

MINUTES OF MEETING OF BOARD OF REGENTS  
WESTERN KENTUCKY STATE COLLEGE  
March 22, 1965

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The Board of Regents of Western Kentucky State College convened in regular quarterly session in the office of the President of the College on the campus of the College at Bowling Green, Kentucky, on March 22, 1965, at 2:00 p. m., CST, pursuant to KRS 164.340 and notice of the place, day, and hour given by the Chairman to all members of the Board, at the request of the President of the College.

Chairman, the Honorable Harry M. Sparks, was in the Chair presiding; and upon call of the roll, it was ascertained that the following members of the Board were present:

Dr. W. G. Edds, Mr. Maxey B. Harlin,  
Mr. Douglas Keen

Absent were Vice-Chairman H. Bemis Lawrence, Dr. J. T. Gilbert, and Mr. Hugh Poland, all of whom were out of State.

Also present were Dr. Kelly Thompson, President of the College; Mr. Dero G. Downing, Dean of Business Affairs and Treasurer; Dr. Raymond L. Cravens, Dean of the Faculty; and Miss Georgia Bates, Secretary of the Board.

The Chairman exhibited to the members present, and delivered to the Secretary of the Board, a copy of his notice of the time and place of this regular quarterly meeting. By unanimous agreement it was ordered that the same be preserved by the Secretary in the official Minute Book of the Board as constituting a part of the minutes of this meeting, but without copying the same in full in the minutes of this meeting.

It having been determined that a quorum was present for the transaction of business, and it appearing that notice had been duly given according to law, the Chairman called the meeting to order.

The meeting was opened with an invocation by Mr. Harlin.

The minutes of the meeting of December 23, 1964, were presented. On motion of Mr. Keen, seconded by Dr. Edds, the minutes were adopted without a reading inasmuch as each member had previously received a copy. The motion carried.

At the invitation of the Chairman, President Kelly Thompson then explained to the Board that the principal reason for the holding of the contemplated quarterly meeting at this time was to submit for the Board's consideration and approval certain proposed proceedings, conforming to lengthy negotiations with Housing and Home Finance Agency of the United States (HHFA), relating to the possibility of reorganizing the existing contractual commitments of the Board in connection with those properties

and facilities constituting the "Housing and Dining System" as previously created by the Board according to a certain "Trust Indenture" made and entered into by the Board and Bowling Green Bank and Trust Company, Bowling Green, Kentucky, dated December 1, 1962, as authorized and approved by this Board according to action taken at a meeting held on October 27, 1962.

President Thompson explained that the actions and proceedings authorized by this Board as shown by the minutes of its meeting of October 27, 1962, were subsequently consummated and completed, and involved the Board's authorization of its "Housing and Dining System Revenue Bonds of 1962," dated as of December 1, 1962, of which Series A, B, and C were duly delivered to HHFA in exchange for HHFA's surrender of revenue bonds of the Board as identified in the previous proceedings; and offering at public sale of the Bonds of Series D, E, and F in accordance with previous HHFA Loan Agreements. Upon the occasion of such public offering an aggregate of \$640,000 principal amount of the aforesaid "Housing and Dining System Revenue Bonds of 1962, Series D, E, and F" were purchased by private investors and are now held by unknown persons -- such Bonds maturing on and prior to December 1, 1972, being without privilege of prior redemption at the election of this Board, and such Bonds maturing on and after December 1, 1973, being subject to redemption and payment at the election of this Board upon any interest payment date on or after December 1, 1972, upon the agreed terms and provisions. The remaining Bonds of said Series D, E, and F were purchased by and delivered to HHFA; and HHFA now owns and holds all of said "Housing and Dining System Revenue Bonds of 1962, Series A to F, Inclusive," except such as were sold and delivered to private purchasers, and such as have since been paid and retired in accordance with the terms and provisions of the "Trust Indenture" executed by the Board with Bowling Green Bank and Trust Company under date of December 1, 1962.

The President further reminded the Board that in accordance with the aforesaid "Trust Indenture," and in accordance with the Board's Loan Agreement with HHFA dated June 1, 1963, identified by HHFA as its Project No. CH-Ky-74(D), the Board duly authorized proper proceedings for authorization of its \$800,000 "Housing and Dining System Revenue Bonds of 1962, Series G," for financing the costs (not otherwise provided) of the women's dormitory on the campus of the College, subsequently completed and fully occupied since the beginning of the academic year 1964/65, and now identified as "Terrace Hall." He reported that such Series G Bonds had not been issued, sold, or delivered, by reason of circumstances hereinafter explained.

The President further explained that the Board had previously authorized and entered into a Loan Agreement with HHFA, identified as Project No. CH-Ky-73 (S), contemplating the Board's issuance of similar Bonds to the amount of \$1,350,000, designated as Series H; but that in conferences with representatives of HHFA, it had been ascertained and determined to the satisfaction of all concerned that such Series H Bonds could not be issued according to the conditions and restrictions relating to the issuance of parity Bonds as set forth in the aforesaid 1962 Trust Indenture, without pledge of additional Revenues of the Housing and Dining System. At the Board's meeting which was held on July 21, 1964, the Board authorized a pledge of

the existing "Student Activity Fee," amounting to \$4.75 per full-time student for each semester of the regular academic year and \$2.50 for each full-time student enrolled for the summer session; it being noted in such proceedings that (a) the said "Student Activity Fee" would in future catalogs of the College be identified as the "Student Center Fee," and (b) that the same constituted a part of the "Miscellaneous" or "Incidental" Fees exacted from all full-time students, as distinguished from the "Student Registration Fees," which have heretofore been pledged irrevocably by the Board as a part of the security and source of payment of the Board's "Consolidated Educational Buildings Revenue Bonds," as shown by previous proceedings of the Board.

The President further reported that as a result of conferences with representatives of HHFA it had been made manifest that even with such additional offered pledge of the "Student Activity Fee" or "Student Center Fee," the Board would have exhausted its financial capacity to issue further and additional parity Bonds according to the provisions of the 1962 Trust Indenture. In view of this situation, the President and members of the Business Staff of the College had visited Louisville, Kentucky, in April, 1964, and had conferred with lawyers in the firm of Grafton, Ferguson & Fleischer, previously employed by the Board as its Bond Counsel in relation to the proceedings relating to all of the foregoing. At the urgent request and invitation of the President and Business Staff of the College, said Bond Counsel had undertaken to review the entire situation and recommend possible courses of procedure which might afford financing relief with reference to the housing and dining facilities of the College.

The President further reported that pursuant to such urgent invitation and request, the aforesaid Bond Counsel had made a thorough study of the entire situation; had proposed a "Plan of Financial Reorganization" of the Board's Housing and Dining System which had appeared to be in conflict with all previously-established policies and practices of HHFA in that connection; had joined with the President and Business Staff of the College in presenting the same to the Atlanta Regional Office of HHFA, and to the office of the HHFA Administrator in Washington, D. C.; had guided all of the negotiations with regard thereto; had submitted appropriate legal opinions in support thereof; and had drafted and submitted a proposed new "Trust Indenture" contemplated to be made by this Board with Bowling Green Bank and Trust Company, Bowling Green, Kentucky, as Trustee, under date of December 1, 1964, wherein the previously-existing restrictions and conditions would be relaxed and revised in such manner as to permit this Board to undertake further financing of critically needed housing and dining facilities, appurtenances and related auxiliary enterprises. As a result of such negotiations, submissions, and proceedings, HHFA has now evidenced its agreement; the same was duly approved and authorized by the Commissioner of Finance of the Commonwealth and by the State Property and Buildings Commission at a meeting held on March 18, 1965; and the proposed proceedings are now before this Board for consideration at this meeting.

The President explained that the entire concept of the financing plan which has now been approved by HHFA, by the Commissioner of Finance of the Commonwealth, and by the State Property and Buildings Commission,

supported by legal opinions of the Attorney General of the Commonwealth and of the New York Municipal Bond Law Firm of Mitchell, Pershing, Shetterly & Mitchell, were conducted and guided on behalf of the College by Cornelius W. Grafton of the Louisville Law Firm of Grafton, Ferguson & Fleischer. Mr. Grafton had reported that by reason of being summoned for jury duty, he was unable to be in personal attendance at this meeting of the Board; but that at the request of the President he had submitted a letter addressed to the Chairman and members of the Board, and to the President and Business Staff of the College, summarizing in brief substance the proceedings submitted for the Board's consideration. He asked permission to incorporate Mr. Grafton's letter in the minutes of this meeting in full; and by unanimous agreement, it was ordered that the same be done, and such letter is reproduced, as follows:

GRAFTON, FERGUSON & FLEISCHER

Attorneys at Law

310 West Liberty Street

LOUISVILLE, KENTUCKY 40202

March 20, 1965

To The Chairman and Members of the Board  
of Regents of Western Kentucky State College  
Bowling Green, Kentucky, and

To Dr. Kelly Thompson, President, and  
Mr. Dero G. Downing, Dean of Business Affairs  
Western Kentucky State College  
Bowling Green, Kentucky

Gentlemen:

In April, 1964, the President and representatives of the Business Staff of Western Kentucky State College visited this office with an urgent request that we consider what courses might be available in order to relieve the then apparent exhaustion of the Board of Regent's financial capacity to undertake the construction and financing of housing and dining facilities, appurtenances and related auxiliary enterprises, under the conditions and restrictions previously prescribed by HHFA, as embodied in the Trust Indenture which you made under date of December 1, 1962, with Bowling Green Bank and Trust Company, Bowling Green, Kentucky, as Trustee.

Pursuant to such request, we made what we hoped may be recognized as a thorough and comprehensive examination of pertinent and applicable provisions of the Constitution of Kentucky, the Kentucky Revised Statutes, decisions of the Highest Court of the Commonwealth, and regulations and policies of HHFA. We understand the general course of what followed will be explained to you by President Thompson; and we will add here only that in pursuance of this undertaking we have conferred at length and on many occasions with the President and Business Staff of the College, with the Staff of the Atlanta Regional Agency of HHFA, with the Staff of the Washington office of the HHFA

Administrator, with the Financial Advisor retained by the Commissioner of Finance in this connection, and with others whenever and wherever occasions therefor have appeared to be necessary or desirable.

Leaving the incidental explanations to the President and Business Staff of the College, who are thoroughly familiar therewith, we now submit for consideration by the Board of Regents at its meeting which is scheduled to be held on March 22, 1965, at 2:00 P. M., in the office of the President of the College on the campus at Bowling Green, Kentucky, the following instruments and documents, which we trust you will find to be in order, and which we trust you will approve and authorize; (not necessarily in this order):

(1) A proposed form of Resolution according to which the Board of Regents may approve and authorize the revised HHFA Loan Agreement designated by HHFA as "Project No. CH-Ky-73 (S) Rev." which adopts and incorporates in full the proposed financial reorganization plan and the meticulous details which have been worked out in long and continuing negotiations; the purpose of this Resolution being to bind both the Board and HHFA to the provisions thereof, and to give assurance that the Plan of Financial Reorganization can definitely be carried forward to completion.

(2) A proposed form of Resolution by which the Board may actually authorize the issuance of its "Housing and Dining System Revenue Bonds" to be dated December 1, 1964, and to be secured by a new Trust Indenture to be executed by the Board and Bowling Green Bank and Trust Company, Bowling Green, Kentucky, as Trustee, the full text of which Trust Indenture is presented for your consideration and approval.

(3) A proposed form of "Notice of Sale of Bonds," which has been approved by HHFA, the Commissioner of Finance, the Financial Advisor employed in this connection, and all others concerned; the same being suitable for publication in the solicitation of purchase bids for the proposed new \$800,000 Series G Bonds and the proposed \$1,350,000 Series H Bonds.

(4) A proposed form of "Official Bid Form," conforming to the terms and conditions of the proposed public offering for sale on a competitive basis of such new Series G and Series H Bonds.

(5) A proposed form of Resolution authorizing publication of the aforesaid "Notice of Sale of Bonds" soliciting submission to the Board of sealed competitive bids for the purchase thereof, the same to be received, considered and acted upon by the Board at a meeting proposed to be held in Louisville, Kentucky, in the office of Hon. H. Bemis Lawrence, Attorney at Law and Vice Chairman of the Board, Room 1129 Kentucky Home Life Building, Louisville, Kentucky, on

April 28, 1965; accompanied by adjournment of your March 22, 1965, meeting to convene again at such time and place and for such purpose.

If the submitted instruments and documents meet with your approval, we have independently issued to the President and to the Business Staff of the College our advice with regard to the number of copies which should be signed, certified and submitted for further action on our part.

Respectfully submitted,

GRAFTON, FERGUSON & FLEISCHER

/s/ Cornelius W. Grafton  
 Cornelius W. Grafton  
 One of the Partners Thereof.

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The exposition of all of the foregoing, as made to the Board by the President of the College, as supplemented by the above-quoted letter of Bond Counsel, and as proposed to be implemented by the submitted instruments and documents, became the subject of extensive discussion among the Chairman and members of the Board. It was noted that the proposed "Plan of Financial Reorganization" referred to, in mimeographed form and accompanied by numerous supporting exhibits, had previously been supplied to each member of the Board, and that the submitted instruments and documents were in substantial conformity therewith, except for minor revisions of terminology and draftsmanship which were represented by the President of the College as not constituting any material departure from the submitted Plan, and as having been agreed to in numerous exchanges of telephone conversations among representatives of HHFA, the Commissioner of Finance, the Financial Advisor, the Business Staff of the College, and Bond Counsel.

After further consideration and discussion, Board Member Harlin introduced, caused to be read in full by the Secretary, and moved immediate adoption of a proposed resolution, seconded by Board Member Keen, as follows:

A RESOLUTION OF THE BOARD OF REGENTS OF WESTERN KENTUCKY STATE COLLEGE AUTHORIZING THE ISSUANCE OF SAID BOARD'S "HOUSING AND DINING SYSTEM REVENUE BONDS," DATED DECEMBER 1, 1964; PROVIDING PROPER PROCEEDINGS RELATIVE TO THE ISSUANCE AND SALE THEREOF, AND DISPOSITION OF THE PROCEEDS OF SALE THEREOF; AND AUTHORIZING EXECUTION OF A TRUST INDENTURE WITH BOWLING GREEN BANK AND TRUST COMPANY, BOWLING GREEN, KENTUCKY, AS TRUSTEE, IN ORDER TO PROVIDE FOR THE SECURITY AND SOURCE OF PAYMENT THEREOF.

WHEREAS, according to a certain Resolution adopted by the Board of Regents of Western Kentucky State College at a meeting held on October 27, 1962, as shown by the official minutes and records of said Board, there were authorized to be issued said Board's "Western Kentucky State College Housing and Dining System Revenue Bonds of 1962, "dated as of December 1, 1962 (the "1962 Bonds"), as secured by a certain "Trust Indenture" made by this Board with Bowling Green Bank and Trust Company, Bowling Green, Kentucky (the "Trustee"), dated December 1, 1962 (the "1962 Trust Indenture"); and

WHEREAS, subsequent to the issuance and delivery by the Board of its 1962 Bonds pursuant to the 1962 Trust Indenture, it has been caused to appear that the conditions and restrictions set forth in the said 1962 Trust Indenture serve unduly to restrict future requirements of the Board for the financing of additional and critically-needed housing and dining buildings, appurtenant facilities, and related auxiliary enterprises; and

WHEREAS, in view of the foregoing, and pursuant to negotiations duly conducted and held, the Board and HHFA have agreed upon new and less restrictive terms, provisions, conditions, and limitations in that regard; and pursuant thereto HHFA has evidenced its willingness to enter into a new Loan Agreement, identified by HHFA as its "Project No. CH-Ky-73(S) Rev.," relating to the Board's issuance of its revenue bonds as herein provided; an exchange of certain of said Bonds with HHFA, upon HHFA's agreement to surrender for cancellation its identified holdings of the Board's previously issued "Housing and Dining System Revenue Bonds of 1962, Series A to F, Inclusive," in comparable respective amounts and bearing interest at comparable respective interest rates; with provision that HHFA will purchase the new Bonds of Series G and Series H upon specified terms and conditions; and

WHEREAS, all of the foregoing conditions and stipulations have been duly submitted to and considered by the Board of Regents of Western Kentucky State College, and it is deemed appropriate at this time to take proper action in approval and authorization thereof,

NOW, THEREFORE, THE BOARD OF REGENTS OF WESTERN KENTUCKY STATE COLLEGE DOES HEREBY RESOLVE, AS FOLLOWS:

Section 1. This Board hereby authorizes the issuance of its "Western Kentucky State College Housing and Dining System Revenue Bonds, Series A to H, Inclusive," dated December 1, 1964, according to statutory authority as set forth in KRS 162.340 to 162.380, inclusive, in the aggregate principal amount of \$6,728,000, all as set forth and subject to the language, terms, provisions and conditions set forth in a certain proposed new "Trust Indenture" (the "1964 Trust Indenture") to be executed by this Board and Bowling Green Bank and Trust Company, Bowling Green, Kentucky, as Trustee; and reference is hereby made to the terms and provisions of said 1964 Trust Indenture for details relating to the Bonds secured thereby, including the date thereof, the disposition thereof, the respective conditions and limitations applicable to the public offering of

such Bonds as are not to be exchanged with HHFA, the respective maturities of each of the Series A to H, inclusive, as set forth therein, the provisions therein provided for optional redemption thereof at the election of this Board, and for disposition, segregation, and application of the Revenues of the Board's "Housing and Dining System" as defined therein.

Section 2. In order to implement the authorizations set forth in the foregoing Section 1 of this Resolution, this Board hereby approves the final and agreed draft of the new 1964 Trust Indenture proposed to be made by this Board with said Trustee, for the purpose of securing the herein authorized "Board of Regents of Western Kentucky State College Housing and Dining System Revenue Bonds," to be dated December 1, 1964 (the "Bonds"), such final and agreed draft thereof being incorporated herein and hereinafter reproduced in full; and the proper officers of this Board are hereby authorized and directed to execute, acknowledge, and deliver the same in the name and on behalf of this Board, and to tender the same for execution and acknowledgment by the aforesaid Trustee, in accordance with the terms and provisions thereof.

Section 3. This Board hereby approves the submitted forms of the "Notice of Sale of Bonds" relating to the proposed public offering of the proposed new Bonds of Series G and Series H, together with the submitted and proposed form of the "Official Bid Form" therein provided to be supplied to interested bidders in connection with the public offering thereof. Each of said forms, as herein approved, may be executed or authenticated, as may be appropriate, and published as provided therein.

Section 4. The Financial Advisor employed by the Commissioner of Finance of the Commonwealth, on behalf of this Board, is authorized to prepare adequate information to be submitted to prospective and interested investors, setting forth adequate and appropriate information respecting the "Housing and Dining System," the College, and otherwise as may be deemed appropriate; and upon approval thereof by the Business Staff of the College, the same may be reproduced in printed, mimeographed, or other multiple form, and made available, upon request, to any parties interested in submitting purchase bids for the Board's authorized "Housing and Dining System Revenue Bonds, Series G and Series H," as provided in the Trust Indenture hereinafter referred to.

Section 5. In accordance with all of the foregoing, and in order to provide for the security and source of payment of the Board's hereinbefore authorized "Housing and Dining System Revenue Bonds, Series A to H, Inclusive," to be dated December 1, 1964 (and parity Bonds which may hereafter be issued in accordance with the conditions and restrictions provided in that connection in the Trust Indenture), this Board shall make and execute with Bowling Green Bank and Trust Company, Bowling Green, Kentucky, as Trustee, a new Trust Indenture, dated as of December 1, 1964, in words and figures substantially in the following form (subject to any minor revisions of terminology and draftsmanship as may be agreed by HHFA, the Commissioner of Finance and Bond Counsel to be immaterial to the ultimate



import thereof), the presently-agreed text thereof to be as follows:  
(Because of the length of the Trust Indenture, it is not being made a part of the minutes. It is on file, however, as an official document of the College.)

Section 6. This Board hereby acknowledges official advice that at a meeting held on March 18, 1965, the State Property and Buildings Commission of the Commonwealth, upon the recommendation and with the concurrence of the Commissioner of Finance of the Commonwealth, all in conformity with the provisions of Chapter 56 of the Kentucky Revised Statutes, and in conformity with the provisions of that certain Resolution adopted in that connection by the State Property and Buildings Commission under date of August 21, 1964, duly approved and authorized the terms and provisions of this Board's proposed Trust Indenture as hereinabove set forth, with said Bowling Green Bank and Trust Company, Bowling Green, Kentucky, as Trustee, for securing the aforesaid "Western Kentucky State College Housing and Dining System Revenue Bonds, Series A to H, Inclusive," dated December 1, 1964, specifically including the proposed covenant on the part of this Board and of the Commonwealth with regard to the payment from time to time of the costs of operating the Board's "Housing and Dining System" and of maintaining the same in an acceptable state of tenantability and repair during the entire life of any of the issued and outstanding revenue bonds of the Board in accordance with the terms and provisions of the said Trust Indenture, to the extent that the Revenues of the aforesaid "Housing and Dining System" may at any time prove to be inadequate therefor, after first making provision for payment of the principal of and interest on any revenue bonds which may be issued and outstanding in accordance with the terms and provisions of the Trust Indenture herein authorized to be made with the aforesaid Trustee under date of December 1, 1964.

Section 7. By the adoption of this Resolution, and the approval and authorization of the execution of the 1964 Trust Indenture with the named and identified Trustee, it is to be understood that this Board hereby authorizes any and all actions on the part of this Board and of the proper officers of the College, for the purpose of implementing the same; and upon adoption of this Resolution the appropriate officers, parties, and persons are hereby authorized to take such action, from time to time, as provided in this Resolution and in the terms and provisions of the new 1964 "Trust Indenture," hereinbefore authorized, and it is acknowledged to be a part of this Resolution, with all of the terms and provisions thereof.

Section 8. This Resolution shall be in full force and effect from and after its adoption.

(End of Resolution)

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Chairman

(SEAL)

ATTEST:

\_\_\_\_\_  
Secretary

After further consideration and discussion, the Chairman put the question of the adoption of the aforesaid Resolution, and upon call of the roll the vote on said question was made and ordered to be recorded in the Minutes as follows:

Aye: Sparks, Edds, Harlin, Keen

Nay: None

The Chairman then announced that the aforesaid Resolution had been duly adopted by the Board, whereupon he signed the same in evidence thereof and caused the same to be attested under seal by the Secretary of the Board and declared the same to be in full force and effect.

President Kelly Thompson then explained to the Board that he had received telegraphic confirmation from the Office of the HHFA Administrator in Washington to the effect that the proposals submitted on behalf of the Board had been given favorable consideration, and that a new or revised HHFA Loan Agreement conforming thereto was in the course of preparation in order that the same might be submitted for early consideration and approval by this Board. President Thompson further explained that in view of the fact that all of the terms, conditions, and provisions customarily set forth at length in HHFA loan agreements had been fully discussed, negotiated and agreed upon, as represented in the approved and final text of the new 1964 "Trust Indenture," approved and constituting a part of the Resolution adopted by this Board at this meeting -- the new or revised HHFA Loan Agreement referred to, will be very little more than (a) reference to the text of said "Trust Indenture," accompanied by a commitment on the part of HHFA to proceed in conformity therewith, including a commitment on the part of HHFA to surrender to the Board and the Trustee its entire holdings of the Board's "Housing and Dining System Revenue Bonds of 1962, Series A to F, inclusive," dated December 1, 1962, in exchange for the Board's delivery to HHFA of like respective amounts of the 1964 Bonds, maturing and bearing interest in comparable fashion; together with the renewed commitment of HHFA (formerly contained in its Loan Agreements with the Board, identified as Project Nos. CH-Ky-74(D) and CH-Ky-73 (S) ); and (b) renewal of the Board's previous agreements with respect to payment of the prescribed "government field expenses," as set forth in the Loan Agreements immediately above identified; and (c) an undertaking on the part of the Board to comply in all respects with the terms and provisions of the "Civil Rights Act" which was enacted by the Congress of the United States in 1964, to which the President made reference for details. In discussion among the Chairman and members of the Board, it was agreed that the existing policies and practices of the Board are in no wise in conflict with such recently enacted federal legislation, and that approval of the anticipated new or revised HHFA Loan Agreement need not be the subject of further consideration or debate.

President Thompson suggested that it would be in order for the Board to adopt at this time a Resolution approving the anticipated new or revised HHFA Loan Agreement, to be designated by HHFA as its "Project No. CH-Ky-73 (S) Rev. "; authorizing the proper officers to sign the same in

the name and on behalf of this Board, when tendered, and to return the same to HHFA for execution on its part; subject to ratification by this Board upon the occasion of the public sale of the Board's "Housing and Dining System Revenue Bonds, Series G and Series H," on April 28, 1965, in the event that such ratification is deemed by HHFA, the Commissioner of Finance, Bond Counsel, or others to be either necessary or desirable.

Thereupon Board Member Edds introduced, caused to be read in full, and moved immediate adoption of a proposed Resolution, seconded by Board Member Keen, as follows:

A RESOLUTION OF THE BOARD OF REGENTS OF WESTERN KENTUCKY STATE COLLEGE APPROVING AND AUTHORIZING EXECUTION OF A LOAN AGREEMENT WITH HHFA, IDENTIFIED AS HHFA'S PROJECT NO. CH-Ky-73(S) Rev., AS ANTICIPATED TO BE RECEIVED ACCORDING TO TELEGRAPHIC COMMUNICATION FROM THE HHFA ADMINISTRATOR.

WHEREAS, this Board, the President and business staff of the College, the Commissioner of Finance of the Commonwealth, Bond Counsel, the Financial Advisor, and others have from time to time participated in extensive negotiations with HHFA as reported to this Board by the parties concerned, and as exemplified by mutual agreement substantially in accordance with the form of "Trust Indenture" authorized by this Board to be made with Bowling Green Bank and Trust Company, Bowling Green, Kentucky, as Trustee, to be dated December 1, 1964; and

WHEREAS, telegraphic communication has been received by the President of the College to the effect that HHFA has given favorable consideration to the proposals shown thereby, and that a new or revised HHFA Loan Agreement conforming thereto is in the course of preparation and will be submitted at an early date; and

WHEREAS, it appears that the terms, conditions and provisions of such anticipated new or revised HHFA Loan Agreement, which will be identified by HHFA as its Project No. CH-Ky-73 (S) Rev., are the subject of full understanding and mutual agreement, and that it is in order for this Board to approve the same at this time, and to authorize execution thereof in the name and on behalf of this Board when the same may be received.

NOW, THEREFORE, THE BOARD OF REGENTS OF WESTERN KENTUCKY STATE COLLEGE DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. This Board hereby acknowledges its understanding of the anticipated import and text of the proposed new or revised HHFA Loan Agreement, as identified in the caption hereof, and hereby approves the same.

Section 2. Upon receipt from HHFA by the proper officers of this Board and of the College of said anticipated new or revised HHFA Loan

Agreement, the proper officers of this Board and/or of Western Kentucky State College are hereby authorized to execute the same in the name and on behalf of this Board and of Western Kentucky State College, and to submit the same for completion on behalf of HHFA.

Section 3. In the event that the text or substance of such anticipated new or revised HHFA Loan Agreement shall embody any departure from the understandings of this Board, as represented by Action previously taken at this meeting of March 22, 1965, and such departures are deemed and considered by the officers of this Board and of the College, and by the Commissioner of Finance of the Commonwealth and by Bond Counsel, to be of a minor nature and immaterial to the true import of the authorization and approval hereby given -- the aforesaid anticipated new or revised HHFA Loan Agreement may nevertheless be executed in the name and on behalf of this Board; and upon the occasion of the public sale of bonds on April 28, 1965, this Board hereby agrees that it will, if considered to be necessary by any of the parties concerned, adopt a further Resolution acknowledging such minor or immaterial departures and ratifying the same in all respects as if the actual text of said anticipated new or revised HHFA Loan Agreement were available for consideration and action on the part of this Board at this time.

Section 4. This Resolution shall be in full force and effect from and after its adoption.

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Chairman

(SEAL)

ATTEST:

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Secretary

There was full discussion of the said proposed Resolution among the Chairman and members of the Board. Thereafter the Chairman put the question of the adoption of said Resolution, and upon call of the roll the vote thereon was recorded as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

The Chairman then announced that said Resolution had been duly adopted, signed the same, caused the same to be attested under seal by the Secretary, and declared said Resolution to be in full force and effect.

President Thompson presented to the Board a plan for the reorganization of the academic administrative structure of the College. He outlined the proposed creation of an Ogden College of Science and Technology, a Potter College of Liberal Arts, and a College of Education, which would

bring the academic operation into four colleges and the Graduate School. Each of the three new colleges, the President stated, would be headed by a dean, who would work directly under the Dean of the Faculty. At the same time the academic reorganization is taking place, the President proposed to up-date and implement the administrative area of the College to bring about maximum efficiency. Following full discussion, Dr. Edds moved that the President be authorized to proceed with the plan of reorganization as presented. The motion was seconded by Mr. Harlin; and upon roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

The next item of business was the presentation by President Thompson and distribution of the planned 1965-66 operating budget. The record-high budget was described by the President as the "finest designed and thought-out" budget ever presented, and tribute was paid to Dean Downing and his staff upon its excellence and early preparation. Following a review and discussion, Mr. Keen moved for official approval of the budget, subject to the future review of any major changes that might be made. The motion was seconded by Mr. Harlin; and upon roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

The proposed 1965-66 salary schedule was presented. In its review, it was noted by the Board that the President's salary had been carried forward for the coming year in the same amount as currently being received. Following discussion, Mr. Keen made the motion that the President's salary be increased from \$23,500.00 to \$25,000.00. The motion was seconded by Mr. Harlin; and upon roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

In graciously accepting the increase in salary, Dr. Thompson expressed both gratitude and appreciation.

Mr. Harlin moved, with a second by Dr. Edds, that the 1965-66 salary schedule be accepted. The roll call vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

In other action and upon the recommendation of the President, Mr. Keen moved for official acceptance and approval of the following personnel changes, effective with the opening of the new school year unless indicated otherwise:

PERSONNEL CHANGESRetirements:

Mr. E. A. Diddle - Physical Education  
 Mr. Hugh Johnson - Mathematics  
 Dr. Ward Sumpter - Chemistry  
 Mr. P. L. Sanderfur - Director of Extension  
 Miss Ercell J. Egbert - History  
 Miss Margie Helm - Director, Library Services  
 Miss Nettie Harrison - Library  
 Miss Lavinia Hunter - First Grade - Training School  
 Miss Susie Pate - Home Economics

Resignations:

Mrs. Jean Eldred - Foreign Language  
 Dr. William Harkins - Government and Sociology  
 Dr. William Laux - Government and Sociology  
 Mrs. Clyde Cates - College of Commerce  
 Mrs. Mary Adams Hudson - Training School - Art  
 Dr. Allan Anderson - Mathematics  
 Dr. Lucia Anderson - Biology

Leaves of Absence:

Mr. Walter D. Richards - English (Feb. 1 to Aug. 31)  
 Mr. Holland Boaz - Industrial Arts (Feb. 1 to May 31)  
 Mr. Ballard Moore - Physical Education (July 1 to Aug. 31)

New Faculty Appointments to Date:

Dr. Fred T. Adams - Government and Sociology  
 Miss Pauline Griffin - English  
 Miss Wanella Huddleston - English  
 \*Mr. William Henry Koon - English  
 \*Mr. Fredrick Murphy - History  
 Mr. Grover L. Porter - Accounting and Finance  
 \*Mrs. Letricia Gayle Rayburn - Accounting and Finance  
 \*Mr. John W. Reasoner - Chemistry  
 \*Mr. Jerald H. Richards - Philosophy - English Department  
 Dr. Hollie Sharpe - College of Commerce  
 Dr. William Solley - Physical Education  
 Dr. Lester E. Tuttle - Education  
 \*Mr. Dennis E. Poplin - Government and Sociology

Note - \*Ph.D. Candidates.

The motion was seconded by Mr. Harlin; and upon roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
 Nay: None

Following discussion, Dr. Edds moved for adoption of the following Resolution:

## RESOLUTION

WHEREAS, The development of the science curricula and the growth of enrollment require additional facilities for instruction in these fields; and

WHEREAS, The Higher Education Facilities Act of 1963 provides federal grants to aid in the construction and equipping of facilities for instruction in the sciences;

NOW THEREFORE BE IT RESOLVED, That President Kelly Thompson is authorized to complete plans for construction of additional facilities for instruction in the sciences on the Ogden campus of Western Kentucky State College and to sign such documents, statements, and exhibits as are needed in making immediate application for a federal grant to finance part of the cost of constructing and equipping these facilities; and

BE IT FURTHER RESOLVED, That the College's share of the financing costs shall be made available through the Consolidated Educational Buildings Revenue Bonds Series.

The motion was seconded by Mr. Harlin; and upon roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

The following Resolution was presented by President Thompson. After discussion, Mr. Keen moved for its adoption:

## RESOLUTION

BE IT RESOLVED, That the Board of Regents of Western Kentucky State College hereby authorizes President Kelly Thompson to proceed with plans for the development of an Athletics Complex near the Academic-Athletic Building. The President is authorized to proceed with the bringing into existence of physical facilities for athletics in keeping with the long-range planning of the institution and in order to make available for future building sites, choice areas now being used for athletics. He is authorized to sign such documents, statements, and exhibits as may be required to complete this project.

The motion was seconded by Dr. Edds; and upon roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

A Resolution, amending a Resolution adopted by the Board on October 30, 1964, which authorized the planning for two dormitories, was presented by the President. Following discussion, Mr. Harlin moved its adoption:

#### RESOLUTION

WHEREAS, The proposed financial reorganization of the Housing and Dining System of Western Kentucky State College has been approved by resolution of the State Property and Buildings Commission and has been accepted in principle by the United States Housing and Home Finance Agency; and

WHEREAS, Projections of enrollment demands indicate a substantial current deficit in available housing which far exceeds reasonable potential spaces in the two residence halls authorized at the meeting of October 30, 1964; and

WHEREAS, It is the judgment of the Board that the deficit will continue to mount because of constantly increasing demands for housing;

NOW THEREFORE BE IT RESOLVED by the Board of Regents of Western Kentucky State College that the Resolution adopted by the Board on October 30, 1964, be amended, authorizing that the number of residence halls referred to be increased from two to three, each to contain approximately 400 beds with an estimated building cost of \$1,300,000.00 each; and

BE IT FURTHER RESOLVED, That President Kelly Thompson be hereby authorized to begin planning, consistent with plans for overall development of the campus, for two dormitories which can be available for occupancy by September, 1967, and that he be authorized to make loan applications, submit and sign such documents, statements, and exhibits as may be required by the Housing and Home Finance Agency for the processing of such loan applications for the construction of the subject residence halls on the campus of Western Kentucky State College.

The motion for the adoption of the foregoing Resolution was seconded by Dr. Edds; and upon a call of the roll, the following voted:

Aye: Sparks, Edds, Harlin, Keen

Nay: None

A Resolution, amending a Resolution adopted by the Board on October 30, 1964, which authorized the construction of a new Administration Building, was presented and discussed. The motion was made by Dr. Edds that the following Resolution be adopted:



## RESOLUTION

WHEREAS, Preliminary planning and design of a new Administration Building on the campus of Western Kentucky State College have been completed; and

WHEREAS, It is deemed advisable to increase the design capacity of this Building in order to more adequately meet the projected needs for administrative facilities; and

WHEREAS, Present cost estimates exceed the original scope of the project;

NOW THEREFORE BE IT RESOLVED, That the Board of Regents of Western Kentucky State College hereby amends the Resolution of October 30, 1964, authorizing this project, to increase the amount of construction funds to be made available from \$725,000.00 to \$900,000.00

The motion was seconded by Mr. Harlin; and upon roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

Following discussion and upon the recommendation of the President, Mr. Keen moved the adoption of the following Resolution:

## RESOLUTION

BE IT RESOLVED, That the Board of Regents of Western Kentucky State College hereby authorizes President Kelly Thompson to proceed with plans for the expansion and improvement of the utility distribution systems of the College, and that he be authorized to sign such documents, statements, and exhibits as may be required to complete this project.

The motion was seconded by Dr. Edds; and upon a call of the roll, the following voted:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

The next item on the agenda was a report by the Dean of the Faculty, which consisted of three recommendations for consideration by the Board. The full report, having been distributed to the Board members, follows in partially condensed form:

1. It is recommended that within the Bowling Green College of Commerce a Department of Office Administration be established. It is further recommended that Dr. Hollie Sharpe be named as

head of this new department. Dr. Sharpe, who has been a member of the Business Faculty of Morehead State College for the past several years, has agreed to accept this position.

Through the new Department of Office Administration will be offered the one and two-year curriculum in Secretarial Science, the four-year curriculum in Business Education, and a projected four-year curriculum in Office Administration.

2. It is recommended that a Senior Citizens' Scholarship Program be authorized under which persons 65 years of age or older would be granted a tuition scholarship for any college class in which they might wish to enroll for credit or as auditors.
3. It is recommended that the honorarium for extension class faculty members be increased from \$115.00 to \$135.00 per semester hour, effective immediately. This would make the honorarium for a three-hour course \$405.00 a semester, which in the opinion of the Extension Advisory Committee would represent a reasonable increase.

Following full discussion and upon the recommendation of the President, Mr. Keen moved for approval of the report from the Dean of the Faculty in its entirety. The motion was seconded by Mr. Harlin; and upon a call of the roll, the following voted:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

A recommendation for the establishment of a "Summer Quarter in Mexico" program in affiliation with the University of the Americas, Mexico City, Mexico, was presented to the Board. Dean Cravens reported on the visit to the Western campus on February 15 and 16 of Dr. D. Ray Lindley, President of the University of the Americas, and outlined in detail the program, which is proposed to be established in June, 1965. Following discussion and upon the recommendation of the President, Dr. Edds made the motion that Dr. Thompson be authorized to enter into an agreement (copies of which had been distributed) with the University of the Americas for the establishment of the "Summer Quarter in Mexico" program. The motion was seconded by Mr. Harlin; and upon a roll call, the vote was as follows:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

Mr. Harlin moved for official acceptance of the following Federal grants:

- a. \$362,832.00 grant under Economic Opportunity Act for establishment of Literacy Center on Western campus

- b. \$439,566.00 grant under Higher Education Facilities Act for new Library project
- c. Allotment of \$37,700.00 under the Economic Opportunity Act for College Work-Study Program for balance of current school year.
- d. \$2,000.00 grant from the 3 M Company of teaching tools and reference materials under the Assistance Grant to Education Program

The motion was seconded by Mr. Keen; and upon a call of the roll, the following voted:

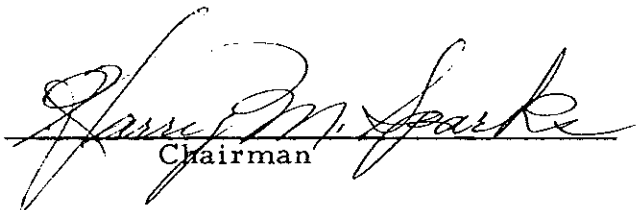
Aye: Sparks, Edds, Harlin, Keen  
Nay: None

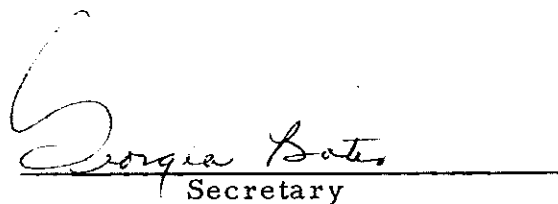
Upon the recommendation of President Thompson, Mr. Keen moved approval for the conversion of East Hall to a woman's dormitory for the 1965-66 school year. The motion was seconded by Dr. Edds and carried unanimously.

The next item on the agenda was a report by Dr. Thompson on the master campus plan. He stated that the firm of Johnson, Johnson, and Roy, Inc., landscape architects and campus planning consultants, of Ann Arbor, Michigan, meets all of the criteria for the development of the project in depth and that the official contract is being drawn by the State Commissioner of Finance. The total price for the basic planning services, he added, was less than \$25,000.00. Following full discussion, Dr. Edds moved that the Board go on record at this time as approving the contract now being prepared between the College and Johnson, Johnson, and Roy. The motion was seconded by Mr. Keen; and upon a call of the roll, the following voted:

Aye: Sparks, Edds, Harlin, Keen  
Nay: None

There being no further business before the Board at this time, upon motion and vote the Chairman declared that this meeting of the Board was adjourned to convene again on April 28, 1965, at 11:00 A. M., EST, in the office of Hon. H. Bemis Lawrence, Attorney at Law, and Vice-Chairman of this Board, Room 1129, Kentucky Home Life Building, Louisville, Kentucky, for the purpose of receiving, considering, and taking action upon such purchase bids as may then be available for consideration by the Board for the purchase of its "Housing and Dining System Revenue Bonds, Series G and Series H," according to authorizations previously adopted and approved at this meeting; and it was so ordered.

  
Chairman

  
Secretary