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University of South Carolina

BOARD OF TRUSTEES

Executive Committee

January 16, 2014

The Executive Committee of the University of South Carolina Board of Trustees met by telephone conference call at 9:30 a.m. Friday, January 16, 2014, in the Osborne Administration Building, Room 206B.

Members present were: Mr. Eugene P. Warr, Jr., Chairman, who attended in person; Mr. John C. von Lehe, Jr., Vice Chairman; Mr. Miles Loadholt; Dr. C. Edward Floyd; Mr. William C. Hubbard; and Mr. Toney J. Lister.

Other Board members present were: Mr. Chuck Allen; Mr. Robert E. "Eddie" Brown; Mr. J. Egerton Burroughs; Mr. Mark W. Buyck, Jr.; Mr. Thomas C. Cofield; Mr. A. C. "Bubba" Fennell; Mr. Hubert F. Mobley; Dr. C. Dorn Smith, III; Mr. Thad H. Westbrook; and Mr. Mack I. Whittle.

Others present were: President Harris Pastides; Secretary Amy E. Stone; Vice President for Academic Affairs and Provost Michael D. Amiridis; General Counsel Walter "Terry" H. Parham; Chief Financial Officer Edward L. Walton; Vice President for Student Affairs and Vice Provost for Academic Support Dennis A. Pruitt; Vice President for Human Resources Chris Byrd; Interim Vice President for Communications Wes Hickman; Athletics Director Ray Tanner; Associate Vice President for Business and Finance and Budget Director, Division of Finance and Planning, Leslie Brunelli; Associate Vice President for Business Affairs, Finance and Planning Division, Helen T. Zeigler; Associate Vice President for Transportation and Logistical Relations Derrick Huggins; Executive Director of the Office of Economic Engagement William D. "Bill" Kirkland; Director of Facilities Planning and Programming and University Architect Derek S. Gruner; Special Assistant to the President J. Cantey Heath, Jr.; Margaret Pope, Gary T. Pope, Jr. and Brent Jeffcoat with the Pope Zeigler Law Firm; Brad Noyes and Wilson Jones with the program management firm of Brailsford and Dunlavey; and Board staff member Debra Allen.

Chairman Warr called the meeting to order and asked Secretary Stone to call the roll because of telephone participation. Chairman Warr stated that notice of the meeting had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated; and a quorum was present to conduct business.

Mr. Hickman introduced members of the media in attendance: Andy Shain, *The State*; Scott Hood, *Gamecock Central*; Jim Hammond, *Columbia Business Report*; Renee Sexton Standera, WIS-TV; Tony Santaella, WLTX-TV; Hannah Jeffrey, *Daily Gamecock*; Pete Iacobelli, Associated Press; Ryan Wood, *Charleston Post & Courier*; and John Whittle, *Big Spur*.

Chairman Warr stated that there were contractual matters appropriate for discussion in Executive Session. Chairman Warr called for a motion to enter Executive Session, Mr. von Lehe so moved, and Mr. Lister seconded the motion. The vote was taken and the motion carried.

Chairman Warr invited the following persons to remain with the Trustees: President Pastides, Secretary Stone, Mr. Walton, Mr. Parham, Mr. Tanner, Dr. Amiridis, Dr. Pruitt, Mr. Heath, Mr. Hickman, Mr. Byrd, Ms. Brunelli, Ms. Pope, Mr. Pope, Mr. Jones, Ms. Zeigler, Mr. Gruner, Mr. Huggins, Mr. Noyes and Mr. Wilson.

EXECUTIVE SESSION

RETURN TO OPEN SESSION

I. Campus Development Contract

Chairman Warr called on Mr. Parham and asked Mr. von Lehe to chair the meeting as he recused himself because he was an ex-officio member of the USC Development Foundation Board.

Mr. Parham said the Executive Committee was being asked to pass a motion to approve the issuance of the intent to award and authorize the University to enter into a development agreement with Holder Properties, Inc. for development of the West Campus Project. The project consists of two student housing buildings, related parking, and an office/academic/research building, as described in the solicitation entitled "State Project: H27-TO37-CA, Request for Proposals for University of South Carolina West Campus Development Project" issued by the University on April 15, 2013. The development agreement consists of the Master Lease, the Student Housing Supplemental Lease, the Office Building Supplemental Lease and the Office Space Lease. These agreements are subject to approval by certain state oversight authorities.

Vice Chairman von Lehe asked for a motion to recommend approval by the full Board. Mr. Lister so moved and Dr. Floyd seconded the motion. There being no discussion, Mr. von Lehe asked Secretary Stone to take a roll call vote and the motion carried.

II. Athletic Contracts

Chairman Warr called on Mr. Parham to present details regarding athletic contracts. Mr. Parham said the first item was modification of the contract of Head Football Coach Steve Spurrier. Details were provided in the materials posted on the Board Portal [Exhibit A]. Mr. Parham said he would summarize the four proposed modifications. First was a one-year extension of the contract to run through December 31, 2018. Second was a modification to the compensation provision of the contract increasing it to \$4 million per year from the current \$3.3 million. The third modification dealt with an incentive provision dealing with post-season bowl games to reflect that the bowl championship series no longer exists and a college football playoff system will go into effect. The proposed modification provides that Coach Spurrier would receive \$100,000 if the football team participates in a bowl game. He would receive \$200,000 if the team participates in the Capital One game or one of the college football playoff games unless it is a semi-final game in which case he would receive \$250,000, with a bonus of \$100,000 for the national championship game and a bonus of \$200,000 if he wins the national championship game. The only other modification offers Coach Spurrier a position as a special assistant to the President and Athletics Director at such a time as his service as head football coach ends, contingent on Coach Spurrier continuing to reside in Columbia and contingent on the current President or Athletics Director remaining in their current positions.

Chairman Warr called for a motion to recommend approval by the full board of the modifications to Coach Spurrier's contract as presented by Mr. Parham and detailed in materials on the Board Portal. Mr. von Lehe so moved and Mr. Lister seconded the motion. The vote was taken and the motion passed.

Mr. Parham said that on the recommendation of Mr. Tanner new employment contracts were being proposed for the nine assistant football coaches. For eight of the coaches, all except Lorenzo Ward, a new two-year agreement was being proposed beginning February 1, 2014, and ending January 31, 2016. It was proposed that Coach Ward's current three-year contract would be replaced with a new three-year contract that would run from February 1, 2014, through January 31, 2017. Terms for each coach were detailed in the materials provided on the Board Portal [Exhibit B].

Chairman Warr asked for a motion to approve the nine assistant football coach contracts as presented by Mr. Parham and described in materials on the Board Portal, with the contracts of Lorenzo Ward, Shawn Elliott and Steve Spurrier, Jr. to be recommended for approval by the full Board. Dr. Floyd made the motion and Mr. Lister seconded the motion. The vote was taken and the motion passed.

III. Adjournment:

Since there were no other matters to come before the Committee, Chairman Warr declared the meeting adjourned at 10:30 a.m.

Respectfully submitted,

A handwritten signature in blue ink that reads "Amy E. Stone". The signature is written in a cursive style with a large initial "A".

Amy E. Stone
Secretary