board grants a "**Superior**" Performance rating to President Modesto A. Maidique in his leadership of Florida International University during fiscal year 2005-2006, including the achievement of the employment equity program goals as established by F.S. 1012.95 and the accountability goals established pursuant to F.S. 1008.46;

BE IT FURTHER RESOLVED, that the Board authorizes the Senior Vice President for Administration to submit the evaluation of the President to the Florida Board of Governors;

BE IT FURTHER RESOLVED, that the Senior Vice President for Administration is authorized to take all actions necessary to give effect to this Resolution.

#### 4. University Goals 2006-2007

President Maidique presented the University's Goals for 2006-2007.

After discussion, the Board adopted the following Resolution:

BE IT RESOLVED, that the Florida International University Board of Trustees approves the University Goals for the 2006-2007 fiscal year as presented by President Maidique; and

BE IT FURTHER RESOLVED, that these approved objectives will be one component of the President's Performance Review by the Board for 2006-2007.

#### VII. Other Business:

Chairman Parker asked if there was any other business to be brought before the Board. Trustee Armando Guerra introduced a motion for Board consideration.

After discussion, the Board adopted the following Resolution:

**WHEREAS**, Dr. Herbert A. Wertheim has compiled a distinguished record as a scientist, entrepreneur, inventor of optical processes that have improved the health of millions of people worldwide, and founder of Brainpower, Inc., a corporation that is a world leader in its field; and

**WHEREAS**, Dr. Herbert A. Wertheim has provided dynamic and dedicated volunteer leadership that has helped to build Florida International University into a major research university, serving as member and Chairman of the Board of Directors of the Florida International University Foundation, and also as co-chair of *The Campaign for FIU*, which secured more than \$200 million in private support for the University; and

**WHEREAS**, Dr. Herbert A. Wertheim was tapped by Governor Jeb Bush to be a founding member of the Board of Trustees of Florida International University and was subsequently appointed by Board Chairman David Parker as Chairman of the Academic Policy and Student Affairs Committee, as Chairman of the Board's Committee on Health and Medical Education; and



**WHEREAS**, Dr. Herbert A. and Nicole Wertheim have made significant personal and financial contributions over two decades to Florida International University that have had transformational impacts upon the performing arts and the biological sciences at the University; and

**WHEREAS**, Dr. Herbert A. Wertheim has demonstrated his strong commitment to improving the quality of health care in Florida through his tireless efforts to garner community and state support for the establishment of a College of Medicine at Florida International University, and culminating in a truly transformational gift to provide both endowment and construction funding for the University's College of Medicine providing opportunities for countless citizens to glean the benefits through improved health care and greater access to medical education and research, and continues his service to the University serving as Vice-Chair of the Search and Screen Committee for the Dean of the College of Medicine; and

**WHEREAS**, the Florida International University Board of Trustees delegated to President Modesto A. Maidique the power to take all actions necessary to name the College of Medicine at Florida International University as he deems appropriate for the benefit of the University,

**NOW, THEREFORE, BE IT RESOLVED** that the Florida International University Board of Trustees hereby ratifies the President's recommendation that the Florida International University College of Medicine be designated as the Herbert Wertheim College of Medicine at Florida International University; and

**BE IT FURTHER RESOLVED** that the University Administration take all actions necessary to give effect to this Resolution.

Trustee Herbert Wertheim thanked the administration and the Trustees of the University for the honor and responsibility that has been bestowed upon him and his family upon the naming of the Herbert Wertheim College of Medicine.

**VIII. Adjournment:**

Since there was no other business to come before the Board, the meeting of the Florida International University Board of Trustees was adjourned on Friday, 29 September 2006, at 11:26 p.m.



APPROVED  
5 DECEMBER 2006

The Florida International University  
Board of Trustees  
Minutes  
29 September 2006  
Page 9

---

David Parker  
*Chairman*  
*FIU Board of Trustees*

---

Modesto A. Maidique  
*Corporate Secretary*  
*FIU Board of Trustees*

*Attachments: Exhibits "A," "B," "C," "D," "E," "F," "G," & "H"*