**BE IT REMEMBERED**, That the Mississippi Board of Trustees of State Institutions of Higher Learning of the State of Mississippi met in a regular session at Longleaf Plantation in Purvis, Mississippi, at 9:00 a.m., and pursuant to notice in writing mailed by certified letter with return receipt requested on November 22, 2016, to each and every member of said Board, said date being at least five days prior to this September 21, 2017 meeting. At the above-named place there were present the following members to wit: Mr. Tom Duff, Dr. Ford Dye, Mr. Shane Hooper, Ms. Ann H. Lamar, Dr. Alfred E. McNair, Jr., Mr. Chip Morgan, Mr. Hal Parker, Mr. Alan Perry, Ms. Christine Pickering, Dr. Douglas Rouse, Mr. C.D. Smith and Dr. J. Walt Starr. The meeting was called to order by C.D. Smith, President. Trustee Dye acknowledged Mr. Marcus Thompson, IHL Chief Administrative Officer, to give the prayer.

# APPROVAL OF THE MINUTES

On motion by Trustee Dye, seconded by Trustee Pickering, all Trustees legally present and participating voted unanimously to approve the Minutes of the Board meeting held on August 17, 2017.

# **PRESENTATION**

• Dr. Rodney Bennett, President of the University of Southern Mississippi; Mr. Houston Ernst, Assistant to the President at USM, and Ms. Allyson Easterwood, Interim Vice President for Finance & University Controller at USM, provided a presentation on the university's current athletic funding and needs of the future.

# **CONSENT AGENDAS**

On motion by Trustee Pickering, seconded by Trustee Hooper, all Trustees legally present and participating voted unanimously to approve the following Consent Agendas.

# **ACADEMIC AFFAIRS**

1. **DSU** – Approved the following academic program: Bachelor of Science in General Studies (DSU Complete 2 Compete Adult Completion Program) degree (CIP 24.0102).

### **FINANCE**

2. MUW – Exhibit 1 represents approval of the Mississippi Information Technology Services (MS-ITS) Board to extend Ellucian Technical Currency and support services for the Ellucian software suite of products for Mississippi University for Women (MUW). The Attorney General's staff assigned to the MS-ITS reviewed this amendment prior to its execution. The supplement to the Master Agreement for software and services is between Ellucian Company, L.P. and MS-ITS behalf of MUW. (See Exhibit 1.)

# PERSONNEL REPORT

# 3. **EMPLOYMENT**

# **Alcorn State University**

- Banks, Ivan; Interim Dean, School of Education and Psychology; salary \$135,000 per annum, pro rata; E&G Funds; 12-month contract; effective August 14, 2017 to June 30, 2018
- Gilmer, Christopher; Executive Director of the Vicksburg Center; salary \$115,000 per annum, pro rata; E&G Funds; 12-month contract; effective July 1, 2017 to June 30, 2018

# 4. CHANGE OF STATUS

## Mississippi Valley State University

• Joseph Wahome; from Associate Professor of Biology with tenure in Department of Natural Science and Environmental Health; salary of \$62,917 per annum, pro rata; *Ayers* Funds; 9-month contract; termination effective June 1, 2017

### ADMINISTRATION/POLICY

- 5. **SYSTEM** Approved the appointment of Mr. Bill LaForge, President of Delta State University, to replace Dr. Rodney Bennett, President of the University of Southern Mississippi, on the Education Achievement Council and the re-appointment of Dr. William Bynum in his new role of President of Jackson State University. There is no length of term in the statute for these appointments.
- 6. **SYSTEM** Approved a right-of-way easement between Entergy Mississippi, Inc. and IHL for the current "Primary Electrical Replacement" project at the IHL campus. This easement will give legal access to Entergy for installing and servicing the leased power supply lines and transformers that were negotiated with Entergy as part of the project. The easement will run from the main power feed at Eastover drive to the transformer at the back of the power plant and continue to the new transformer that has been installed to the east of the parking garage. A copy of the right-of-way instrument is included in the bound *September 21*, 2017 Board Working File.

# FINANCE AGENDA

Presented by Trustee Christy Pickering, Chair

On motion by Trustee Hooper, seconded by Trustee Pickering, all Trustees legally present and participating voted unanimously to approve agenda item #1 as submitted on the Finance Agenda.

1. **UM** – Approved the request for the University of Mississippi Educational Building Corporation (UMEBC) to select Trustmark National Bank as the preferred lender for financing of the Baseball Addition and Renovation Project (Oxford University Stadium), not to exceed a \$19 million note, the authorizing resolution, the associated ground lease between the Board/UM and UMEBC and the lease agreement of the project and project site from UMEBC to the Board/UM. The addition portion of the project will include a two-story, roughly 45,000 square foot performance/operations center. It will house equipment and laundry rooms, players' locker room, training room, pro/alumni locker room, player lounge, team meeting room, coaches' locker room, weight

training/plyometrics, and an outdoor plaza. The renovations are two-fold. The Field Club renovations include a roughly 7,500 square foot area under the stadium and seating behind home plate to provide club seating between dugouts and a field club including restrooms and foodservice. Renovations will also be completed in the existing locker rooms to provide Officials' locker room, Diamond Girl locker room, and Visitor's locker room/training room. The financing will include an interest only facility during the construction phase of the project which is not to exceed May 31, 2018. This facility will be a priced on a 30-day LIBOR plus 132 basis points, floating. The total amount borrowed under the financing facility shall be the lesser of \$19 million or the actual costs of the project. The permanent financing will be through a 15-year fully amortized note. The loan will be priced on a 30-day LIBOR plus 139 basis points, floating. In the event the underlying index becomes unavailable at any point during the life of the credit facility, the underlying index and resulting interest rate will be adjusted to a new index and rate as agreed upon by both Trustmark National Bank and UMEBC. UMEBC will be responsible for transaction costs, such as legal and filing fees. The total amount borrowed will not exceed the lesser of \$19 million or the actual costs of the project. Payments will be fully amortized over 15 years. Funds are available from various Athletic revenues, including annual seat donations, capital gift agreements, philanthropic Athletic gifts, and other internally generated Athletic revenues. The authorizing resolution and forms of the ground lease and lease agreement which were reviewed and approved by the Attorney General's Office prior to Board approval, are on file in the Board Office. (See Exhibit 2.)

# ADMINISTRATION/POLICY AGENDA

Presented by Commissioner Glenn F. Boyce

1. **SYSTEM** – The Board discussed the process utilized for evaluating the Commissioner of Higher Education. **No action was taken.** 

# INFORMATION AGENDA

Presented by Commissioner Glenn F. Boyce

### ADMINISTRATION/POLICY

- 1. **SYSTEM** The following items have been approved by the Commissioner on behalf of the Board and are available for inspection at the Board Office.
  - a. **ASU** In accordance with Board Policy 701.06 Budget Escalations and Revisions, all revisions to annual budgets which do not increase the total amount of the budgets must be approved by the Commissioner prior to implementation and subsequently reported to the Board. On August 10, 2017, Commissioner Glenn F. Boyce approved the revisions to the FY 2017 *Ayers* academic programs budgets to align the budgets to actual expenditures. The requested revisions are below the salary/benefit line item and do not require preapproval by the IHL Executive Office policy. The Executive Office financial staff have reviewed and approved these revisions. These budget revisions contain no increases in

- total budget but rather reallocations among individual expense categories. A copy of the documents is on file at the Board Office.
- b. **JSU** In accordance with Board Policy 701.06 Budget Escalations and Revisions, all revisions to annual budgets which do not increase the total amount of the budgets must be approved by the Commissioner prior to implementation and subsequently reported to the Board. On August 10, 2017, Commissioner Glenn F. Boyce approved the revisions to the FY 2017 *Ayers* academic programs budgets to align the budgets to actual expenditures. The requested revisions are for the salary/benefit line item and do not require pre-approval by the IHL Executive Office policy. The Executive Office financial staff have reviewed and approved these revisions. These budget revisions contain no increases in total budget but rather reallocations among individual expense categories. A copy of the documents is on file at the Board Office.
- c. **JSU** In accordance with Board Policy 701.06 Budget Escalations and Revisions, all revisions to annual budgets which do not increase the total amount of the budgets must be approved by the Commissioner prior to implementation and subsequently reported to the Board. On September 5, 2017, Commissioner Glenn F. Boyce approved the revisions to the FY 2018 *Ayers* academic programs budgets. The requested revisions are for the student aid and salary/benefit line items and do not require pre-approval by the IHL Executive Office policy. The Executive Office financial staff have reviewed and approved these revisions. These budget revisions contain no increases in total budget but rather reallocations among individual expense categories. A copy of the documents is on file at the Board Office.
- d. MUW In accordance with Board Policy 707.01 Land, Property, and Service Contracts, "The Commissioner is authorized and empowered to approve non-oil, gas and mineral leases in an amount equal to or less than \$100,000." Pursuant to Board Policy 707.03 Approval for Prepayment for Goods or Services, the Commissioner is authorized to approve certain prepayment/waivers on behalf of the Board. It further provides in part that written permission from the Commissioner or Board must be obtained prior to making or contracting to make prepayment of goods or services before such goods or services are received. On August 15, 2017, Commissioner Glenn F. Boyce approved the Facilities Lease Agreement between MUW and the Columbus Municipal School District (CMSD) for use of CMSD's baseball facilities for MUW's new baseball program. The term of the lease is September 1, 2017 through May 15, 2018 at a total cost of \$9,100 to be paid in two equal installments due on or before September 30, 2017 and May 31, 2018. Additionally, MUW agrees to pay up to \$6,400 for one half of the cost of various facility improvements. The IHL Associate Commissioner for Legal Affairs has reviewed and approved the contract documents.
- e. UM In accordance with Board Policy 707.01 Land, Property, and Service Contracts, "The Commissioner is authorized and empowered to approve non-oil, gas and mineral leases in an amount equal to or less than \$100,000." Pursuant to Board Policy 707.03 Approval for Prepayment for Goods or Services, the Commissioner is authorized to approve certain prepayment/waivers on behalf of the Board. It further provides in part that written permission from the Commissioner or Board must be obtained prior to making or contracting to make prepayment of goods or services before such goods or services are received. On August 22, 2017, Commissioner Glenn F. Boyce approved the Lease

Agreement between UM's McLean Institute for Public Service and Community Engagement and the UM Research Foundation (Insight Park) for office space at Insight Park to be used by the McLean Institute's Catalyzing Entrepreneurship and Economic Development (CEED) Initiative. The term of the lease is two years beginning November 1, 2017 at a cost of \$10,913.88 per year, payable at the beginning of each lease year. The IHL Associate Commissioner for Legal Affairs has reviewed and approved the contract documents.

- f. UMMC In accordance with Board Policy 707.01 Land, Property, and Service Contracts, "The Commissioner is authorized and empowered to approve non-oil, gas and mineral leases in an amount equal to or less than \$100,000." Pursuant to Board Policy 707.03 Approval for Prepayment for Goods or Services, the Commissioner is authorized to approve certain prepayment/waivers on behalf of the Board. It further provides in part that written permission from the Commissioner or Board must be obtained prior to making or contracting to make prepayment of goods or services before such goods or services are received. On August 28, 2017, Commissioner Glenn F. Boyce approved the Rental Agreement between UMMC and CardiacAssist, Inc. d/b/a TandemLife for the provision of two cardiac mechanical circulatory pump systems. The term of the agreement is for two years beginning September 1, 2017, at a cost of \$24,000 annually, to be prepaid at the beginning of each one-year term. The IHL Associate Commissioner for Legal Affairs has reviewed and approved the contract documents.
- g. USM In accordance with Board Policy 701.06 Budget Escalations and Revisions, all revisions to annual budgets which do not increase the total amount of the budgets must be approved by the Commissioner prior to implementation and subsequently reported to the Board. On August 24, 2017, Commissioner Glenn F. Boyce approved the revisions to the On Campus Budget (Hattiesburg Campus), Off Campus Budget (Gulf Coast Campus), Auxiliary Enterprises Budget, Stennis Center for Higher Learning Budget, Mississippi Polymer Institute Budget, and the Gulf Coase Research Laboratory Budget for Fiscal Year 2017. The Executive Office financial staff have reviewed and approved these revisions. These budget revisions contain no increases in total budget but rather reallocations among individual expense categories. A copy of the documents is included in the September 21, 2017 Board Working File.

BY CONSENSUS AT APPROXIMATELY 3:30 P.M., ALL TRUSTEES LEGALLY PRESENT AND PARTICIPATING VOTED UNANIMOUSLY TO RECESS THE BOARD MEETING UNTIL FRIDAY, SEPTEMBER 22, 2017 AT 9:00 A.M.

THE BOARD MEETING RECONVENED FRIDAY, SEPTEMBER 22, 2017 AT 9:00 A.M. there were present the following members to wit: Mr. Tom Duff, Dr. Ford Dye, Mr. Shane Hooper, Ms. Ann H. Lamar, Dr. Alfred E. McNair, Jr. (by phone), Mr. Chip Morgan, Mr. Hal Parker, Mr. Alan Perry, Ms. Christine Pickering, Dr. Douglas Rouse, Mr. C.D. Smith and Dr. J. Walt Starr. The meeting was called to order by C.D. Smith, President.

# **OTHER BUSINESS**

- The Board discussed naming the School of Medicine building at the University of Mississippi Medical Center. **No action was taken.**
- The Board discussed that considerable attention has been paid in recent years and months to issues involving universities, communities, and state and local governments around the country concerning the possible relocation or modification of historical monuments and changes to the names of buildings and institutions.

The Board understands the widely-divergent and strongly-held views on these issues held by persons of goodwill. Differences of opinion are inevitable in any group of people – in countries and states, and even in families. Thus, the task for universities, as well as for people of this State, is to deal with these divergent opinions and perspectives in a way that is consistent with our core values as Americans. Those core values include a recognition that all of us have equal rights under the law—including the right to hold and express our own opinions and views.

It is in light of those core values that the Board recognizes and appreciates the work of the Chancellor's Advisory Committee on History and Context at the University of Mississippi, for its comprehensive and positive work performed in evaluating various sites on the University campus and the appropriate way to clarify their historical context. The Committee sought views from many constituencies of the University and conducted an open discussion of the various and competing views in a respectful and thoughtful manner. While the results could not possibly satisfy everyone on every issue, the process resolved those issues in a manner that is entitled to respect. Thus, the process used by the University has served the University well. Accordingly, the Board commends the Committee and the general principles which it employed in bringing the committee's assigned tasks to what the Board considers to be a resolution and conclusion on behalf of the University. We express our appreciation to all who participated in that process.

On motion by Trustee Dye, seconded by Trustee Pickering, with Trustee McNair participating by phone and not voting, all Trustees legally present and participating voted unanimously to commend the Committee.

# **ADJOURNMENT**

There being no further business to come before the Board, on motion by Trustee Dye, seconded by Trustee Hooper, with Trustee McNair participating by phone and not voting, all Trustees legally present and participating voted unanimously to adjourn the meeting.

President, Board of Trustees of State Institutions of Higher Learning

Commissioner, Board of Trustees of State Institutions of Higher Learning

# **EXHIBITS**

Exhibit 1	Approval of MS-ITS to extend Ellucian Technical Currency and support services
	for the Ellucian software suite of products for Mississippi University for Women.

Exhibit 2 Approval of authorizing resolution for the University of Mississippi Educational Building Corporation for financing of the Baseball Addition and Renovation Project (Oxford University Stadium), not to exceed a \$19 million note.

# ITS CONTRACT ACCEPTANCE—Revised 8/17/17 Project Number 43821 For Ellucian Maintenance Renewal

то:		RETURN TO:
Carla Lowery MUW		Paula Conn Dept. of Information Technology Services 3771 Eastwood Drive Jackson, MS 39211 Phone: 601-432-8046 Fax: 601-713-6380
DATE SENT: August	17, 2017	RETURN BY: August 24, 2017
contract, please mark a revised copy to revise options below and return Please initial the approp	all changes needed on the down before you sign this Content this form to the address about the line to indicate the contra	act has been reviewed & is accepted by your
	at all reviews by your agency	attorney and management are complete:
without changes	corrections to format or synts	ax: (attach additional pages if needed)
	orrection Needed:	ax. (attach additional pages if freeded)
None; we accept	es, if any, who will sign this cor the signature of the ITS Execu nature line for the following per	
Name	Title	
CONTRACT DELIVERY	(SELECT ONE):	
Send contracts to	o vendor via overnight delivery	and bill our agency/institution.
Send contracts to	o vendor via regular United Sta	ates Postal Service mail.
AUTHORIZED SIGNATI		AGENCY / INSTITUTION

My signature above indicates that my agency/institution is a full party to the above-referenced contract, with or without the signature of the agency executive on the body of the contract. My agency executive understands and agrees that: (1) by virtue of Section 25-53-21 of the Mississippi Code Annotated, as amended, the Executive Director of ITS is the purchasing and contracting agent for the State of Mississippi in the negotiation and execution of all contracts for the acquisition of information technology equipment, software and services, and, as contracting agent, must be a party to any amendments, change orders, or termination actions for the life of this contract; (2) ITS as contracting agent is not responsible or liable for the performance or non-performance of any of agency's contractual obligations, financial or otherwise, for this contract; and (3) my agency/institution is responsible for day-to-day management of the project and contract and all business decisions pertaining thereto and must initiate any actions regarding payments, changes in scope, early termination, and invocation of any penalties defined herein, providing appropriate notification to ITS when required.

Date Revised: 8/18/2017

# PROJECT NUMBER 43821 SUPPLEMENT TO MASTER SOFTWARE LICENSE AND SERVICE AGREEMENT BETWEEN

**ELLUCIAN COMPANY L.P.** 

(SUCCESSOR BY ASSIGNMENT TO SUNGARD HIGHER EDUCATION INC. AND ALSO FORMERLY KNOWN AS SUNGARD SCT, INC. AND SCT SOFTWARE & RESOURCE MANAGEMENT CORP) AND

MISSISSIPPI DEPARTMENT OF INFORMATION TECHNOLOGY SERVICES
AS CONTRACTING AGENT FOR
MISSISSIPPI UNIVERSITY FOR WOMEN

This document (hereinafter referred to as "Supplement") shall serve as a Supplement to the original Master Software License and Service Agreement (hereinafter referred to as "Master Agreement") executed on May 21, 1998, between Ellucian Company L.P., formerly known as "SunGard SCT, Inc." and SCT Software & Resource Management Corporation, and "SunGard" (hereinafter referred to as "Licensor" and/or "Ellucian"), and Mississippi Department of Information Technology Services (hereinafter referred to as "ITS"), as contracting agent for the agencies and institutions of the State of Mississippi. It is understood by the parties that ITS is executing this Supplement on behalf of Mississippi University for Women (hereinafter referred to as "Licensee"). ITS and Licensee are sometimes collectively referred to herein as "State."

WHEREAS, the Licensee desires to acquire the Technical Currency Services as specified herein;

NOW THEREFORE, in consideration of the mutual understandings, promises, consideration and agreements set forth, the parties hereto agree as follows:

- 1) This Supplement will become effective on the date it is signed by all parties ("Effective Date") and will continue in effect until September 30, 2024 unless terminated pursuant to Article 14 of the Master Agreement. Licensor agrees to provide the Technical Currency Services in accordance with Article 32 of the Master Agreement.
- 2) Licensor agrees to provide Licensee with Technical Currency Services for the Licensed Software identified in the Licensee Order Form, which is attached hereto as Exhibit A and incorporated herein by reference, and at the fees and for the periods set forth therein.
- Employment Protection Act, Section 71-11-1, et seq. of the Mississippi Code Annotated (Supp2008), and will register and participate in the status verification system for all newly hired employees. The term "employee" as used herein means any person that is hired to perform work within the State of Mississippi. As used herein, "status verification system" means the Illegal Immigration Reform and Immigration Responsibility Act of 1996 that is operated by the United States Department of Homeland Security, also known as the E-Verify Program, or any other successor electronic verification system replacing the E-Verify Program. Licensor agrees to maintain records of such compliance and, upon request of the State, to provide a copy of each such verification to the State. Licensor further represents and warrants that any person assigned to perform services hereunder meets the employment eligibility requirements of all immigration laws of the State of Mississippi. Licensor understands and agrees that any breach of these warranties may subject Licensor to the following: (a) termination of this Supplement and ineligibility for any state or public contract in

Mississippi for up to three (3) years, with notice of such cancellation/termination being made public, or (b) the loss of any license, permit, certification or other document granted to Licensor by an agency, department or governmental entity for the right to do business in Mississippi for up to one (1) year, or (c) both. In the event of such termination/cancellation, Licensor would also be liable for any additional costs incurred by the State due to contract cancellation or loss of license or permit.

- 4) The parties understand and agree that all terms and conditions set forth in the Master Agreement are incorporated herein by reference and that this acquisition is subject to and controlled by the terms and conditions set forth in the Master Agreement.
- All other provisions in the underlying Master Agreement shall remain unchanged.

For the faithful performance of the terms of this Supplement, the parties have caused this Supplement to be executed by their undersigned representatives.

State of Mississippi, Department of Information Technology Services, on behalf of Mississippi University for Women	Ellucian Company L.P.
By:Authorized Signature	By:Authorized Signature
Printed Name: Craig P. Orgeron, Ph.D.	Printed Name:
Title: Executive Director	Title:
Date:	Date:

# EXHIBIT A MISSISSIPPI LICENSE ORDER FORM TECHNICAL CURRENCY SERVICES

Licensee: Mississippi University for Women ("Licensee")

Delivery Address: 1100 College Street, Columbus, MS 39701

and Services Agreement between Ellucian and ITS as Contracting Agent for the Agencies and Institutions of the State of Mississippi dated Licensee is hereby obtaining Technical Currency Services for the Licensed Software listed below pursuant to the Master Software License May 21, 1998 (the "Master Agreement"). The fees due hereunder shall be in addition to any fees due under any prior Order Form, Amendment or Agreement entered into between Ellucian and either ITS or the Board of Trustees of the Mississippi Institutions of Higher Learning.

# TABLE 1: Technical Currency Services (Maintenance):

Technical Currency Year Begins/Ends: October 1/September 30 Technical Currency Expiration Date: September 30, 2024

Time Period:	October 1, 2017 to September	October 1, 2018 to September	October 1, 2019 to September	October 1, 2020 to September	October 1, 2021 to September	October 1, 2022 to September	October 1, 2023 to September 30,
Maintenance Paid in Arrears	30, 2018 Trears	30, 2019	30, 2020	30, 2021	30, 2022	30, 4043	**************************************
Component System				:			
Banner Employee Self-Service	\$7,093.00	\$7,377.00	\$7,672.00	\$7,979.00	\$8,298.00	\$8,630.00	\$8,975.00
Banner Faculty and Advisor Self-Service	\$7,095.00	\$7,379.00	\$7,674.00	\$7,981.00	\$8,301.00	\$8,633.00	\$8,978.00
Banner Finance	\$16,319.00	\$16,972.00	\$17,651.00	\$18,357.00	\$19,091.00	\$19,855.00	\$20,649.00
Banner Finance Self- Service	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Banner Financial Aid	\$14,346.00	\$14,920.00	\$15,517.00	\$16,138.00	\$16,783.00	\$17,455.00	\$18,153.00
Banner Financial Aid Self-Service	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Banner Human	\$16,320.00	\$16,973.00	\$17,652.00	\$18,358.00	\$19,092.00	\$19,856.00	\$20,650.00

Page 3 of 6

Ellucian Company L.P.-MUW-43821-2911-Aug2017-Master Supplement to Software License & Service

Time Period:	October 1, 2017 to September 30, 2018	October 1, 2018 to September 30, 2019	October 1, 2019 to September 30, 2020	October 1, 2020 to September 30,2021	October 1, 2021 to September 30, 2022	October 1, 2022 to to September 30, 2023	October 1, 2023 to to September 30, 2024
Resources							
Banner Student	\$20,392.00	\$21,208.00	\$22,056.00	\$22,939.00	\$23,856.00	\$24,811.00	\$25,803.00
Banner Student Self- Service	\$9,515.00	\$9,895.00	\$10,291.00	\$10,703.00	\$11,131.00	\$11,576.00	\$12,039.00
Banner Workflow	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
EDISmart	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
FM Need Analysis	\$1,559.00	\$1,621.00	\$1,686.00	\$1,753.00	\$1,824.00	\$1,897.00	\$1,972.00
Oracle: 1				Applications of the control of the c			
Internet App Server Enterprise Edition	\$8,699.00	\$9,047.00	\$9,409.00	\$9,786.00	\$10,177.00	\$10,584.00	\$11,008.00
Internet Developer Suite	\$5,003.00	\$5,203.00	\$5,411.00	\$5,628.00	\$5,853.00	\$6,087.00	\$6,330.00
Programmer	\$623.00	\$648.00	\$674.00	\$701.00	\$729.00	\$758.00	\$788.00
Relational Database System	\$24,910.00	\$25,907.00	\$26,943.00	\$28,021.00	\$29,141.00	\$30,307.00	\$31,519.00
Grand Total:	\$131,874.00	\$137,150.00	\$142,636.00	\$148,344.00	\$154,276.00	\$160,449.00	\$166,864.00
					Total Main	Total Maintenance Cost:	\$1,041,593.00

NOTES TO TABLE 1: 1 Indicates the Component System is owned by a third party.

# NOTES:

of Maintenance calls for each Component System, and other details and procedures (collectively, the "Maintenance Standards") relating to the provision of Maintenance Standards stated below. The hours during which Maintenance will be provided for each Component System, the targeted response times for certain defined categories

The Technical Currency (Maintenance) amounts specified in Table 1 above will be reflected by Ellucian in annual invoices in arrears. Licensee will make payment for invoices in accordance with the terms of Article 10 of the Master Agreement and penalties for late payments shall be calculated in accordance with the terms of Article 10.2 of the Master Agreement. Following the Expiration Date of the final Technical Currency

Page 4 of 6

Ellucian Company L.P.-MUW-43821-2911-Aug2017-Master Supplement to Software License & Service

Year (i.e. September 30, 2024), Technical Currency Services may be extended upon mutual written agreement of the parties, in the form of an amendment to this Supplement signed by an authorized representative of each party hereto.

14.1 or 14.2 of the Master Agreement, or (b) as the result of mutual written agreement of the parties as described in Article 14.3, or (c) a lack of Notwithstanding anything in the Master Agreement to the contrary, except in the case of: (a) a termination for cause as described in Article appropriation of funds as described in Article 27 of the Master Agreement, the Technical Currency Term as it applies to each Baseline Component System listed in Table 1 above is for the period beginning on the Commencement Date (i.e. October 1, 2017) and shall continue, and remain in full force and effect, until the Expiration Date of the final Technical Currency Year, in accordance with its terms.

# Advantage Level Maintenance Standards

# I. Defined Terms:

"Notification" means a communication to Ellucian's ActionLine by means of. (i) Ellucian's Customer Support Center, (ii) the placement of a telephone call; or (iii) the sending of an e-mail, in each case, in accordance with Ellucian's then-current policies and procedures for submitting such communications.

computer system; (ii) a full failure of the Licensed Software; or (iii) a failure of its computer system or the Licensed Software which, in either "Priority One Call" means a Notification that Licensee believes that a Documented Defect has caused: (i) a full failure (i.e., "crash") of its case, prevents Licensee from performing data processing which is critical to Licensee's operations on the day on which the alleged Documented Defect is reported "Priority Two Call" means a Notification that Licensee believes that a Documented Defect has caused a partial failure of Licensee's computer system or the Licensed Software which significantly hinders its ability to perform data processing which is critical to Licensee's operations on the day on which the alleged Documented Defect is reported.

"Priority Three Call" means a Notification that Licensee believes that a Documented Defect has caused an intermittent failure of, or problem with, its computer system or the Licensed Software that causes a significant delay in Licensee's ability to perform data processing on the day on which the alleged Documented Defect is reported, but where the processing is not critical to Licensee's operations. "Priority Four Call" means a Notification that Licensee believes that a Documented Defect has caused a problem with its computer system or the Licensed Software that does not significantly affect critical processing.

II. Hours During Which Ellucian's "ActionLine" Telephone Support Will be Available to Licensee in Connection with the Provision of Maintenance: Five (5) days per week, Monday through Friday, excluding United States holidays and Ellucian-observed holidays, from 8:00 AM to 8:00 PM (Central US Time)

Page 5 of 6

Ellucian Company L.P.-MUW-43821-2911-Aug2017-Master Supplement to Software License & Service

II. Targeted Response Times: With respect to Ellucian's Maintenance obligations, Ellucian will respond to Notifications from Licensee relating to the Baseline Component Systems identified in this Supplement in accordance with the following guidelines, with the time period to be measured beginning with Ellucian's receipt of the Notification:

Priority One Calls -two (2) hours or less.

Priority Two Calls – four (4) hours or less.

Priority Three Calls – twenty-four (24) hours or less.

Priority Four Calls - seventy-two (72) hours or less.

of the problem reported under one of the categories of calls identified above; (2) As a prerequisite to Ellucian's obligation to respond to Licensee, Licensee must follow the policies and procedures of Ellucian's ActionLine (such as the dialing of a particular phone number, the categorization of a particular problem, etc.) when submitting its Notification. Notes: For purposes of these targets, a "response" will mean an initial contact from an Ellucian representative to Licensee to begin evaluation

Page 6 of 6

Ellucian Company L.P.-MUW-43821-2911-Aug2017-Master Supplement to Software License & Service

Effective Date 07/01/2017 Expiration Date 08/31/2017 Date Printed 08/09/2017 CP-1 Acquisition Approval Form
Dept. of Information Technology Services
3771 Eastwood Dr.
Jackson, MS 39211

Page: 1

CP-1 **20180062** Contract **IT20110278** 

Procurement Type COMPETITIVE PROCUREMENT

(601) 432-8000 Acquisition Method: PURCHASE

This document is your authorization from ITS to purchase the following products and/or services from the vendor listed, at or below the prices itemized. If no vendor is listed, proceed according to ITS exemption instructions or instructions included on the Planned Purchase Approval Letter accompanying this CP-1. This procurement is contingent upon availability of funds and will not become final until the vendor has received your purchase order. Keep this form with your financial records as an audit trail of ITS procurement approval.

For additional information regarding the ITS Procurement Process and CP-1 Approval Documents, refer to the ITS Procurement Handbook, located at http://www.its.state.ms.us/its/procman.nsf. The following sections of the Procurement Handbook include information specifically related to CP-1 approvals: 009-025, 013-040, and 013-080.

If you need additional assistance regarding this CP-1, please contact the ITS Procurement Help Desk at 601-432-8166 or e-mail isshelp@its.ms.gov.

MS University for Women ATTN: Jame (Jim) Borsig P. O. Box W1628 Columbus, MS 39701 PLACE ORDER TO: 3100031806 ELLUCIAN COMPANY L P

4 COUNTRY VIEW ROAD MALVERN, PA 19355

MAKE PAYMENT TO: 3100031806

ELLUCIAN COMPANY L P 4 COUNTRY VIEW ROAD MALVERN, PA 19355

MAX ANNUAL % INCREASE

0,00

CP1 LIFECYCLE LIMIT

21,763.00

NUMBER OF

PAYMENTS

MUW will use this CP-1 for maintenance, updates, and enhancements to the Banner Administration Software System used to coordinate and manage student and employee information and business processes.

ITS is issuing this CP1 while a new Supplement to the Master Software License and Service Agreement is negotiated.

APPROVED ITS

DATE:08/09/2017

PRODUCTS AND SERVICES PURCHASE DETAILS

QTY PRODUCTS	EACH NET	EXTENDED NET
*** Bronze Level Technical Currency Services ***		
1 Software Support through August 31, 2017	21,763.00	21,763.00

TOTAL

MAXIMUM

21,763.00

**COMMODITY CODES -- 61921000000** 

**DISTRIBUTION TO** 

CARLA LOWERY - EMAIL cmlowery@muw.edu

	0.0.0				
- 1	PRNO PJC00-43821-1	ATHY DIRECTOR APRV	REPLACEMENT SUBSEQUENT	<i>RFP No(s)</i> 2911	

Effective Date 07/01/2017 Expiration Date 08/31/2017 Date Printed 08/09/2017

**CP-1 Acquisition Approval Form Dept. of Information Technology Services** 3771 Eastwood Dr. Jackson, MS 39211 Procurement Type COMPETITIVE PROCUREMENT (601) 432-8000

CP-1 20180062

Page: 2

Contract | T20110278 Acquisition Method: PURCHASE

**CP-1 LIFECYCLE REPORT** 

Product/Services Software maintenance for 2 months

Payment frequency MAXIMUM Max Annual % Increase

0.00

iai 70 increase	0.00		TOTAL		
			PAYMENT		FOR
	YEAR	PERIOD	AMOUNT	# PMTS	YEAR
	1	07/01/2017	21,763.00	1	21,763.00
Total				1	21,763.00

Page: 1

# EXHIBIT 1

Effective Date 07/01/2017 Expiration Date 09/30/2017 Date Printed 08/14/2017

**CP-1 Acquisition Approval Form** Dept. of Information Technology Services 3771 Eastwood Dr. Jackson, MS 39211 (601) 432-8000

CP-1 20180070 Contract | T20110278

Acquisition Method: PURCHASE

Procurement Type COMPETITIVE PROCUREMENT

This document is your authorization from ITS to purchase the following products and/or services from the vendor listed, at or below the prices itemized. If no vendor is listed, proceed according to ITS exemption instructions or instructions included on the Planned Purchase Approval Letter accompanying this CP-1. This procurement is contingent upon availability of funds and will not become final until the vendor has received your purchase order. Keep this form with your financial records as an audit trail of ITS procurement approval.

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If you need additional assistance regarding this CP-1, please contact the ITS Procurement Help Desk at 601-432-8166 or e-mail isshelp@its.ms.gov.

MS University for Women ATTN: Jame (Jim) Borsig P. O. Box W1628 Columbus, MS 39701

PLACE ORDER TO: 3100031806

ELLUCIAN COMPANY L P 4 COUNTRY VIEW ROAD MALVERN, PA 19355

MAKE PAYMENT TO: 3100031806 ELLUCIAN COMPANY L P 4 COUNTRY VIEW ROAD

MALVERN, PA 19355

MAX ANNUAL % INCREASE

0.00

CP1 LIFECYCLE LIMIT

10,879.00

NUMBER OF

1 **PAYMENTS** 

MUW will use this CP-1 for maintenance, updates, and enhancements to the Banner Administration Software System used to coordinate and manage student and employee information and business processes.

ITS is issuing this CP1 while a new Supplement to the Master Software License and Service Agreement is negotiated. This CP1 extends the date through September 30, 2017.

APPROVED ITS

Cray? Oliga

DATE:08/14/2017

PRODUCTS AND SERVICES PURCHASE DETAILS

QTY PRODUCTS	EACH NET	EXTENDED NET
*** Bronze Level Technical Currency Services ***		
1 Software Support through September 30, 2017	10,879.00	10,879.00

TOTAL

**MAXIMUM** 

10,879.00

COMMODITY CODES -- 61921000000

DISTRIBUTION TO

CARLA LOWERY - EMAIL cmlowery@muw.edu

RFP No(s) PRNO **ATHY** REPLACEMENT **DIRECTOR APRV** SUBSEQUENT 2911 PJC00-43821-2

September 21, 2017

# **EXHIBIT 1**

Effective Date 07/01/2017 Expiration Date 09/30/2017 Date Printed 08/14/2017

**CP-1 Acquisition Approval Form** Dept. of Information Technology Services 3771 Eastwood Dr. Jackson, MS 39211 Procurement Type COMPETITIVE PROCUREMENT (601) 432-8000

CP-1 20180070 Contract | T20110278

Acquisition Method: PURCHASE

**CP-1 LIFECYCLE REPORT** 

Product/Services Software maintenance for 2 months

Payment frequency MAXIMUM Max Annual % Increase 0.00

					TOTAL
			PAYMENT		FOR
	YEAR	PERIOD	AMOUNT	# PMTS	YEAR
	1	07/01/2017	10,879.00	1	10,879.00
Total				1	10,879.00

Page: 2

September 21, 2017

There came on for consideration by the Board of Trustees of State Institutions of Higher Learning the matter of the University of Mississippi Educational Building Corporation obtaining financing to make certain improvements to and around the baseball stadium on the main campus of the University of Mississippi. After a discussion of the subject, Trustee \_\_\_\_\_\_ offered and moved the adoption of the following resolution:

RESOLUTION AUTHORIZING THE UNIVERSITY OF MISSISSIPPI EDUCATIONAL BUILDING CORPORATION TO ENTER INTO A LOAN AGREEMENT AND ISSUE A PROMISSORY **NOTE** AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$19,000,000, THE PROCEEDS OF WHICH WILL BE USED TO (A) ACQUIRE, CONSTRUCT, MAINTAIN, ENLARGE, IMPROVE OR EQUIP PUBLIC BUILDINGS, LAND AND FACILITIES AND TO MAKE OTHER CAPITAL IMPROVEMENTS ON THE MAIN CAMPUS OF THE UNIVERSITY OF MISSISSIPPI LOCATED IN OR NEAR OXFORD, MISSISSIPPI, INCLUDING, BUT NOT LIMITED TO (I) THE CONSTRUCTION OF A **TWO-STORY APPROXIMATELY** 45,000 **SQUARE** PERFORMANCE/ OPERATIONS CENTER WHICH WILL HOUSE EQUIPMENT AND LAUNDRY ROOMS, PLAYERS LOCKER ROOM, TRAINING ROOM, PRO/ALUMNI LOCKER ROOM, PLAYER LOUNGE, TEAM MEETING ROOM, COACHES LOCKER ROOM AND WEIGHT TRAINING: (II) THE CONSTRUCTION OF THE FIELD CLUB CONSISTING OF RENOVATIONS OF APPROXIMATELY 7,500 SQUARE FEET UNDER THE STADIUM AND SEATING BEHIND HOME PLATE BETWEEN THE DUGOUTS; AND (III) THE RENOVATION OF THE EXISTING LOCKER ROOMS TO PROVIDE FOR AN OFFICIALS' LOCKER ROOM, DIAMOND GIRL LOCKER ROOM AND VISITORS' LOCKER ROOM, TO BE UNDERTAKEN BY THE EBC ON THE MAIN CAMPUS OF THE UNIVERSITY OF MISSISSIPPI, AND (B) PAY **NECESSARY EXPENSES INCIDENTAL** THERETO. INCLUDING THE COSTS OF ISSUING THE SERIES 2017 NOTE; AUTHORIZING THE EXECUTION OF A GROUND LEASE BY AND AMONG THE UNIVERSITY OF MISSISSIPPI, THE BOARD OF TRUSTEES OF STATE INSTITUTIONS OF HIGHER LEARNING AND THE UNIVERSITY OF MISSISSIPPI EDUCATIONAL BUILDING CORPORATION AND A LEASE AGREEMENT BY AND AMONG THE UNIVERSITY **OF MISSISSIPPI EDUCATIONAL BUILDING** CORPORATION AND THE BOARD OF TRUSTEES OF STATE INSTITUTIONS OF HIGHER LEARNING AND THE UNIVERSITY OF MISSISSIPPI IN CONNECTION WITH THE ISSUANCE OF THE SERIES **NOTE: APPROVING CERTAIN PROFESSIONALS** CONNECTION WITH SAID FINANCING; APPROVING THE PURPOSES **ACTIVITIES UNIVERSITY** AND **OF** THE **OF** MISSISSIPPI EDUCATIONAL BUILDING CORPORATION; AGREEING TO ACCEPT

September 21, 2017

# TITLE TO THE LAND FINANCED WITH THE CONTEMPLATED FINANCING; AND FOR RELATED PURPOSES.

The Board of Trustees of State Institutions of Higher Learning (the "Board") hereby finds, determines and adjudicates as follows:

- 1. The Board is charged with the management and control of all state institutions of higher learning pursuant to Article VIII, Section 213-A, Mississippi Constitution of 1890, and Chapter 101 of Title 37, Mississippi Code of 1972, as amended.
- 2. The University of Mississippi (the "University") was organized and incorporated as a state institution of higher learning pursuant to Section 37-115-1, Mississippi Code of 1972, as amended, is controlled and managed by the Board pursuant to Chapter 101 of Title 37, Mississippi Code of 1972, and is an educational institution owned and operated by the State of Mississippi by and through the Board.
- 3. The University of Mississippi Educational Building Corporation (the "Corporation") was created as a public non-profit corporation, known as an educational building corporation, pursuant to a resolution of this Board under the authority of Sections 37-101-61 through 37-101-71, Mississippi Code of 1972, as amended (the "Act"), for the purpose of acquiring or constructing facilities, and land therefor, for the University.
- 4. Pursuant to the Act, the Board of Directors of the Corporation proposes to issue its taxable Note in the maximum aggregate par amount of \$19,000,000 (the "Series 2017 Note") to finance the costs to (a) acquire, construct, maintain, enlarge, improve or equip public buildings, land and facilities and to make other capital improvements on the main campus of the University of Mississippi (the "University") located in or near Oxford, Mississippi (the "Project Sites"), including, but not limited to (i) the construction of a two-story approximately 45,000 square foot performance/operations center which will house equipment and laundry rooms, players locker room, training room, pro/alumni locker room, player lounge, team meeting room, coaches locker room and weight training; (ii) the construction of the Field Club consisting of renovations of approximately 7,500 square feet under the stadium and seating behind home plate between the dugouts; and (iii) the renovation of the existing locker rooms to provide for an officials locker room, Diamond Girl locker room and visitors' locker room, to be undertaken by the EBC on the main campus of UM (together (i), (ii) and (iii), the "Construction Projects"), and (b) pay certain necessary expenses incidental thereto, including the costs of issuing the Series 2017 Note (together, (a) and (b) constitute the "Project").
- 5. The Board of Directors of the Corporation now proposes to enter into a loan agreement (the "Loan") with a financial institution to be selected by the Corporation following analysis by the Corporation of responses received by the Corporation through a Request for Proposals process (such financial institution, as selected by the Corporation, being referred to herein as the "Bank") in the amount not to exceed \$19,000,000, which, will be sufficient to complete the Project.

September 21, 2017

- 6. To evidence the Loan, the Corporation intends to provide the Bank with the Corporation's Promissory Note, to be dated the date of delivery thereof (the "Note"), in an amount not to exceed \$19,000,000.
- 7. The Corporation shall lease the Project Site from the Board and the University pursuant to a Ground Lease to be dated as of the first day of the month preceding the date of the Series 2017 Note, by and among the Board, the University and the Corporation (the "Ground Lease").
- 8. The Board shall lease the Project and the Project Site from the Corporation pursuant to a Lease Agreement to be dated as of the first day of the month preceding the date of the Series 2017 Note (the "Lease").
- 9. The Corporation is authorized by the Act to issue its Note for the purposes set forth herein, which Note shall be payable solely out of the payments derived from the Lease and shall be solely and exclusively an obligation of the Corporation and shall not be secured by the full faith and credit of the State of Mississippi, the Board or the University.
- 10. The Corporation has not made and does not intend to make any profit by reason of any business or venture in which it may engage or by reason of the Project, and no part of the Corporation's net earnings, if any, will ever inure to the benefit of any person, firm or corporation other than the Board.
- 11. The Board, through the University, will have exclusive beneficial possession and use of all of the improvements comprising the Project, subject to the rights of the Bank pursuant to the Collateral Assignment of Leases and Rents between the Corporation and the Bank (the "Collateral Assignment").
- 12. The Board has full authority under the Constitution and laws of the State of Mississippi, and in the manner provided by statute, to exercise control of the use, distribution and disbursement of all funds, appropriations and taxes, now and hereafter in its possession, levied and collected, received or appropriated for the use, benefit, support and maintenance or capital outlay expenditures of the institutions of higher learning of the State of Mississippi, including the University, in addition to the authority to fix and maintain fees, rentals and other charges to be paid by students, faculty members and others using or being served by facilities of the institutions of higher learning.
- 13. It is necessary and appropriate for the Board to approve the Corporation's hiring of certain professionals in connection with the issuance of the Series 2017 Note, and to waive any conflict of interest to allow the University's General Counsel to serve as counsel for both the University and the Corporation in connection with the various transactions related to the Property and the financing thereof.

# NOW, THEREFORE, THE BOARD HEREBY RESOLVES AS FOLLOWS:

September 21, 2017

**SECTION 1.** The Board hereby approves the purposes and activities of the Corporation, and the Corporation is hereby authorized to enter into the Loan with the Bank, to issue its Note in evidence of said Loan, and to complete the financing and completion of the Project. The Series 2017 Note may be issued by the Corporation to the Bank as an obligation the interest of which is included in gross income for federal income tax purposes, in the maximum aggregate principal amount not to exceed \$19,000,000, at such interest rates and for such maturity as may be determined by the Corporation, provided that the other conditions of this Resolution are also satisfied in connection therewith. The Corporation is authorized to take all actions and to execute all documents and certificates necessary to provide for the financing for and completion of the Project, including, without limitations, loan agreements, collateral assignments, and related lending documents and certificates. The Corporation's engagement of Butler Snow LLP, as Note Counsel in connection with the issuance of the Series 2017 Note and financing of the Project, is hereby approved. The Board also approves the University's General Counsel to serve in its official capacity as counsel for both the University and for the Corporation in connection with the various transactions related to the Property and the issuance of the Series 2017 Note, and the Board specifically waives any related conflict of interest.

**SECTION 2.** The Ground Lease is hereby approved, and the President of the Board and the Commissioner of Higher Education are hereby authorized to execute and deliver the Ground Lease under the seal of the Board for and on behalf of the Board, in substantially the form attached hereto as **Exhibit A**, with such completions, changes, insertions, and modifications as shall be approved by such officials, the execution thereof by such officials to be conclusive evidence of such approval.

**SECTION 3.** The Lease is hereby approved, and the President of the Board and the Commissioner of Higher Education are hereby authorized to execute and deliver the Lease under the seal of the Board for and on behalf of the Board, in substantially the form attached hereto as **Exhibit B**, with such completions, changes, insertions, and modifications as shall be approved by such officials, the execution thereof by such officials to be conclusive evidence of such approval. The Board hereby authorizes and directs the University to take all actions necessary to comply with its obligations under the Lease, including but not limited to appropriating the funds necessary to make rent payments under the Lease from Designated Revenues (as defined in the Lease). The Board will take the actions necessary to ensure such funds are appropriated each year.

**SECTION 4.** The Board hereby covenants and agrees that it shall accept full legal title to the Property, and any improvements and additions thereto, upon retirement of the Series 2017 Note, and no further action shall be necessary by the Board at such time for full legal title to the Property and any improvements and additions thereto to immediately vest in the Board provided, however, that upon retirement of the Series 2017 Note the Corporation and the University are hereby authorized to provide any documentation or filings necessary to properly reflect fee title of the Property in the name of the University, the Board and/or the State of Mississippi, as appropriate.

**SECTION 5.** The Series 2017 Note may be submitted to validation as provided by Chapter 13, Title 31, Mississippi Code of 1972, and to that end the Clerk of Board may make up a transcript of all legal papers and proceedings relating to the Project and the financing thereof and

September 21, 2017

to certify and forward the same, together with a transcript of all proceedings of the Corporation, to the State's Bond Attorney for the institution of validation proceedings.

**SECTION 6.** The President of the Board and the Commissioner of Higher Education are further authorized to execute and deliver any additional documents, notices, instruments and certificates which may be required in connection with the issuance of the 2017 Note. Further, from and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the Board are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance and sale of the 2017 Note and the execution and delivery of the Lease, the Ground Lease or other documents necessary to conclude the issuance and delivery of the 2017 Note and to authorize changes to any of the said documents, the execution of said documents being conclusive evidence of such approval. If the issuance and delivery of any the 2017 Note does not occur during the calendar year 2017, then the Board hereby fully authorizes the officers of the Corporation, the President of the Board or the Vice-President of the Board and the Commissioner of Higher Education or the Associate Commissioner for Finance and Administration to approve all applicable and necessary changes to the documents attached hereto or otherwise and related to such change, the execution of said documents being conclusive evidence of such approval.

**SECTION 7.** All prior orders, resolutions or proceedings in conflict with the provisions of this Resolution shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this Resolution shall become effective immediately upon the adoption thereof.

•	oing resolution, Trustee seconded on received the affirmative vote of a majority of the declared the motion carried and the resolution adopted
	President, Board of Trustees of State Institutions of Higher Learning of the State of Mississippi
Commissioner of Higher Education of the State of Mississippi (SEAL)	

September 21, 2017

# **CERTIFICATE**

I certify that the foregoing instrument is a true and correct copy of a resolution adopted by the Board of Trustees of State Institutions of Higher Learning of the State of Mississippi on September 21, 2017.

President, Board of Trustees of State Institutions of Higher Learning

(SEAL)

# **EXHIBIT A**

# FORM OF THE GROUND LEASE

# **EXHIBIT B**

FORM OF THE LEASE

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