

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

MINUTES OF MEETINGS

COMMITTEE MEETING HELD SEPTEMBER 10, 2020

[Audit Committee](#)

BOARD OF TRUSTEES MEETING HELD SEPTEMBER 11, 2020

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**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

September 11, 2020

10:30 a.m.

A meeting of the University of South Alabama Board of Trustees was duly convened by Mr. Jimmy Shumock, Chair *pro tempore*, on Friday, September 11, 2020, at 10:32 a.m. in the Board Room of the Frederick P. Whiddon Administration Building. Public access was provided via YouTube livestream.

Members Participating: Present were Steve Furr, Ron Jenkins, Lenus Perkins, Jimmy Shumock, Steve Stokes, Mike Windom and Jim Yance. Participating by video conference were Chandra Brown Stewart, Scott Charlton, Tom Corcoran, Ron Graham, Arlene Mitchell, Ken Simon and Margie Tuckson.

Members Not Participating: Alexis Atkins and Kay Ivey.

Administration & Guests: Present were Monica Ezell, John Smith and Tony Waldrop. Participating by video conference were Terry Albano, Owen Bailey, Claire Cage, Nicole Carr, Neil Chaudhary, Mona and Manoj Chaudhary, Lynne Chronister, John Cleary (Faculty Senate), Angela Coleman, Lizzie Del Rio, Kristin Dukes, Joel Erdmann, Julie Estis, Paul Frazier, Melinda Gratwick (KPMG), Mike Haskins, David Johnson, Andi Kent, Nick Lawkis, Melinda and Louis Mapp, John Marymont, Abe Mitchell, Mike Mitchell, Tia Nickens (SGA), Amanda Price (KPMG), Laura Schratt, Keith Shurbutt (KPMG), Margaret Sullivan, John Todd (MAA), Scott Weldon and Ashley Willson (KPMG).

Upon calling the meeting to order, Chairman Shumock thanked everyone for their participation and discussed how the meeting would proceed. He conveyed enthusiasm for the inaugural home football game in Hancock Whitney Stadium on September 12, 2020. Following the attendance roll call, Chairman Shumock recognized the 19th anniversary of the September 11 terrorist attacks and paid tribute to the late Anne Nix, wife of Trustee Emeritus James P. Nix, who passed away on September 5, 2020. He recognized Ms. Brown Stewart for being named an Alabama Bright Light by the Alabama NewsCenter and for her impending Leadership Alabama graduation; Judge Windom for his recent appointment as a circuit court judge by Governor Ivey; Ms. Mitchell for her recent birthday; and Capt. Jenkins for his September 11 birthday. He presented a plaque to Dr. John Todd in appreciation of his service as President of the USA Medical Alumni Association (MAA) for 2018-2020. He recognized the service of Mr. Patrick Dungan as President of the National Alumni Association (NAA) over 2018-2020, as well as the service of USA alumna Dr. Karen Calametti, who served as an ACHE (Alabama Commission on Higher Education) commissioner representing Alabama's first congressional district. He announced that Governor Ivey recently appointed NAA past president Ms. Ann Sirmon to fill Dr. Calametti's ACHE seat for a nine-year term.

Chairman Shumock called for adoption of the minutes of the Board of Trustees meeting held on June 5, 2020, **Item 1**. On motion by Dr. Stokes, seconded by Mr. Yance, the Board voted unanimously to adopt the minutes.

As to **Item 2**, Chairman Shumock shared context on the Board of Trustees scholarship program and a photo was shown of the previous scholarship recipients. He introduced South Alabama freshman and Board of Trustees Scholar for 2020-2021 Mr. Neil Chaudhary, as well as his parents, Mona and Manoj Chaudhary, and presented Mr. Chaudhary a certificate commemorating his selection. Mr. Chaudhary thanked the Board for the honor.

Chairman Shumock called on Mr. Bailey to present **Item 3** as follows. Mr. Bailey introduced Melinda and Louis Mapp and shared how their stalwart giving and volunteerism in support of USA Health programs had positively impacted the lives of patients and their families. He and Chairman Shumock thanked the Mapps for their generous philanthropy, and Chairman Shumock read the resolution and offered a motion for approval. Judge Windom seconded and the Board voted unanimously to approve the resolution. Mr. Mapp conveyed appreciation for the people of USA Health; expressed excitement for the specialty services that would be available to residents of Baldwin County as a result of USA Health's expansion; and said it was a privilege to be a part of the USA Health mission that would benefit generations to come:

**RESOLUTION
COMMENDATION OF MELINDA AND LOUIS MAPP**

WHEREAS, Melinda and Louis Mapp have shown unwavering support of USA Health and its academic mission of helping citizens along the Gulf Coast and throughout South Alabama lead longer, healthier lives, and

WHEREAS, the Mapps' desire to provide for USA Health's most vulnerable patients at Children's & Women's Hospital resulted in the creation of the *Mapp Child and Family Life Program* and the *Louis and Melinda Mapp NICU Patient Support Fund*, advanced the establishment of the *Collins Carr Memorial Rooftop Garden* and the *Bridge Program*, and led to enhanced Children's Miracle Network activities, and

WHEREAS, the Mapps have strengthened this partnership through generous support of cancer research at the Mitchell Cancer Institute through its *Celebrate Hope*, *Salty Worm Brackish Classic* and *Delta Bash* events, and

WHEREAS, Melinda and Louis Mapps' support of fundraising events has expanded to include University Hospital's *A Night Honoring Heroes*, benefiting the region's sole Level 1 trauma center and source of unparalleled care for trauma, stroke and burn patients, and

WHEREAS, the Mapps' transformational impact on USA Health is magnified by Louis Mapp's generous commitment to volunteer service to the health system and its patients, including his participation as a simulated stroke patient during a SouthFlight helicopter transfer from Fairhope to the *Fanny R. Meisler Trauma Center* for the purpose of illustrating the lifesaving potential of rapid transport, and

WHEREAS, Louis Mapp invests time each week to work alongside healthcare professionals as a volunteer, serving USA's patients in the *Hollis J. Wiseman Neonatal Intensive Care Unit* and in University Hospital's Intensive Care Unit, and

WHEREAS, the Mapps share USA Health's vision to expand academic, world-class healthcare into Baldwin County, providing its citizens with the benefits of access to specialized care, training for healthcare providers and wellness programs, and

WHEREAS, the Mapps' most recent gift of eight acres of property located at the southeast corner of the intersection of Alabama highways 181 and 104 in Fairhope, valued at \$2,090,000, will enable USA Health to establish a center for health services with an emphasis on health, wellness, nutrition and prevention,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees commends Melinda and Louis Mapp and the *Mapp Limited Partnership* for their extraordinary commitment to assuring that the citizens of Mobile and Baldwin counties have access to the highest quality of healthcare, and hereby names the new health services campus in Fairhope the *USA Health Mapp Family Campus*, and

BE IT FURTHER RESOLVED that the Board of Trustees extends profound thanks on behalf of the entire USA Health system and the University's faculty, students, and staff, as well as patients and families who will benefit for many years to come from the services and programs offered at the *USA Health Mapp Family Campus* and from the visionary philanthropy of Melinda and Louis Mapp.

Chairman Shumock called for the presentation of **Item 4**, the President's Report. President Waldrop introduced and gave background on Interim Provost and Sr. Vice President for Academic Affairs Dr. Andi Kent, who assumed the position effective September 1, 2020. Dr. Kent, who has served as dean of the College of Education and Special Programs since January 2016, said she was honored to serve the University in this role.

President Waldrop introduced and shared professional history on COVID-19 Response Coordinator Dr. Julie Estis. Dr. Estis expressed appreciation for the opportunity to serve in this position and discussed the University's comprehensive approach to reopen campus for the fall semester, which included implementation of a daily health screening system for students and employees and a COVID-19 contact-tracing unit. She answered questions about protocols for students who test positive for COVID-19 and the potential for engaging with community partners to mitigate the spread of the coronavirus if needed.

President Waldrop called on Dr. Erdmann for an update. Dr. Erdmann reported on the progression of fall sports while meeting the COVID-19 compliance guidelines of the Sun Belt Conference and the NCAA (National Collegiate Athletic Association). He credited Professor of Pediatrics and infectious disease expert Dr. Benjamin Estrada, member of the University's Committee for Reopening Campus, for his wise counsel to the department amid the pandemic. He advised of the implementation of a diversity and inclusion task force charged with guiding South Alabama Athletics through social issues to effect meaningful change. He echoed enthusiasm for the first home football game to be played against Tulane on Abraham A. Mitchell Field at Hancock Whitney Stadium; credited Associate Vice President for Facilities Management Mr. Randy Moon for his oversight of the stadium project; and spoke about the immeasurable impact of national television exposure made possible by Hancock Whitney Stadium.

President Waldrop congratulated Ms. Chronister for being named a 2020 *Woman of Impact* by Yellowhammer News. He stated Ms. Chronister earned this distinction for her involvement in the community and leadership at South, which resulted in the growth of research awards to close to \$90 million in 2019. He said a profile on Ms. Chronister would soon be featured in the publication.

President Waldrop provided a summary of South's *Common Read* selection for 2020-2021, Spare Parts, and encouraged Trustees and guests to read the book.

President Waldrop recognized Professor of Sociology, Anthropology and Social Work Dr. David Johnson, thanking him for his exemplary efforts as the former Provost and Senior Vice President for Academic Affairs. He advised that Dr. Johnson would continue to serve on the Committee for Reopening Campus and asked him to share his recommendations relative to the strategic plan update that would soon begin. Dr. Johnson stressed the importance of addressing the enrollment challenge facing all institutions into the future and protecting South's market share. He suggested that the University focus on strengthening programs in the environmental sciences and health sciences, as well as connections with industry partners, particularly in Theodore and Axis, Alabama.

Chairman Shumock called for a report from Faculty Senate President Dr. John Cleary, **Item 5**. Dr. Cleary recognized the Faculty Senate leadership for their efforts, as well as the members of the Executive Committee: Dr. Susan McCready, Past President; Dr. Beth Shepard, Vice President; and Dr. Donna Copeland, Secretary. He thanked the University leadership for working closely with the Faculty Senate on matters unique to the pandemic, including budgetary needs, campus reopening, preparations for the spring semester and promotion of a safe learning environment on campus. He advised of a newly-formed diversity and inclusion committee that would work proactively with campus partners.

Chairman Shumock called for a report from Student Government Association (SGA) President Ms. Tia Nickens, **Item 6**. Ms. Nickens advised of the selection of First Year Council members, who work to help new students get involved on campus; invited those interested in learning more about SGA projects taking shape for the fall semester to contact her; shared details about a pilot laptop rental program; conveyed excitement about diversity and inclusion training that would soon launch with the help of Dr. Frazier; and reported that SGA funded a three-dimensional printer for the Office of Disability Services to help with special student needs.

Chairman Shumock called upon Mr. Weldon, who introduced KPMG Engagement Partner Ms. Ashley Willson. Ms. Willson discussed plans related to the financial audit underway for the 2020 fiscal year, speaking briefly about KPMG's commitment to clients, COVID-19 resilience and readiness, audit scope, and vision for modernizing the audit process. She introduced Lead Partner for the Single Audit Mr. Keith Shurbutt, who made brief remarks, as well as Lead Audit Engagement Managers for the general University and for USA Health Ms. Melinda Gratwick and Ms. Amanda Price, respectively, who briefly covered required communications relative to materiality in the context of the audit, the audit timeline and deliverables, areas of significant risk, involvement of others, and new accounting standards to be implemented in the coming years. Ms. Willson concluded with comments about independence, audit quality and transparency, responsibilities and inquiries.

Chairman Shumock asked former MAA President Dr. John Todd if he would like to say a few words. Dr. Todd shared gratitude for the Board's recognition and stated he was proud to have served the University in this capacity.

Following a brief recess, Chairman Shumock called on Mr. Weldon for the presentation of **Item 8**, the independent audit of the USA Foundation consolidated financial statements and disproportionate share hospital funds combined financial statements for the years ended June 30, 2020 and 2019. Mr. Weldon stated both reports received unqualified opinions and noted the USA Foundation reported an increase in net assets of \$3.6 million compared to that reported for fiscal year 2019 of \$9.3 million, as well as distributions to the University totaling \$10.6 million. He said the reports did not contain unusual or unexpected information.

Chairman Shumock welcomed Executive Director of Internal Audit and Chief Financial Compliance Officer Ms. Laura Schratt to her new role and asked her to address **Item 9** as follows. (To view approved policies and other authorized documents, refer to **Appendix A**). Ms. Schratt explained the recommended changes to the Office of Internal Audit Charter. On motion by Capt. Jenkins, seconded by Dr. Stokes, the Board voted unanimously to approve the resolution:

**RESOLUTION
OFFICE OF INTERNAL AUDIT CHARTER**

WHEREAS, the purpose of the University of South Alabama's Office of Internal Audit is to provide independent, objective assurance and consulting services that are guided by a philosophy of adding value to improve the operations of the University, and

WHEREAS, the Office of Internal Audit is subject to guidance promulgated by the Institute of Internal Auditors, and

WHEREAS, such guidance by the Institute of Internal Auditors directs the Office of Internal Audit to establish a charter, and

WHEREAS, the purpose of such charter is to address the authority, independence, objectivity, scope of services and responsibilities of the Office of Internal Audit, and

WHEREAS, the most recent Office of Internal Audit Charter was approved in December 2019 and requires update to ensure adherence to the Institute of Internal Audit requirements,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees authorizes approval of the attached University of South Alabama Office of Internal Audit Charter.

Concerning **Item 10**, a report on internal audit activities, Ms. Schratt provided a summary of the factors considered when developing annual internal audit plans, and detailed the components of the internal audit plan for fiscal year 2021. She stated that the 2021 internal audit plan was adopted by the Audit Committee at a meeting on September 10, 2020.

Chairman Shumock called on Mr. Weldon, who informed Board members that, in addition to serving the role of investment manager for the University, Mr. Terry Albano had been promoted to the position of University Treasurer, the role held previously by Mr. Ken Davis, who retired effective September 1, 2020. Mr. Albano said he looked forward to fulfilling his new duties.

Mr. Albano presented **Item 11**, a report on endowment and investment performance, advising of a return on investments of 6.24 percent for the 2020 fiscal year through July 31 versus the relative index performing at 7.38 percent. Despite the endowment having underperformed by 1.14 percent, he noted a gain of 61 basis points since April 30, 2020, and fiscal year earnings totaling approximately \$9.7 million. He reviewed manager performance and asset allocation, as well as the annualized performance since inception and fluctuations in the value of the U.S. dollar over the life of the endowment. He reported an endowment value of approximately \$167.7 million and overall University earnings of about \$92 million.

Chairman Shumock called for a report on the activities of the Division of Development and Alumni Relations, **Item 12**. Ms. Sullivan stated the *Upward & Onward Campaign* would soon conclude and thanked everyone who participated. She reported approximately \$154.8 million raised as of September 3, 2020, surpassing the \$150 million goal, and emphasized that 14,345 of the nearly 23,000 donors contributing were new donors to the University. She shared that the 100 Black Men of Greater Mobile recently contributed \$10,000 to create the *Leadership in Social Justice and Perseverance Endowed Scholarship* and thanked Trustees Tuckson and Simon, Ms. Nickens, Dr. Mitchell and others from the University for serving on the advisory council that would work to raise \$500,000 for the scholarship fund. She reported just over \$155,000 raised for South's Pandemic Emergency Fund and detailed an array of needs met through these contributions. She thanked Mr. Abe Mitchell for providing in excess of \$16.6 million in scholarship matching funds, noting 245 new scholarships created and 186 existing scholarships enhanced during the campaign. She discussed the activities planned in conjunction with the October 2 virtual alumni reunion, including a *Courageous Conversations* alumni panel with Trustees Tuckson and Simon, Ms. Nickens, Mr. Julian MacQueen and Dr. Laurie Owen participating and Dr. Joél Lewis Billingsley from the College of Education and Special Programs moderating. Also detailed were USA Health fundraising events scheduled for the remainder of the year. Ms. Sullivan thanked the Stokeses for leading the *Upward & Onward Campaign*. Dr. Stokes commended Ms. Sullivan and the Development team for their hard work despite the challenges presented in 2020. He stated this campaign would serve as a foundation for the next campaign and thanked everyone involved.

Chairman Shumock called upon Mr. Bailey to present **Item 13** as follows. On motion by Dr. Charlton, seconded by Capt. Jenkins, the Board voted unanimously to approve the resolution:

RESOLUTION
USA HEALTH HOSPITALS MEDICAL STAFF APPOINTMENTS AND REAPPOINTMENTS
FOR MAY, JUNE AND JULY 2020

WHEREAS, the Medical Staff appointments and reappointments for May, June and July 2020 for the USA Health Hospitals are recommended for Board approval by the Medical Executive Committees and the USA Health Credentialing Board,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees authorizes the appointments and reappointments as submitted.

Chairman Shumock asked Dr. Mitchell to address **Item 15** as follows. Dr. Mitchell discussed the collaborative efforts of Mr. Lawkis and Ms. Dukes with regard to new legislation regulating free speech on college campuses statewide and advised of an extensive review of the policy and

revisions made in 2017. On motion by Dr. Charlton, seconded by Mr. Graham, the Board voted unanimously to approve the resolution:

**RESOLUTION
SPEECH, EXPRESSIVE ACTIVITIES, AND USE OF UNIVERSITY SPACE, FACILITIES, AND GROUNDS POLICY**

WHEREAS, new legislation has been enacted by the State of Alabama pertaining to free speech on the campuses of higher education entities in the state, including the University of South Alabama, and

WHEREAS, in compliance with that legislation, revisions have been made to the University of South Alabama's Speech, Expressive Activities, and Use of University Space, Facilities, and Grounds policy, and

WHEREAS, the legislation requires that the board of trustees of each institution submit a report to the Governor and Legislature detailing the course of action implemented to ensure compliance with the requirements of the legislation,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees hereby approves the revised Speech, Expressive Activities, and Use of University Space, Facilities, and Grounds policy as set forth in the attached document, and

BE IT FURTHER RESOLVED that the Board hereby authorizes Dr. Michael Mitchell, Vice President for Student Affairs and Dean of Students, to prepare and file a report on behalf of the Board to the Governor and Legislature which informs of the revision of the Speech, Expressive Activities, and Use of University Space, Facilities, and Grounds policy by the University, as well as other actions taken by the University in order to conform to the requirements of the legislation.

Chairman Shumock called on Provost Kent for a report on the activities of the Division of Academic Affairs, **Item 16**. Provost Kent spoke to the resiliency of the faculty, staff and students in adapting to a variety of teaching modalities for the fall semester, as necessitated by the pandemic. She reported a fall enrollment of 14,244 students, as well as increases in freshman and graduate enrollment. She advised of 176 high school students enrolled in the University's new *Start South* dual-enrollment program, and recognized the hard work of Associate Vice President for Academic Student Success Dr. Nicole Carr and her team, as well as of the faculty, that led to a marked improvement in freshman cohort retention rates. Dr. Carr addressed a question on the primary factors that may drive freshmen to drop out of school.

Chairman Shumock called on Ms. Chronister for a report on the activities of the Division of Research and Economic Development, **Item 18**. Ms. Chronister introduced and shared background on Associate Professor of History Dr. Claire Cage. Dr. Cage discussed her research tracing the rise of forensic medicine in France in the 18th and 19th centuries and how new forms of scientific and medical knowledge gained acceptance and impacted the administration of justice.

Ms. Chronister advised that the U.S. Department of Defense recently granted authority enabling the University to conduct classified research on campus at the "secret" level and the members of South's Security Committee to receive secret security clearance. Additionally, she stated that

Director of Information Security and Compliance Mr. David Furman, designated the University's facility security officer, was approved to work with non-possessing classified research.

Chairman Shumock asked Mr. Weldon to address the quarterly financial statements for the nine months ended June, 30, 2020, **Item 19**. Mr. Weldon reported an increase in net position by approximately \$75 million as contrasted with that of approximately \$25 million reported for the same period in 2019. He detailed the contributing factors, which included operational improvements implemented by USA Health that accounted for approximately half of the increase, as well as increases in state appropriations and investment gains totaling close to \$5 million. He added that a change in actuarial assumptions by the Teachers' Retirement System caused a decrease in retiree health insurance accrual, indicating that, while this did not impact cash, it did have a positive impact on operations by about \$18 million. He expressed optimism that the favorable financial trend would continue for the remainder of the fiscal year.

Chairman Shumock called on Ms. Dukes for presentation of **Item 20** as follows. Ms. Dukes shared background on the contracts process facilitated through the Office of the General Counsel, noting approximately 2,200 contracts handled the previous year. She stated that delegating the President the power to designate signature authority would improve efficiencies in contract processing. On motion by Judge Simon, seconded by Judge Windom, the Board voted unanimously to approve the resolution:

**RESOLUTION
CONTRACT OFFICERS**

WHEREAS, since the inception of the University of South Alabama, the President of the University has been authorized to sign general contractual agreements and documents for and on behalf of the Board of Trustees, and

WHEREAS, other individuals and positions of the University have, from time to time, been given authority by the Board of Trustees to sign such contractual agreements and documents on behalf of the Board of Trustees, and

WHEREAS, the need for the ability to designate signature authority arises between meetings of the Board of Trustees such that it would contribute to the smoother and efficient operation of the University for the President to be able to confer signature authority to University officials as the need arises,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees hereby conveys upon the President of the University of South Alabama the authority to delegate signature authority for and on behalf of the University of South Alabama and its Board of Trustees to University officials as the President sees fit for contractual instruments, agreements, grants, and other similar legal documents that have been reviewed and approved by the Office of General Counsel.

Chairman Shumock called on Mr. Weldon to discuss **Item 21** as follows. Mr. Weldon introduced and gave background on Director of Tax Accounting Ms. Lizzie Del Rio, who succeeded Mr. Ken Davis in this role. Ms. Del Rio gave a summation of the resolution and, on motion by Judge Simon, seconded by Dr. Stokes, the Board voted unanimously to approve the resolution:

**RESOLUTION
AMENDMENT OF THE EMPLOYMENT AGREEMENT OF PRESIDENT TONY G. WALDROP**

WHEREAS, in 2014, the University of South Alabama entered into an employment agreement with Tony G. Waldrop (the "President"), which included a provision to provide the President with the benefit of a Section 457(f) retirement plan (the "TRS Mirror Plan"), designed pursuant to the tax laws then in effect, and

WHEREAS, the enactment of the Tax Cuts and Jobs Act in 2017 changed tax laws in such a way that the repayment terms of the existing TRS Mirror Plan create adverse tax consequences to the President in the event of his vesting in the Alabama's Teachers' Retirement System, and

WHEREAS, the amendment of the President's employment agreement to modify the repayment terms of the TRS Mirror Plan will result in a fair and equitable treatment of such repayments, if necessary, and

WHEREAS, the amendment of the President's employment agreement will result in no additional benefits to the President, but will ameliorate adverse tax consequences,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees hereby authorizes the Chairman of the Board to execute the amendment to the employment agreement of President Tony G. Waldrop to effect the recommended changes.

Mr. Weldon shared information pertaining to the University's decision to opt out of the federal payroll tax deferral plan. He and Mr. Lawkis discussed CARES (Coronavirus Aid, Relief and Economic Security) Act stimulus distributions and expectations.

Chairman Shumock asked Mr. Weldon to address **Item 22** as follows. Mr. Weldon advised of a \$1.1 billion balanced budget proposal for the 2020-2021 fiscal year and stated the primary drivers for the recommendation included a 1.2 percent decline in enrollment and increases in state appropriations of 2.8 percent, dining rates of 2.5 percent, employer health insurance premiums of 10 percent and employee health insurance premiums of 5 percent. He pointed out that tuition and housing rates remained the same as in 2019-2020. He gave an overview of the changes in budgeted revenues and expenses and answered a question related to bond refinancing. On motion by Mr. Yance, seconded by Mr. Perkins, the Board voted unanimously to approve the resolution:

**RESOLUTION
UNIVERSITY TOTAL BUDGET FOR 2020-2021**

BE IT RESOLVED, the University of South Alabama Board of Trustees approves the 2020-2021 University of South Alabama Total Budget, and

BE IT FURTHER RESOLVED, the University of South Alabama Board of Trustees approves the 2020-2021 Total Budget as a continuation for 2021-2022 in order to be in compliance with bond trust indenture requirements if the budget process cannot be completed prior to beginning the 2021-2022 fiscal year.

Chairman Shumock called on Ms. Chronister to present **Item 23** as follows. Ms. Chronister detailed the particulars of the resolution and, on motion by Mr. Yance, seconded by Capt. Jenkins, the Board voted unanimously to approve the resolution:

RESOLUTION
AMENDED BYLAWS OF THE UNIVERSITY OF SOUTH ALABAMA RESEARCH AND TECHNOLOGY CORPORATION

WHEREAS, pursuant to the Amended Bylaws of the University of South Alabama Research and Technology Corporation ("the Corporation"), the University of South Alabama Board of Trustees ("the University") and the Corporation shall jointly approve any future amendment to the Bylaws of the Corporation, and

WHEREAS, the Corporation amended the Bylaws in Article III, Sections 3.2(a), 3.2(b), and 3.2(c), revising the number of unaffiliated directors comprising the Board of Directors of the Corporation from four (4) to five (5) and revising the number of ex-officio directors from three (3) to four (4) to include the Treasurer/Investment Manager of the University; Article IX, Section 9.2, to grant the Board of Directors of the Corporation the power to appoint check signatories by resolution from time to time as it deems necessary; and Article IX, Section 9.7, to increase the limit of pecuniary obligation which can be undertaken by the Corporation or any of its directors, officers or employees for obligations which are deemed necessary for normal operations of the assets of the Corporation to Fifty Thousand Dollars (\$50,000.00), and

WHEREAS, the Board of Directors of the Corporation approved the Amended Bylaws of the Corporation at its meeting on August 31, 2020,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees does hereby approve the Amended Bylaws of the University of South Alabama Research and Technology Corporation as set forth in the attached document.

Ms. Chronister presented **Item 24** as follows. On motion by Mr. Yance, seconded by Mr. Perkins, the Board voted unanimously to approve the resolution:

RESOLUTION
DIRECTORS OF THE UNIVERSITY OF SOUTH ALABAMA RESEARCH AND TECHNOLOGY CORPORATION

WHEREAS, pursuant to the Amended Bylaws of the USA Research and Technology Corporation ("Corporation"), the Board of Trustees of the University of South Alabama ("University") shall elect directors of the Corporation who are not officers, employees, or trustees of the University, and

WHEREAS, the Board of Directors of the Corporation is authorized to nominate new directors or reappoint current directors consistent with the aforesaid for consideration and confirmation by the Board of Trustees of the University, and

WHEREAS, the Board of Directors of the Corporation has elected and hereby nominates both Mr. David Rodgers and Mr. Donald L. Langham (reelection) to serve as directors for four (4) year terms beginning September 2020 and expiring September 2024,

THEREFORE, BE IT RESOLVED, that the University of South Alabama Board of Trustees does hereby authorize the aforementioned individuals to serve as directors of the University of South Alabama Research and Technology Corporation as set forth.

Chairman Shumock called on Associate Vice President for Institutional Effectiveness Dr. Angela Coleman for a report on the 2020 scorecard, **Item 25**. Dr. Coleman reviewed that the scorecard charts progress toward achievement of the institutional priorities of the strategic plan. She commented briefly on the areas with demonstrated improvement, such as graduation rates, service-learning participation and international collaborations among the faculty, and emphasized that many of the strides made were driven by data. She called the first series of scorecards implemented at South a success in terms of translating the strategic plan into tangible progress and conveyed the hope for enhancements with the next strategic plan.

Concerning **Item 26** as follows, Dr. Coleman reported on the postponement of strategic planning activities, set to begin during the 2020 spring semester, due to the coronavirus crisis, adding that, in light of the unprecedented change over recent months, it would be prudent for the current strategic plan to be extended one year in order that new data could be collected to drive the next generation of the strategic plan. Chairman Shumock asked if this would affect the SACSCOC (Southern Association of Colleges and Schools Commission on Colleges) accreditation reaffirmation process. Dr. Coleman anticipated that a justification of this action in light of the circumstances as part of the University's report to the SACSCOC would not be met with opposition. On motion by Judge Windom, seconded by Ms. Brown Stewart, the Board voted unanimously to approve the resolution:

**RESOLUTION
UNIVERSITY STRATEGIC PLAN EXTENSION**

WHEREAS, the University of South Alabama Board of Trustees approved the University of South Alabama Strategic Plan (2016-2020) in December 2015 to guide advancement of the University's priorities, and

WHEREAS, the Board of Trustees consistently used data to monitor the University's progress on its priorities and ensure the University's continued commitment to achieving its mission, and

WHEREAS, the University had to direct much of its energy and resources to addressing the challenges it faced due to the pandemic caused by the novel coronavirus in March 2020, and

WHEREAS, strategic planning efforts were paused to respond to the pandemic and to consider the potential impacts of the novel coronavirus on the University's future priorities and objectives,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees authorizes an extension of the University of South Alabama Strategic Plan (2016-2020) to December 2021.

Brief information was shared on the coordination of diversity activities across units and Dr. Frazier's role; expectations related to the decennial SACSCOC reaffirmation of accreditation review; and a *Table for the Fallen* remembrance taking place at Veterans Memorial Plaza, sponsored by the Office of Veteran Affairs to honor victims of the September 11, 2001, terrorist attacks.

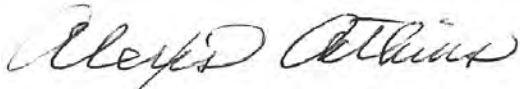
In accordance with the provisions of the Alabama Open Meetings Act, Chairman Shumock made a motion to convene an executive session for an anticipated duration of 15 minutes for the purpose of discussing good name and character, **Item 27**. He stated Ms. Dukes had submitted the required written declaration for the minutes and that the Board meeting would effectively adjourn at the conclusion of the executive session. Capt. Jenkins seconded and the Board voted unanimously at 12:59 p.m. to convene an executive session at 1:10 p.m., as recorded below:

AYES:

- Ms. Brown Stewart
- Dr. Charlton
- Mr. Corcoran
- Dr. Furr
- Mr. Graham
- Capt. Jenkins
- Ms. Mitchell
- Mr. Perkins
- Mr. Shumock
- Judge Simon
- Dr. Stokes
- Ms. Tuckson
- Judge Windom
- Mr. Yance

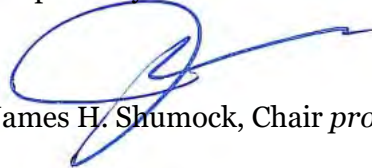
There being no further business, the meeting was adiourned at 1:17 p.m.

Attest to:



Katherine Alexis Atkins, Secretary

Respectfully submitted:



James H. Shumock, Chair *pro tempore*

APPENDIX A

University of South Alabama

Office of Internal Audit Charter

Purpose and Mission

The purpose of the University of South Alabama's Office of Internal Audit (OIA) is to provide independent, objective assurance and consulting services designed to add value and improve the University of South Alabama's operations. The mission of the OIA is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight. The OIA helps the University of South Alabama (main campus and USA Health) accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes.

Standards for the Professional Practice of Internal Auditing

The OIA will govern itself by adherence to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the *International Standards for the Professional Practice of Internal Auditing*, and the Definition of Internal Auditing. The Executive Director of Internal Audit (Executive Director) will report periodically to senior administration and the Audit Committee of the Board of Trustees (Audit Committee) regarding the OIA's conformance to the Code of Ethics and the *Standards*.

Authority

The Executive Director will report functionally to the Audit Committee and administratively (i.e., day-to-day operations) to the University of South Alabama President. To establish, maintain, and assure that the University of South Alabama's OIA has sufficient authority to fulfill its duties, the Audit Committee will:

- Approve the OIA's charter.
- Approve the risk-based Internal Audit plan.
- Approve the OIA's Quality Assurance and Improvement Program.
- Receive communications from the Executive Director on the OIA's performance relative to its plan and other matters.
- Ratify decisions regarding the remuneration, appointment and removal of the Executive Director.
- Ratify decisions regarding the budget and resource plan of the Office of Internal Audit.
- Make appropriate inquiries of management and the Executive Director to determine whether there is inappropriate scope or resource limitations.

The Executive Director will have unrestricted access to, and communicate and interact directly with, the Audit Committee and/or the Board of Trustees, including private meetings without senior administration present.

The Audit Committee authorizes the OIA to:

- Have full, free, and unrestricted access to all functions, records, property, and personnel pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information at both the main campus and USA Health.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques required to accomplish audit objectives, and issue reports.
- Obtain assistance from the necessary personnel of the University of South Alabama, as well as other specialized services from within or outside the University of South Alabama, in order to complete the engagement.

Independence and Objectivity

The Executive Director will ensure that the OIA remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased and independent manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. If the Executive Director determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they do not subordinate their judgment on audit matters to others.

Internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair their judgment, including:

- Assessing specific operations for which they had responsibility within the previous year.
- Performing any operational duties for the University of South Alabama or its affiliates.
- Initiating or approving transactions external to the OIA.
- Directing the activities of any University of South Alabama employee not employed by the OIA, except to the extent that such employees have been appropriately assigned to auditing teams or to otherwise assist internal auditors.

Where the Executive Director has, or is expected to have, roles and/or responsibilities that fall outside of internal auditing, safeguards will be established to limit impairments to independence or objectivity.

Internal auditors will:

- Disclose any impairment of independence or objectivity, in fact or appearance, to appropriate parties.
- Exhibit professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid being unduly influenced by their own interests or by others in forming judgments.

The Executive Director will confirm to the Audit Committee, at least annually, the organizational independence of the Office of Internal Audit.

The Executive Director will disclose to the Audit Committee any interference and related implications in determining the scope of internal auditing, performing work, and/or communicating results.

Scope of Internal Audit Activities

Assurance Services: The scope of Internal Audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the Audit Committee, administration, and outside parties on the adequacy and effectiveness of governance, risk management, and control processes for the University of South Alabama. Internal Audit assessments include evaluating whether:

- Risks relating to the achievement of the University of South Alabama's strategic objectives are appropriately identified and managed.
- The actions of the University of South Alabama's officers, directors, employees, and contractors are in compliance with the University of South Alabama's policies, procedures, and applicable laws, regulations, and governance standards.
- The results of operations or programs are consistent with established goals and objectives.
- Operations or programs are being carried out effectively and efficiently.
- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that impact the University of South Alabama.
- Information and the means used to identify, measure, analyze, classify, and report such information are reliable and have integrity.

- Resources and assets are acquired economically, used efficiently, and protected adequately.

The Executive Director will report periodically to senior administration and the Audit Committee regarding:

- The OIA's purpose, authority, and responsibility.
- The OIA's plan and performance relative to its plan.
- The OIA's conformance with The Institute of Internal Auditors' (IIA) Code of Ethics and *Standards*, and action plans to address any significant conformance issues.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other matters requiring the attention of, or requested by, the Audit Committee.
- Results of audit engagements or other activities.
- Resource requirements.
- Any response to risk by senior administration that may be unacceptable to the University of South Alabama.

The Executive Director also coordinates activities, where possible, and considers relying upon the work of other internal and external assurance and consulting service providers as needed.

Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during engagements. These opportunities will be communicated to the appropriate level of administration.

Consulting Services: The OIA provides consulting services in an advisory capacity. Consulting may range from formal engagements with defined scopes and objectives to advisory activities such as providing informal guidance in response to general inquiries, or participating on University committees. However, in all cases, Internal Audit functions only as an advisor, with management being responsible for final decisions.

Responsibilities of Executive Director

The Executive Director has the responsibility to:

- Submit, at least annually, to senior administration and the Audit Committee a risk-based internal audit plan for review and approval.
- Evaluate, on an annual basis, the department's adherence to the Internal Audit Charter and report such adherence, or lack thereof, to senior administration and the Audit Committee.

- Communicate to senior administration and the Audit Committee any significant interim changes to the Internal Audit Plan.
- Periodically evaluate the performance of all staff auditors and provide opportunities for development of staff.

Quality Assurance and Improvement Program

The OIA will maintain a Quality Assurance and Improvement Program covering all aspects of its operations. The program will include an evaluation of the OIA’s conformance with the *Standards* and an evaluation of whether or not internal auditors apply The IIA’s Code of Ethics. The program will also assess the efficiency and effectiveness of the OIA and identify opportunities for improvement.

The Executive Director will communicate to senior administration and the Audit Committee on the OIA’s Quality Assurance and Improvement Program, including results of internal assessments (both ongoing and periodic) and external assessments conducted at least once every five years by a qualified, independent assessor or assessment team from outside the University of South Alabama.

Approval/Signatures

Executive Director of Internal Audit

Date

Audit Committee Chair

Date

University of South Alabama President

Date

SPEECH, EXPRESSIVE ACTIVITIES, AND USE OF UNIVERSITY SPACE, FACILITIES, AND GROUNDS POLICY

The University of South Alabama recognizes and supports the rights of students, employees, and visitors to engage in expressive activities in a lawful manner on campus. The purpose of this policy is to promote the free exchange of ideas and the safe and efficient operation of the University. The primary missions of the University are to provide teaching, research, community service, and health care through on-going instructional programs, sponsored and conducted by a member of the faculty or department of the college or university, or an organization registered with the Office of Campus Involvement. In balancing the rights of students, employees, and guests to speak on campus with the University's need to preserve and protect its property, students, employees, and visitors, expressive activities may be subject to reasonable regulation with regard to the time, place, and manner, whether inside buildings or outside on campus grounds. Access and use of facilities managed by USA Health or University of South Alabama Health Care Authority are addressed elsewhere in USA Health policies.

University employees will not consider the viewpoint of expressive activities when enforcing this policy.

Within this policy "expressive activities" includes, but is not limited to:

- Meetings and other group activities of registered USA student organizations;
- Speeches, performances, demonstrations, peaceful assemblies, rallies, vigils, and other similar events by students, employees, and visitors;
- Carrying signs or hanging posters;
- Circulating petitions;
- Distribution of literature, such as leafleting and pamphleting; and
- Any other expression protected by the First Amendment to the U.S. Constitution and applicable state law.

"Expressive activity" does not include expression that relates solely to the economic interests of the speaker and its audience and proposes an economic transaction.

Nothing in this policy is intended, nor should it be understood, as an endorsement or approval by the University of South Alabama of any speech or demonstration on campus beyond rights existing under federal law, state law or University regulations. In the event any University policies are inconsistent with this policy on speech, expressive activities, and the use of University space, facilities, and grounds, this policy shall control.

I. EXPRESSIVE ACTIVITY

The President and Administration are charged with preserving order on the campus and providing the orderly function of the University process. In the event the President, in the exercise of the discretion which the Board of Trustees has given him or her, considers that the presence of a speaker or function constitutes a clear and present danger to the lives or property of members of the academic community or the public on University grounds, or if such presence will significantly and substantially disrupt the functioning of the University, then the President shall prohibit or modify the event.

A. General Requirements

1. Indoor Expressive Activities

a) Non-Members of the Campus Community

Pursuant to the University's Community Reservations Policy, non-members of the campus community may use or reserve only those indoor facilities of the University that are specifically identified in the Community Reservations Policy as available for use. Non-members of the campus community may not use or reserve any other University indoor facility for purposes of expressive activity as contemplated under this policy.

b) Members of the Campus Community

Members of the campus community and registered student organizations must schedule all non-academic events to be held inside University facilities through the [events management software \(EMS\) system](#).

2. Procedures/Deposits

Any procedures, deposits, forms, etc., that are required by the building requested must be completed at least five (5) working days prior to the event. The event must be listed on the University Calendar through the Public Relations Office, as well as with the Southpaw Services Office in the Student Center. Only University-sponsored events may be advertised without charge in University publications.

3. Sound Equipment and Amplification

No musical instrument or sound amplification equipment of any kind, including stereo turntables, stationary, or mobile public address systems are allowed on concourses, streets, or in areas adjacent to occupied buildings or around the Student Center unless otherwise allowed by the Dean of Students or a person designated by the Vice President for Student Affairs.

4. Litter

Any litter generated by any material being distributed must be collected and properly disposed of by the person or organization distributing the material. Failure to do so may result in charges to the responsible organization or department for the cleaning services. Placement of printed materials on motor vehicles is prohibited.

5. Interference with University Operations and Traffic and Protection of University Buildings and Property

All persons engaging in activities on University property are subject to and must comply with all University policies and procedures. Any individuals engaging in activities in University spaces may not block or otherwise interfere with the free flow of vehicular, bicycle, or pedestrian traffic. The right of way on streets and sidewalks must be maintained. Persons may not block or interfere with entrances and exits to campus buildings, and shall not prevent, obstruct, or interfere with regular academic, administrative, student, employee, or other approved activities at the University. University property must be protected, and any alteration, damage, or destruction of University facilities, property, or outdoor

landscaping is strictly prohibited. Open flames, fires, or pyrotechnics are not permitted on any University property unless previously approved by the University Fire Marshal.

6. Safety and Security

The safety and well-being of members of the campus community and visitors to the University must be protected at all times. All persons engaging in activities on University property shall not engage in physically abusive or threatening conduct toward any person or group and shall always comply with the directions of the University of South Alabama Police Department. The University reserves the right to impose reasonable restrictions on events occurring on campus to ensure the safety of the University, including the use of security for campus events and modifications to the time, place, or manner of campus events to ensure the safety of the participants and of the campus as a whole.

7. Outdoor Expressive Activities

a) Non-Members of the Campus Community

Expressive activity by individuals or groups who are not members of the campus community may only be held around the Student Center. Reservations are not required, but priority for use of the space will be given, first to those with reservations and then on a first-come, first-serve basis for those without reservations. A limit of time may be imposed if a reservation has been previously made by another individual or organization. Reservations may be requested for same-day expressive activity, but more advanced notice is recommended due to demand for the space.

Reservations may be made with the Associate Director of the Student Center. The Associate Director of the Student Center may deny a reservation for the following reasons:

1. The space is already reserved for another event;
2. The activity will attract a crowd larger than the venue can safely contain;
3. The activity will substantially disrupt University operations (including classes);
4. The activity will impede the flow of traffic;
5. The activity is a clear and present danger to public safety; or
6. The activity is unlawful

b) Members of the Campus Community

For members of the campus community (i.e., students, administrators, faculty, staff, and invited guests of University students, administrators, faculty and staff), all outdoor areas of the University campus are open for expressive activities except for the following:

- Areas within 100 feet of academic buildings (between 7 am – 10 pm)
- Areas within 100 feet of residential housing buildings

Any expressive activity beyond the Student Center will require that the University be able to identify the University individual or organization involved and that person or organization must abide by these regulations.

Reservations are not required for members of the campus community, but priority for use of the space will be given, first to those with reservations and then on a first-come, first-serve basis for those without reservations. A limit of time may be imposed, or the exhibit or demonstration may be relocated by the Dean of Students, if a reservation has been previously made by another member of the campus community. Reservations may be requested for same-day expressive activity, but more advanced notice is recommended due to demand for the space. Reservations may be made with the Associate Director of the Student Center.

The Associate Director of the Student Center may deny a reservation for an outdoor area of campus for the following reasons:

1. The space is already reserved for another event;
2. The activity will attract a crowd larger than the venue can safely contain;
3. The activity will significantly and substantially disrupt University operations (including classes);
4. The activity is a clear and present danger to public safety; or
5. The activity is unlawful.

B. Non-Interference with Expressive Activities

1. General Policy

The University shall not permit members of the campus community to engage in conduct that materially and substantially disrupts another person's protected expressive activity or infringes on the rights of others to engage in or listen to a protected expressive activity that is occurring in a location that has been reserved for that protected expressive activity. "Material and substantial" disruption occurs when a person (a) significantly hinders the protected expressive activity of another person or group, prevents the communication of a message of another person or group, or prevents the transaction of the business of a lawful meeting, gathering, or procession by engaging in fighting, violence, or other unlawful behavior; or (b) physically blocks or uses threats of violence to prevent any person from attending, listening to, viewing, or otherwise participating in a protected expressive activity. Conduct protected under the First Amendment to the United States Constitution or Article I, Section 4 of the Constitution of Alabama of 1901, including, but not limited to, lawful protests and counter-protests occurring in outdoor areas of campus generally accessible to members of the public, are not considered material and substantial disruptions except during times when those areas have been reserved in advance for other events. Likewise, minor, brief, or fleeting nonviolent disruptions of events that are isolated and short in duration are not considered material and substantial disruptions. Any member of the campus community who materially and substantially disrupts the free expression of others on campus may be subject to disciplinary action, up to and including removal from the University community and/or termination of employment.

2. Anti-Harassment Statement

The University shall prohibit any expression that is so severe, pervasive, and objectively offensive as to effectively deny a student, administrator, faculty, or staff member access to an educational opportunity or benefit provided by the University.

3. University Neutrality

The University supports free association and will not deny a student organization any benefit or privilege available to any other student organization or otherwise discriminate against an organization based on the expression of the organization. University students, administrators, faculty, and staff are free to take positions on public controversies and to engage in protected expressive activity in outdoor areas of the campus, and to spontaneously and contemporaneously assemble, speak, and distribute literature. The University will not require students, administrators, faculty, or staff to publicly express a given view of a public controversy. The University will also not create free speech zones or other designated outdoor areas of campus in an effort to limit or prohibit protected expressive activities by campus community members.

The University shall be open to any speaker whom the University's student organizations or faculty have invited, and the University will make all reasonable efforts to make available all reasonable resources to ensure the safety of the campus community. The University will not charge security fees based on the protected expressive activity of any member of the campus community or the member's organization, the content of the invited guest's speech, or the anticipated reaction or opposition of the listeners to the speech.

II. INDOOR POSTING POLICY

This policy applies to materials hung in or affixed to the inside of University buildings or bulletin boards.

Individuals authorized by the University to do so may remove materials posted that are not in accordance with this policy. Questions regarding this policy should be directed to the Associate Director of the Student Center.

A. Reservation Process

Reservations for all flyers, posters, and banners should be made at the Student Center Information Desk located on the second floor or the Student Center Services Office on the first floor (unless a different group has approval authority as indicated below in Section II.C). Groups or departments that have their own bulletin board do not need to make reservations for postings on their own board. All reserved flyers, posters, and banners must bear the stamped reservation date of the Student Center Office except those utilized in spaces designated for a specific organization or department.

B. Criteria

Posters that announce meetings, programs, and special events sponsored by members of the campus community will be permitted in all University buildings. All material must include: the name of the sponsoring group, individual, or department and, if necessary, an accompanying English translation. Materials may not contain obscene language, drawings, or illustrations. Materials may not make any reference in print or graphics to alcohol. For fundraisers, all beneficiaries of the fundraising effort must be specified in the promotional material.

C. Guidelines

A flyer is any paper not exceeding the size 8.5 x 11 inches. A poster is any paper that is not a flyer and does not exceed the size 24 x 17 inches.

- All flyers/posters must be approved and stamped by the Student Center Information Desk, except as noted below. The Student Center Information Desk, or other reviewing body noted below, will only review flyers/posters for compliance with the criteria set forth in Paragraph B, "Criteria."
- Up to 50 flyers/posters allowed for USA student organizations.
- Up to 15 flyers/posters allowed for individuals or non-USA groups.
- Not more than 1 flyer/poster per bulletin board per individual / group.
- Flyers and posters may be posted in the following building and locations:
 - Administration bldg: Bulletin board in basement. No flyers/posters on first floor.
 - Classroom bldg: Approved bulletin boards
 - MCOB: Approved bulletin boards
 - HPELS: Approved bulletin boards
 - College of Medicine: student lounge bulletin board
 - Library: bulletin board in front lobby
 - Life Sciences: Approved boards on each floor
 - Humanities: in hallway joining two wings
 - USA Mail Hub: approved bulletin boards
 - Shelby Hall: only electronic advertisements
 - Student Recreation Center (must be approved by Director of Campus Recreation)
 - Student Center: Approved bulletin boards
 - Student Center Mall: Between two front doors
 - No flyers/posters are allowed on painted surfaces, on the outside of any building, doors, or windows, or on trees.
 - All sheet signs must be approved by Student Government Association in accordance with the guidelines for sheet signs set forth below in Section III.A.

If in doubt, please check with the appropriate building staff to determine acceptable locations for posting of flyers/posters.

Items must not be hung in a manner which would obscure previously posted (and current) flyers.

Materials may be posted until the event is completed or for a maximum of 30 days. The SC staff will remove posters on the last day of each month. All groups are encouraged to remove their own materials in a timely fashion and to remove other dated material when posting their own.

Multi-date events may be posted for an entire quarter; however, such posters will be taken down at the conclusion of each quarter. Exceptions to time limitations may be made for posters promoting on-going programs of Student Services.

No posters are allowed on painted surfaces, doors, or glass. Special regulations governing student campaigns may be adopted by the SGA Election Committee.

Failure to comply with the above rules may result in the suspension of poster privileges for offending organization(s) and/or individuals.

D. Special Rules for Posting in the Student Center

These rules for posting in the Student Center apply to all members and non-members of the campus community, including, but not limited to, students, recognized and registered student organizations, academic and administrative departments, and non-USA affiliated groups and individuals, unless indicated otherwise.

A maximum of four flyers may be posted in the Student Center per unique event, with only one such flyer permitted per bulletin board.

Banners may only be hung from 2nd floor lobby rail and only by registered student organizations. Banners may not exceed 3 feet in width and 10 feet in length. Banners exceeding these dimensions will be taken down by Student Center staff. Groups wishing to hang banners must reserve a location with the Associate Director of the Student Center located in RM 150.

III. OUTDOOR SIGNAGE / CHALKING POLICY

Outdoor signage, including, but not limited to, sheet signs, yards signs, and directional signs, and chalking by members of the campus community are permitted under this Policy, subject to the limitations set forth herein. All other solicitations, promotions, advertisements, displays, sheet signs, yard signs, directional signs, or chalking on campus are prohibited. Individuals authorized by the University to do so may remove signage/chalking that is not in accordance with this policy.

A. Sheet Signs

Sheet signs advertising an event may be hung seven days prior to the specified event and must be removed within three days following the event. All other sheet signs may be posted for a maximum of 30 days. Each sheet sign must indicate the name of the associated University group or individual and the date that the sign was posted. Sheet signs must be hung between two trees (not on or between buildings or structures), must be hung with biodegradable cord, and may be placed anywhere on campus except, Moulton Tower, Alumni Plaza the area in front of the McQueen Alumni Center, and the area between the street side of University buildings and facilities on the periphery of campus from the portal of North Drive to the corner of campus at Old Shell Road and Areas between the street side of University buildings and facilities on the periphery of campus from the portal of North Drive to the corner of campus at Old Shell Road and University Boulevard and to the portal of Stadium Drive and the public sidewalks. (For reference, the areas between the public sidewalks along Old Shell Road and University Boulevard and the red line depicted on the map available here: <https://www.southalabama.edu/departments/studentaffairs/resources/usaperimetermap.pdf> are restricted areas as described in this section.)

Sheet signs must not obstruct or impair visibility related to roadways or the ingress and egress to a building or area of campus.

Any sheet signs which are not in full compliance with this policy are subject to removal and disposal without notice.

B. Chalking

Chalking is allowed only on natural gray concrete sidewalks and streets that are subject to being washed by the rain, and the chalk used must be washable. No chalking can occur on sidewalks or building entrances that are covered in any way, nor on any type of brick or concrete pavers. Chalking is not allowed on walls, doors, windows, trees, or any vertical surfaces. Organizations or persons who violate this policy may be charged for time and materials to remove the chalk.

C. Yard Signs/Displays

Non-commercial yard signs or displays (no larger than 18 x 24 inches) or other displays placed in the ground with a stake or similar device may be placed only in outdoor areas of campus where members of the campus community are commonly allowed. They cannot be placed in flowering or non-flowering landscaping beds, tied to trees, or placed in the area immediately around the Mitchell Center, Moulton Tower, or Alumni Plaza or within the area between the street side of University buildings and facilities on the periphery of campus from the portal of North Drive to the corner of campus at Old Shell Road and Areas between the street side of University buildings and facilities on the periphery of campus from the portal of North Drive to the corner of campus at Old Shell Road and University Boulevard and to the portal of Stadium Drive and the public sidewalks. (For reference, the areas between the public sidewalks along Old Shell Road and University Boulevard and the red line depicted on the map available here: <https://www.southalabama.edu/departments/studentaffairs/resources/usaperimetermap.pdf> are restricted areas as described in this section.). The total number of related yard signs allowed on campus per event may not exceed twenty (20). Yard signs may be reasonably displayed 72 hours before an event and must be removed within 24 hours of the event. Signs must be dated.

D. Special Rules for Directional Signage

Small directional signs (no larger than 18" x 24") may be placed in outdoor grass areas within ten feet of roadways for events for which University space has been reserved when the majority of expected attendees are not members of the campus community. Directional signs must be placed the day of such event and removed at the conclusion of the event.

IV. SOLICITATION POLICY

In addition to the regulations set forth above, the University regulates the use of its facilities for solicitation of money by students, student organizations, employees, departments, other affiliates, and visitors. Solicitation by placing flyers on vehicles by USA or non-USA groups or individuals is strictly prohibited.

A. USA Affiliated Groups

1. University of South Alabama student organizations, departments, or other affiliates of the University are permitted to engage in solicitation activities such as fundraisers on campus. Use of space for the selling of goods and/or services that is in close proximity to and in direct competition with exclusive University vendors such as the University Bookstore,

Dining Services, Housing, Vending, or any other entities that have an exclusive contract with USA is prohibited.

2. Each event must follow the rules and regulations of the University and the laws of the State of Alabama or other governing body. Solicitation privileges may be revoked for violation of rules and/or regulations, or for conduct which may be characterized as unlawful harassment or otherwise in violation of University policy or applicable laws, rules, or regulations.
3. Solicitation in the Student Center. The USA Student Center requires any organization requesting space for solicitation in the Student Center to contact Student Center Services (460-6077) to make a reservation. Designated spaces are limited and restricted to the use of that space only. All organizations using designated solicitation space must adhere to all reservation policies of the student center.
4. Door-to-door solicitation is not allowed.

B. Non-USA Groups

1. Non-University groups, individuals, or businesses are not permitted to solicit or distribute business-related materials, including, but not limited to, advertising, in University buildings or on the grounds except at designated places during designated times such as Jag Blast and Jag Fest. Please contact the Office of New Student Orientation at 460-7093 for more information about designated times.
2. Any business, company, or service attempting to recruit for student employment must obtain approval from USA Career Services (460-6188) to reserve vendor space.
3. Door-to-door solicitation is not allowed.

V. ENFORCEMENT AND APPEAL

These regulations shall be administered and enforced by the Dean of Students or other University officials as designated. Visitors to the campus and all others violating these regulations regarding time, place, manner of speeches and demonstrations will be subject to immediate eviction or removal from campus by appropriate University agents or officials and may be subject to legal or University disciplinary action. Students and student organizations operating in violation of these regulations will be subject to disciplinary action under the Student Code of Conduct, up to and including removal from the University.

Persons, agencies, or organizations wishing to appeal a decision based upon these regulations may file a written appeal with the Vice President for Student Affairs within three working days of the decision. The decision of the Vice President for Student Affairs regarding the appeal will be rendered within three working days of receipt of the appeal and is final.

VI. REPORTING

Any violation or alleged violation of this Policy must be reported to the Vice President for Student Affairs, whose office will coordinate management of the violation or alleged violation and document all relevant details of its resolution. Annual reports as required by Alabama law will be published on the University's website beginning September 1, 2021.



**UNIVERSITY OF SOUTH ALABAMA
BUDGET
2020-2021**

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**UNIVERSITY OF SOUTH ALABAMA
2020-2021 BUDGET SUMMARY
TOTAL CURRENT FUNDS**

	2020-2021 BUDGET			2019-2020 BUDGET
	UNRESTRICTED	RESTRICTED	TOTAL	
REVENUES:				
TUITION AND FEES	\$ 159,882,799	\$	\$ 159,882,799	\$ 163,422,192
STATE APPROPRIATIONS	121,563,708		121,563,708	118,298,665
FEDERAL GRANTS AND CONTRACTS	5,160,832	36,400,000	41,560,832	42,255,082
STATE AND LOCAL GRANTS AND CONTRACTS	575,943	6,900,000	7,475,943	8,971,943
PRIVATE GIFTS, GRANTS AND CONTRACTS	5,482,350	5,200,000	10,682,350	10,555,100
SALES AND SERVICES OF EDUCATIONAL ACTIVITIES	7,300,000		7,300,000	6,689,683
USA HEALTH	716,575,042		716,575,042	673,712,266
AUXILIARY SERVICES	20,852,426		20,852,426	23,178,825
OTHER SOURCES	8,394,524	6,200,000	14,594,524	15,530,099
TOTAL REVENUES	<u>1,045,787,624</u>	<u>54,700,000</u>	<u>1,100,487,624</u>	<u>1,062,613,855</u>
EXPENDITURES AND MANDATORY TRANSFERS:				
EDUCATIONAL AND GENERAL:				
INSTRUCTION	111,188,926	6,800,000	117,988,926	122,183,397
RESEARCH	7,877,640	15,600,000	23,477,640	22,499,178
PUBLIC SERVICE	3,112,186	3,900,000	7,012,186	7,759,129
ACADEMIC SUPPORT	31,824,762		31,824,762	31,427,727
STUDENT SERVICES	32,196,353	900,000	33,096,353	33,103,045
INSTITUTIONAL SUPPORT	25,973,257		25,973,257	25,677,709
OPERATION AND MAINTENANCE OF PLANT	33,272,466		33,272,466	34,128,803
SCHOLARSHIPS	26,387,978	29,600,000	55,987,978	53,480,913
EDUCATIONAL AND GENERAL EXPENDITURES	<u>271,833,568</u>	<u>56,800,000</u>	<u>328,633,568</u>	<u>330,259,901</u>
MANDATORY TRANSFERS FOR:				
PRINCIPAL AND INTEREST	20,141,845		20,141,845	20,180,784
LOAN FUND MATCHING GRANTS	150,000		150,000	150,000
TOTAL EDUCATIONAL AND GENERAL	<u>292,125,413</u>	<u>56,800,000</u>	<u>348,925,413</u>	<u>350,590,685</u>
USA HEALTH (INCLUDING DEBT SERVICE OF \$9,300,366):	<u>684,168,656</u>		<u>684,168,656</u>	<u>654,694,614</u>
AUXILIARY SERVICES:				
EXPENDITURES	15,147,338		15,147,338	17,242,991
MANDATORY TRANSFERS FOR:				
PRINCIPAL AND INTEREST	5,364,342		5,364,342	5,554,471
TOTAL AUXILIARY SERVICES	<u>20,511,680</u>		<u>20,511,680</u>	<u>22,797,462</u>
TOTAL EXPENDITURES AND MANDATORY TRANSFERS	<u>996,805,749</u>	<u>56,800,000</u>	<u>1,053,605,749</u>	<u>1,028,082,761</u>
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):				
RENEWALS AND REPLACEMENTS	(26,519,885)		(26,519,885)	(27,269,108)
OTHER TRANSFERS	(22,461,990)	2,100,000	(20,361,990)	(7,261,986)
NET INCREASE (DECREASE) IN FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**UNIVERSITY OF SOUTH ALABAMA
2020-2021 BUDGET SUMMARY
RESTRICTED CURRENT FUNDS**

	OPERATIONS AND MAINTENANCE	COLLEGE OF MEDICINE	USA HEALTH	2020-2021 BUDGET	2019-2020 BUDGET
REVENUES:					
FEDERAL GRANTS AND CONTRACTS	\$ 28,100,000	\$ 7,600,000	\$ 700,000	\$ 36,400,000	\$ 37,100,000
STATE AND LOCAL GRANTS AND CONTRACTS	5,300,000	1,500,000	100,000	6,900,000	8,400,000
PRIVATE GIFTS, GRANTS AND CONTRACTS	3,300,000	1,400,000	500,000	5,200,000	5,200,000
OTHER	4,300,000	1,900,000		6,200,000	6,300,000
TOTAL REVENUES	41,000,000	12,400,000	1,300,000	54,700,000	57,000,000
EXPENDITURES:					
EDUCATIONAL AND GENERAL:					
INSTRUCTION	5,200,000	1,600,000		6,800,000	7,900,000
RESEARCH	5,800,000	8,400,000	1,400,000	15,600,000	16,600,000
PUBLIC SERVICE	2,500,000	1,300,000	100,000	3,900,000	4,700,000
STUDENT SERVICES	900,000			900,000	1,000,000
SCHOLARSHIPS	28,600,000	1,000,000		29,600,000	29,100,000
TOTAL EXPENDITURES	43,000,000	12,300,000	1,500,000	56,800,000	59,300,000
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):					
OTHER TRANSFERS	2,000,000	(100,000)	200,000	2,100,000	2,300,000
NET INCREASE (DECREASE) IN FUND BALANCES	\$ -	\$ -	\$ -	\$ -	\$ -

**UNIVERSITY OF SOUTH ALABAMA
OPERATIONS AND MAINTENANCE
2020-2021 BUDGET
UNRESTRICTED CURRENT FUNDS**

	<u>2020-2021 BUDGET</u>	<u>2019-2020 BUDGET</u>
REVENUES:		
TUITION AND FEES	\$ 149,917,799	\$ 153,606,192
ALLOCATION OF STATE APPROPRIATIONS	74,455,653	72,370,597
FEDERAL GRANTS AND CONTRACTS	960,832	955,082
STATE GRANTS AND CONTRACTS	366,349	366,349
PRIVATE GIFTS, GRANTS AND CONTRACTS	3,967,350	3,873,100
SALES AND SERVICES OF EDUCATIONAL ACTIVITIES	6,900,000	6,289,683
OTHER SOURCES	<u>6,294,524</u>	<u>7,130,099</u>
TOTAL REVENUES	<u>242,862,507</u>	<u>244,591,102</u>
EXPENDITURES AND MANDATORY TRANSFERS:		
EDUCATIONAL AND GENERAL:		
INSTRUCTION	86,802,811	88,350,336
RESEARCH	3,255,640	2,969,178
PUBLIC SERVICE	2,062,632	2,000,000
ACADEMIC SUPPORT	25,207,630	25,229,113
STUDENT SERVICES	31,721,035	31,623,339
INSTITUTIONAL SUPPORT	21,653,066	21,478,002
OPERATION AND MAINTENANCE OF PLANT	26,088,781	26,963,091
SCHOLARSHIPS	<u>24,774,228</u>	<u>23,158,413</u>
EDUCATIONAL AND GENERAL EXPENDITURES	<u>221,565,823</u>	<u>221,771,472</u>
MANDATORY TRANSFERS:		
PRINCIPAL AND INTEREST	20,141,845	20,180,784
LOAN FUND MATCHING GRANTS	<u>150,000</u>	<u>150,000</u>
TOTAL EXPENDITURES AND MANDATORY TRANSFERS	<u>241,857,668</u>	<u>242,102,256</u>
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):		
RENEWALS AND REPLACEMENTS	(730,000)	(1,700,000)
OTHER TRANSFERS	<u>(274,839)</u>	<u>(788,846)</u>
NET INCREASE (DECREASE) IN FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>

**UNIVERSITY OF SOUTH ALABAMA
COLLEGE OF MEDICINE
2020-2021 BUDGET
UNRESTRICTED CURRENT FUNDS**

	<u>2020-2021 BUDGET</u>	<u>2019-2020 BUDGET</u>
REVENUES:		
TUITION AND FEES	\$ 9,965,000	\$ 9,816,000
ALLOCATION OF STATE APPROPRIATIONS	31,878,151	30,984,835
FEDERAL GRANTS AND CONTRACTS	4,200,000	4,200,000
STATE GRANTS AND CONTRACTS	209,594	205,594
PRIVATE GIFTS, GRANTS AND CONTRACTS	1,515,000	1,482,000
SALES AND SERVICES OF EDUCATIONAL ACTIVITIES	400,000	400,000
OTHER SOURCES	<u>2,100,000</u>	<u>2,100,000</u>
TOTAL REVENUES	<u>50,267,745</u>	<u>49,188,429</u>
EXPENDITURES AND MANDATORY TRANSFERS:		
EDUCATIONAL AND GENERAL:		
INSTRUCTION	24,386,115	25,933,061
RESEARCH	4,622,000	2,930,000
PUBLIC SERVICE	1,049,554	1,059,129
ACADEMIC SUPPORT	6,617,132	6,198,614
STUDENT SERVICES	475,318	479,706
INSTITUTIONAL SUPPORT	4,320,191	4,199,707
OPERATION AND MAINTENANCE OF PLANT	7,183,685	7,165,712
SCHOLARSHIPS	<u>1,613,750</u>	<u>1,222,500</u>
TOTAL EDUCATIONAL AND GENERAL EXPENDITURES	<u>50,267,745</u>	<u>49,188,429</u>
NET INCREASE (DECREASE) IN FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>

**UNIVERSITY OF SOUTH ALABAMA
USA HEALTH
2020-2021 BUDGET
UNRESTRICTED CURRENT FUNDS**

	<u>2020-2021 BUDGET</u>	<u>2019-2020 BUDGET</u>
REVENUES:		
GROSS PATIENT REVENUES	\$ 1,450,133,390	\$ 1,197,447,159
CONTRACTUAL ADJUSTMENTS	763,151,778	549,863,416
OTHER ADJUSTMENTS	6,431,460	13,371,308
TOTAL DEDUCTIONS FROM REVENUES	<u>769,583,238</u>	<u>563,234,724</u>
NET PATIENT REVENUES	<u>680,550,152</u>	<u>634,212,435</u>
ALLOCATION OF STATE APPROPRIATIONS	15,229,904	14,943,233
MOBILE COUNTY HOSPITAL BOARD	18,167,885	17,811,652
MOBILE COUNTY INDIGENT CARE BOARD	366,445	422,457
MEDICAID DISPROPORTIONATE SHARE	10,167,395	11,850,000
OTHER REVENUES	<u>7,323,165</u>	<u>9,415,722</u>
TOTAL REVENUES	<u>731,804,946</u>	<u>688,655,499</u>
EXPENDITURES AND MANDATORY TRANSFERS:		
EXPENDITURES:		
NURSING SERVICES	167,241,123	161,199,490
PROFESSIONAL SERVICES	140,023,920	130,003,609
GENERAL DIVISION	22,897,522	26,212,015
ADMINISTRATIVE DIVISION	86,031,220	63,166,800
MEDICAL EDUCATION	21,470,267	21,006,340
AMBULATORY CLINICS	132,041,254	135,385,905
PROVISION FOR UNCOLLECTIBLE ACCOUNTS (NET OF RECOVERIES)	<u>105,162,984</u>	<u>106,000,911</u>
TOTAL EXPENDITURES	<u>674,868,290</u>	<u>642,975,070</u>
MANDATORY TRANSFERS FOR:		
PRINCIPAL AND INTEREST	<u>9,300,366</u>	<u>11,719,544</u>
TOTAL EXPENDITURES AND MANDATORY TRANSFERS	<u>684,168,656</u>	<u>654,694,614</u>
OTHER TRANSFERS AND ADDITIONS/(DEDUCTIONS):		
RENEWALS AND REPLACEMENTS	(25,419,538)	(25,132,317)
OTHER TRANSFERS	<u>(22,216,752)</u>	<u>(8,828,568)</u>
NET INCREASE (DECREASE) IN FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>

**UNIVERSITY OF SOUTH ALABAMA
STATE APPROPRIATIONS
EDUCATION TRUST FUND**

2020-2021

\$ 121,563,708

2019-2020

\$ 118,298,665

**AMENDED BYLAWS
OF THE
USA RESEARCH AND TECHNOLOGY CORPORATION**

an Alabama nonprofit corporation

Adopted August 31, 2020

AMENDED BYLAWS

OF THE

UNIVERSITY OF SOUTH ALABAMA
RESEARCH AND TECHNOLOGY CORPORATION

ARTICLE I

Name and Location

Section 1.1 Name. The name of the corporation is USA Research and Technology Corporation, which shall be referred to in these Bylaws as the "Corporation."

Section 1.2 Location. The principal office of the Corporation is located at 307 University Boulevard, Mobile, Alabama, 36688. The Corporation may have such other office or offices within the State of Alabama as the Board of Directors may determine or as the business or activities of the Corporation may require. The registered office of the Corporation may, but need not be, the same as its principal office. The address of the registered office may be changed from time to time by the Board of Directors of the Corporation in the manner prescribed by the Alabama Nonprofit Corporation Act.

ARTICLE II

Purposes and Scope of Activity

Section 2.1 Purposes. The purposes of the Corporation are as set forth in its Articles of Incorporation.

Section 2.2 Scope of Activity. The Corporation shall be organized and operated exclusively for any one or more of the charitable purposes enumerated in Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"). The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any private individual. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

Board of Directors

Section 3.1 General Powers. The duly elected or appointed Board of Directors of the Corporation (hereinafter referred to as the “Board”) shall have control and management of the affairs, business, property, and funds of the Corporation and shall have the authority to fashion and implement the policy, goals, and purposes of the Corporation.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as the Board may deem appropriate, not inconsistent with federal or state law or these Bylaws. The Board, by resolution thereof, shall from time to time enumerate the duties, obligations, and responsibilities of the directors, including their attendance at meetings of the Board and their participation in the activities of the Corporation.

Section 3.2 Number, Qualification, and Tenure.

(a) The number of directors comprising the Board shall be the sum of (i) four (4) ex-officio directors (as described below) who are affiliated with the University of South Alabama (the “University”) and (ii) up to five (5) directors who are not officers, employees, or trustees of the University. The ex-officio directors shall consist of those individuals holding the following positions at the University:

- (i) Chair Pro Tempore of the Board of Trustees of the University;
- (ii) President of the University; and
- (iii) Vice-President for Finance and Administration
of the University.
- (iv) Treasurer/Investment Manager of the University

(b) The Board of Trustees of the University shall elect five (5) directors to serve on the Board from a slate presented by the Board of the Corporation. These

directors shall serve staggered terms as described in (c) below. The Board of Trustees of the University shall have the absolute right, in its sole discretion, to decline to elect any one or more of the director nominees included in the slate presented to it by the Board of the Corporation and to request that a substitute slate be presented with different nominees.

This process shall be repeated, if necessary, until the Board of Trustees of the University has selected directors to fill any directorships the term of which has expired or will expire at the next annual meeting of the Board.

(c) The term of office of the five (5) directors who are elected to serve on the Board in the manner described in (b) above shall be four consecutive years; Each term of the directors elected by the Board of Trustees of the University in accordance with (b) above shall expire four (4) years after said director's appointment. Directors shall hold office until their successors have been duly elected and qualified or until their deaths or until they shall resign or shall have been removed from office in the manner provided in these Bylaws. Directors need not be residents of the State of Alabama.

Section 3.3 Resignation. Any director may resign at any time by giving written notice of such resignation to the Chair or Vice-Chair of the Board and to the Chair Pro Tempore of the Board of Trustees of the University.

Section 3.4 Vacancies. In the event of a vacancy in the Board of Directors resulting from a vacancy of any of the positions at the University described in Section 3.2(a)(i) through (iv), the vacancy in the Board shall be filled at such time as the vacancy of such position at the University is filled; provided; however, that persons appointed as "acting" positions described in Section 3.2(a)(i) through (iv) shall serve on this Board consistent with said "acting" appointment at the University. In the event of a vacancy in the Board with respect to any of the five (5) directors elected by the Board of Trustees of the University in accordance with Section 3.2(b) above, such vacancy shall be filled using the procedures set forth therein with the replacing board member serving the remainder of the term associated with the vacant position.

Section 3.5 Annual and Regular Meetings. A regular meeting of the Board, which shall be the annual meeting thereof, shall be held in June of each year, unless the Board shall determine to hold its annual meeting at some other time. At the annual meeting, the Board shall appoint the officers of the Corporation for the coming year and shall transact such other business as shall come before the directors at such meeting. Additional regular meetings of the Board shall be held at such times and places as may be determined by the Chair or Vice-Chair of the Board. There shall be at least one (1) regular meeting of the Board, including the annual meeting thereof, during each calendar year.

Section 3.6 Special Meetings. A special meeting of the Board may be called by the Chair or Vice-Chair of the Board or the President, or upon written request of two directors.

Section 3.7 Notice of Meetings. Written notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the name or names of the person or persons by whom or at whose direction the special meeting is called shall, except in extraordinary situations, be given each director not less than five (5) days before the date of any annual or regular meeting and not less than two (2) business days before the date of any special meeting, either personally, by mail, by facsimile or by electronic mail, by or at the direction of the Chair or the Vice-Chair of the Board, the President, or the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at such member's address as it appears in the records of the Corporation, with postage thereon prepaid. If by facsimile or electronic mail, such notice shall be deemed to be delivered upon confirmation to the sender that such facsimile transmission or electronic mailing is complete. Each director shall be responsible for keeping the Secretary informed as to such director's proper mailing address and facsimile number. A director may waive his or her right to notice of the annual or a special meeting.

Section 3.8 Meeting by Telephone. Members of the Board or any committee designated thereby may participate in a meeting of the Board or a committee thereof by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

3.9 Quorum. The presence of a majority of the directors then serving on the Board at the annual or any regular or special meeting thereof shall constitute a quorum for the conduct of business. If less than a majority of the directors are present at a meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed. Directors present at a duly organized meeting thereof may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 3.10 Chair and Vice-Chair. At all meetings of the Board, the Chair, or in the absence of the Chair, the Vice-Chair, or in the absence of both the Chair and the Vice-Chair, an acting chair chosen by the Directors, shall preside over the meeting.

Section 3.11 Acts of the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee.

Section 3.13 Conflicts of Interest. Each director shall notify and disclose to the Board any real, potential or perceived conflict of interest of such director with respect to any matter coming before the Board for a vote or action thereon. No director having a conflict of interest shall vote on such matter and no such director shall be counted for purposes of determining whether a quorum exists at a meeting when such matter is considered and acted upon by the Board.

Section 3.14 Removal. A director may be removed or suspended at any time with or without cause by a majority vote of the Board of Trustees of the University, acting in its sole and absolute discretion.

ARTICLE IV

Officers

Section 4.1 Positions and Terms of Office. The officers of the Corporation shall consist of Chair and Vice-Chair of the Board, President, one or more Vice-Presidents, Secretary, Treasurer, and such other officers with such powers not inconsistent with these Bylaws as may be appointed by the Board. The Chair of the Board shall be the Chair Pro Tempore of the Board of Trustees of the University. The President of the Corporation shall be the President of the University. Any two or more offices of the Corporation, except those of the Chair and Vice-Chair and the President and Secretary, may be held by the same person.

Section 4.2 Election and Term of Office. The Vice-Chair shall be appointed by the Board from among their number. The officers of the Corporation authorized herein shall be elected by the Board, except the Chair of the Board and the President of the Corporation, and need not be members thereof at the time of their appointment. Unless otherwise determined by the Board, each officer, except the Chair of the Board and the President of the Corporation, shall hold office for a three year term commencing with the date of such officer's appointment by the Board unless such officer is earlier removed from office by the Board in the manner hereinafter provided or until the death, retirement, resignation, or other event resulting in such officer ceasing to hold office. The Chair of the Board and President of the Corporation shall remain as Chair of the Board and President of the Corporation so long as each remains Chair Pro Tempore of the Board of Trustees of the University and President of the University respectively.

Section 4.3 Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, such vacancy shall be filled by the Board, and the officer so elected shall hold office and serve until the appointment and qualification of his or her successor, except that the Chair of the Board

must be the person acting as Chair Pro-Tempore of the Board of Trustees of the University and the President of the Corporation must be the person acting as President of the University.

Section 4.4 Removal. Any officer, except the Chair of the Board and the President of the Corporation, may be removed from office by the Board at any regular or special meeting called for that purpose.

Section 4.5 Duties of Officers. The officers of the Corporation, if and when elected by the Board, shall have the following duties:

(a) Chair of the Board. The Chair of the Board, subject to the direction of the Board, shall supervise and control the business and affairs of the Corporation. The Chair shall preside at all meetings of the Board and may call special meetings as provided herein. He/she shall serve as Chair of the Executive Committee, and shall appoint such committees as may be authorized by these Bylaws, or as he/she may deem desirable, fill vacancies which will occur on such committees, and give final approval to the agenda for the Board meeting. In general, the Chair shall perform all duties incident to the office of Chair of the Board and such other duties as may be prescribed by the Board.

(b) Vice-Chair of the Board. At the request of the Chair, or in the absence of the Chair, the Vice-Chair shall perform the duties and possess and exercise the powers of the Chair and, to the extent authorized by applicable law and these Bylaws, the Vice-Chair shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned to the Vice-Chair by the Board.

(c) President. The President shall be the chief executive officer of the Corporation and he/she shall serve as a member of the Executive Committee. He/she shall have in his or her charge the general and active management of its affairs and of such areas and divisions of the business of the Corporation as may be designated

by the Board. In the absence of the Chair and the Vice-Chair or in the event of each their deaths or inability to act, the President shall perform the duties of the Chair and the Vice-Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair and the Vice-Chair. With appropriate authorization by the Board, the President may sign deeds, mortgages, bonds, contracts or other instruments on behalf of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the offices of President and Chief Executive Officer and such other duties as may be prescribed by the Board.

(d) Vice-Presidents. In the absence of the President or in the event of the President's death or inability to act, the Vice-President (or in the event there be more than one vice-president, the Vice-Presidents in the order determined by the Board) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any vice-president shall perform such duties as from time to time may be assigned to him by the Chair, the President or the Board.

(e) Secretary. The Secretary shall keep the minutes of the proceedings of the Board and any committees appointed by the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair, the President or the Board. If there is no Treasurer of the Corporation, the Secretary shall assume the authority and duties of Treasurer.

(f) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as may be designated by the Board, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or Vice-Chair, the President, or the Board. With the approval of the Board, the Treasurer shall have the authority to cause all stocks, bonds, securities, and other financial instruments not constituting readily available funds that are received by the Corporation to be sold in such a manner as to not result in any diminution in the value thereof and the proceeds therefrom to be deposited to one or more accounts of the Corporation. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

(g) Assistant Secretaries and Assistant Treasurers. The Assistant Secretary, or if there shall be more than one, the Assistant Secretaries in the order determined by the Board, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. The Board may require any Assistant Treasurer to give a bond for the faithful discharge of his or her duties in such sums and with such surety or sureties as the Board shall determine. The Assistant Secretaries and Assistant Treasurers shall all perform such other duties as shall be assigned to them by the Secretary and Treasurer, respectively, or by the Chair or Vice-Chair, the President, or the Board.

ARTICLE V

Committees

Section 5.1 Committees of Directors. The Board, by resolution adopted by a majority of the directors at a duly called meeting thereof, may designate one or more committees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation of the Corporation, restating the Articles of Incorporation of the Corporation, adopting a plan of merger or adopting a plan of consolidation with another organization; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any action or resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

Each committee so designated by the Board shall be comprised of two or more directors and such other persons as are appointed to the committee by the Board. The Board may at any time, in its sole and absolute discretion, terminate the existence of any committee designated pursuant to this Section 5.1.

Section 5.2 Executive Committee. The Corporation shall have an Executive Committee which shall be comprised of the Chair of the Board, the President of the Corporation, and any other directors appointed by the Board from time to time to serve on the Executive Committee. Except as provided in Section 5.1 above, the Executive Committee shall possess and may exercise all the powers and functions of the Board in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board.

Section 5.3 Standing Committees. The Chair shall have authority to appoint standing committees and to designate the chairperson of each such committee. Each standing committee of the Corporation shall be chaired by a member of the Board, but may have as part of its membership persons not presently serving as a director of the Corporation. A written statement of the purposes and responsibilities of each standing committee shall be prepared by the Chair thereof and submitted to the Executive Committee for its approval. Each standing committee shall keep records of its activities and shall, at such time as requested by the Executive Committee or Board of the Corporation, submit a report on work done by the said committee. No standing committee shall enter into any contract or incur any indebtedness or financial obligation of any kind for or on behalf or in the name of the Corporation except as expressly authorized by the Executive Committee or the Board.

Section 5.4 Other Committees. It is anticipated that from time to time *ad hoc* committees will be appointed and approved by the Board.

Section 5.5 Committee Governance. Subject to approval by the Board or the Executive Committee, each committee of the Corporation shall have the power to adopt such rules and procedures as may be necessary for the effective conduct of the work entrusted to it.

ARTICLE VI

Financial Reporting and Compensation

Section 6.1 Financial Reports and Audits. The Corporation shall cause to be prepared and delivered to the Board of Trustees of the University an annual report containing a summary of operations of the Corporation for the immediately preceding year and financial and other information for such year similar to that which is required to be reported on an IRS Form 990 filed by tax-exempt organizations with the Internal Revenue Service. The Board of Trustees shall have the right at any time, and from time to time, to cause an audit of the Corporation's financial records to be performed at the expense of the Corporation.

Section 6.2 Compensation. Directors, officers and committee members are expected to serve without compensation. A director, officer or committee member shall be reimbursed for properly substantiated expenses incurred in connection with the fulfillment of that director's, officer's or committee member's authorized duties or responsibilities or which are otherwise directly related to the business or affairs of the Corporation and which are deemed to be reasonable in amount by an officer of the Corporation.

ARTICLE VII

Contracts; Commitments

Unless expressly authorized by the Board or Executive Committee of the Corporation, and except as provided in these Bylaws, no officer, agent, employee or other person or persons having any relationship or affiliation with the Corporation shall have any power or authority to cause the Corporation to enter into any contract or commitment or to undertake any obligation or incur any liability for any purpose whatsoever.

ARTICLE VIII

Exculpation of Directors

Section 8.1 Acts of Director. No director shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such director, except for his or her own willful neglect or default.

Section 8.2 Acts of Other Directors. No director shall be liable to anyone for any act of neglect or default on the part of any one or more of the other directors in the absence of specific knowledge on the part of such director of such neglect or default.

Section 8.3 Indemnification of Directors, Officers and Others. The Corporation shall indemnify any member of the Board or officer or former member of the Board or former officer, or any person who is serving or who has served at the request of the Corporation as a director or officer of another Corporation, whether such other Corporation be for profit or not for profit, in which the Corporation owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty with respect to the matter in which indemnity is sought. By order of the Board, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services.

Section 8.4 Insurance. Nothing herein provided shall limit or otherwise affect the power of the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the Corporation or

is or was serving at the request of the Corporation in any of such capacities with respect to another Corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power or would be required to indemnify him against such liability under the provisions of these Bylaws or any applicable law.

ARTICLE IX

General

Section 9.1 Fiscal Year. The Corporation shall operate on the basis of a fiscal year ending on September 30 of each year.

Section 9.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by any two of the following officers: Chair of the Board, President of the Corporation, or Treasurer of the Corporation. The Board, by resolution from time to time, may confer like powers upon any other person or persons.

Section 9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more banks, trust companies or other depositories as the Board or the Executive Committee may from time to time designate, upon such terms and conditions as shall be fixed by the Board or the Executive Committee. The Board or the Executive Committee may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 9.4 Corporate Seal. The Board shall select a corporate seal which shall have inscribed thereon the name of the Corporation, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 9.5 Voting of Corporation's Securities. Unless otherwise ordered by the Board, the Chair or Vice-Chair of the Board, the President or any Vice-President, or such other officer as may be designated by the Board to act in the absence of the Chair or Vice-Chair of the Board, the President or any Vice-President, shall have full power and authority on behalf of the Corporation to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings of security holders of any Corporation in which the Corporation may hold securities, and at such meetings the Chair of the board, or such other officer of the Corporation, or such proxy, shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the Corporation might have possessed and exercised, if present. The Secretary or any Assistant Secretary may affix the corporate seal to any such proxy or proxies so executed by the Chair of the Board, or such other officer, and attest the same. The Board by resolution from time to time may confer like powers upon any other person or persons.

Section 9.6 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 9.7 Limitation on Pecuniary Obligations. No pecuniary obligation of more than Twenty-Five Thousand Dollars (\$25,000.00) shall be undertaken by the Corporation or any director, officer or employee thereof, without sanction by resolution of the Board or the Executive Committee adopted at a duly called meeting thereof or by an action by written consent signed by all the members thereof unless said obligation is deemed necessary for normal operations of the assets of the Corporation. In such case, this limit shall be increased to Fifty Thousand Dollars (\$50,000.00) and each such expenditure shall be communicated to the Board at the next immediate meeting of the Board.

Section 9.8 Additional Organizations. The Board may authorize the formation of such subsidiary, auxiliary, associated and affiliated organizations as will in the

opinion of the Board assist in effecting the purposes of the Corporation. The organizational and governing documents and instruments of any subsidiary, auxiliary, associated or affiliated organization so authorized shall be subject to the approval of the Board or the Executive Committee. Each such authorization shall, regardless of its terms, be revocable at any time in the sole discretion of the Board.

ARTICLE X

Amendment of Bylaws

Any amendment of the provisions of these Amended Bylaws shall require the joint approval of the Board and the Board of Trustees of the University. No amendment to these Amended Bylaws may be made so as to avoid any limitations imposed by the Articles of Incorporation of the Corporation as they may at any time exist.

The foregoing were adopted as the Amended Bylaws of USA Research and Technology Corporation, a nonprofit corporation organized pursuant to the Alabama Nonprofit Corporation Act, at the meeting of its Board of Directors held on August 31, 2020.

Board Secretary

STATE OF ALABAMA

COUNTY OF MOBILE

The undersigned authority hereby certifies that _____, whose name as Secretary for the USA Research and Technology Corporation is signed to the foregoing document, and who is known to me, acknowledged before me on this date that, being informed of the contents of the foregoing document, _____, as such officer and with full authority, executed the same voluntarily for and as the act of the USA Research and Technology Corporation.

Given under my hand the _____ day of _____ of 2020.

NOTARY PUBLIC

My commission expires: _____



UNIVERSITY OF SOUTH ALABAMA

**DISCLOSURE OF INFORMATION ON PURCHASE OF REAL PROPERTY
PURSUANT TO ALABAMA ACT 2014-133**

PROPERTY ADDRESS:

175 N. Lafayette Street
Mobile, AL 36604

Parcel Number: 29-07-25-0-005-192.001
Key Number: 2043513

APPRAISAL INFORMATION:

No appraisal obtained. The Mobile County Revenue Commissioner's office reported a 2020 appraised value of \$634,200.00.

CONTRACTS RELATED TO THE PURCHASE:

Attached as Exhibit "A"

PURCHASE TERMS:

Cash Purchase

SOURCES OF FUNDS USED IN THE PURCHASE:

Unrestricted Funds

USA PROPERTIES

775 N. University Blvd. | Suite 150 | Mobile, Alabama 36608-4548
TEL: (251) 460-6100 | FAX: (251) 461-1765 | SouthAlabama.edu

6707 93877

STATE OF ALABAMA

COUNTY OF MOBILE

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that **ALTAPOINTE HEALTH SYSTEMS, INC.**, an Alabama Corporation, the Grantor, for and in consideration of the sum of **TWO HUNDRED TEN THOUSAND AND 00/100 DOLLARS (\$210,000.00)** and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by **UNIVERSITY OF SOUTH ALABAMA**, a Public Body Corporate of the State of Alabama, the Grantee, does hereby GRANT, BARGAIN, SELL AND CONVEY unto the said Grantee, subject to the provisions hereinafter contained, all that real property in the County of Mobile, State of Alabama, described as follows:

BEGINNING AT THE SOUTHWEST CORNER OF LAFAYETTE AND CENTER STREETS, RUN NORTHWESTWARDLY, ALONG THE SOUTHERN RIGHT-OF-WAY OF CENTER STREET, 239.66 FEET; THENCE WITH AN INTERIOR ANGLE OF 79 DEGREES 19 MINUTES 54 SECONDS, RUN SOUTHWARDLY, ALONG A FENCE LINE, 154.01 FEET; THENCE WITH AN INTERIOR ANGLE OF 86 DEGREES 52 MINUTES 14 SECONDS, RUN EASTWARDLY, 113.43 FEET; THENCE WITH A DEFLECTION ANGLE TO THE RIGHT OF 85 DEGREES 41 MINUTES 04 SECONDS, RUN SOUTHWARDLY, 16.09 FEET; THENCE WITH A DEFLECTION ANGLE TO THE LEFT OF 86 DEGREES 02 MINUTES 25 SECONDS, RUN EASTWARDLY, 62.53 FEET; THENCE WITH AN INTERIOR ANGLE OF 90 DEGREES 33 MINUTES 05 SECONDS, RUN NORTHWARDLY, 30.94 FEET; THENCE WITH A DEFLECTION ANGLE TO THE RIGHT OF 89 DEGREES 03 MINUTES 17 SECONDS, RUN EASTWARDLY 68.89 FEET TO A POINT OF THE WEST RIGHT-OF-WAY OF LAFAYETTE STREET; THENCE WITH AN INTERIOR ANGLE OF 87 DEGREES 11 MINUTES 32 SECONDS, RUN NORTHWARDLY ALONG SAID WEST RIGHT-OF-WAY OF LAFAYETTE STREET, 80.60 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

PROPERTY ADDRESS: 175 North Lafayette Street, Mobile, AL 36608.

Together with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS SUBJECT TO THE FOLLOWING:

1. Any law ordinance or governmental regulation requiring the preparation, approval and/or

recording of any plat of property described herein.

2. Easement granted Alabama Power Company by Providence Hospital by instrument dated April 6, 1970 and recorded in Real Property Book 966, Page 488.
3. Easement granted Alabama Power Company by Providence Hospital by instrument dated October 13, 1981 and recorded in Real Property Book 2315, Page 598.
4. Rights of tenants in possession as tenants only and terms and provisions of all agreements and instruments recorded or unrecorded, creating such rights.
5. Ad Valorem Taxes for the year 2020 and subsequent taxes.

ALL REFERENCES BEING TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

IN WITNESS WHEREOF, the Grantor has caused these presents to be executed on this the 4 day of Nov, 2020.

**ALTAPOINTE HEALTH SYSTEMS, INC.,
An Alabama Corporation**

By: [Signature]
Julie Bellcase
Its: **Vice President of Operations**

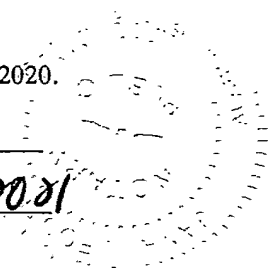
STATE OF ALABAMA
COUNTY OF MOBILE

I, the undersigned Notary Public in and for said State and County, hereby certify that **Julie Bellcase**, whose name as **Vice President of Operations of AltaPointe Health Systems, Inc., an Alabama Corporation** is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, she, in her capacity and with full authority, executed the same voluntarily for and as the act of said company on the day the same bears date.

Given under my hand and notarial seal on this the 4 day of Nov, 2020.

[Signature]
NOTARY PUBLIC

My Commission Expires: 4/6/2021



The Grantee's Address is:

775 N. University Blvd., Ste. 150
Mobile, AL 36608

The Grantor's Address is:

5750 A Southland Drive
Mobile AL 36693

THIS INSTRUMENT PREPARED BY:
Beth McFadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(251) 342-9172

FOR THE GRANTOR:
BETH MCFADDEN ROUSE
718 DOWNTOWNER BOULEVARD
MOBILE, AL 36609



UNIVERSITY OF SOUTH ALABAMA

**DISCLOSURE OF INFORMATION ON PURCHASE OF REAL PROPERTY
PURSUANT TO ALABAMA ACT 2014-133**

PROPERTY ADDRESS:

NEC of Fillingim St and Caton Ave.
Mobile, Alabama 36617

Parcel Number: 29-02-44-0-027-075.XXX
Key Number: 700566

APPRAISAL INFORMATION:

No appraisal obtained. The Mobile County Revenue Commissioner's office reported a 2020 value of \$15,600.00.

CONTRACTS RELATED TO THE PURCHASE:

Attached as Exhibit "A"

PURCHASE TERMS:

Cash Purchase

SOURCES OF FUNDS USED IN THE PURCHASE:

Unrestricted Funds

USA PROPERTIES

775 N. University Blvd. | Suite 150 | Mobile, Alabama 36608-4548
TEL: (251) 460-6100 | FAX: (251) 461-1765 | SouthAlabama.edu

STATE OF ALABAMA

COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that **LYNDA H. BAIRD**, a married woman, the Grantor, who is conveying separate property that does not constitute a part of her or her spouse's homestead property within the meaning of §6-10-3, *Code of Alabama* (1975), for and in consideration of the sum of **ONE THOUSAND SIXTY TWO AND 50/100 DOLLARS (\$1,062.50)** and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by **UNIVERSITY OF SOUTH ALABAMA**, the Grantee, does hereby GRANT, BARGAIN, SELL and CONVEY unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Sixteenth (1/16) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; Less & Except right of way for Fillingim Street.

ALSO LESS & EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 107.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real

property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

- 1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
- 2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for herself, and for her heirs and personal representatives, hereby covenants with the said Grantee, its successors and assigns, that she is seized of an indefeasible estate in fee simple in and to said property; that she has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that she is in the quiet and peaceable possession of said property; and that she does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this the 4 day of

August, 2020.

 (SEAL)
LYNDA H. BAIRD

STATE OF ALABAMA

COUNTY OF Tuscaloosa

I, the undersigned Notary Public in and for said State and County, hereby certify that **LYNDA H. BAIRD**, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 4 day of August, 2020.



[Signature]
NOTARY PUBLIC, State at Large
My Commission expires: 09/15/2020

The Grantee's address is:
775 N. University Blvd. Suite 150
Mobile, Alabama 36608

The Grantor's address is:
4518 Northport Lake Drive East
Northport, Alabama 35473

THIS INSTRUMENT WAS PREPARED BY:
Beth McFadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(251) 342-9172

STATE OF ALABAMA

COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that **DANA WILSON EARNEST**, a married woman, the Grantor, who is conveying separate property that does not constitute a part of her or her spouse's homestead property within the meaning of §6-10-3, *Code of Alabama* (1975), for and in consideration of the sum of **SEVEN HUNDRED EIGHT AND 33/100 DOLLARS (\$708.33)** and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by **UNIVERSITY OF SOUTH ALABAMA**, the Grantee, does hereby **GRANT, BARGAIN, SELL and CONVEY** unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Twenty- Fourth (1/24) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; Less & Except right of way for Fillingim Street.

ALSO LESS & EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 107.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real

property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for herself, and for her heirs and personal representatives, hereby covenants with the said Grantee, its successors and assigns, that she is seized of an indefeasible estate in fee simple in and to said property; that she has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that she is in the quiet and peaceable possession of said property; and that she does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this the 21 day of

August, 2020.



DANA WILSON EARNEST (SEAL)

STATE OF Florida

COUNTY OF Hillsborough

I, the undersigned Notary Public in and for said State and County, hereby certify that **DANA WILSON EARNEST**, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 21 day of August, 2020.



Irene Martin
NOTARY PUBLIC, State at Large
My Commission expires: 5/25/2024

The Grantee's address is:
775 N. University Blvd. Suite 150
Mobile, Alabama 36608

The Grantor's address is:
14303 Hensel Lane Apt. 135
Tampa, FL 33613

THIS INSTRUMENT WAS PREPARED BY:
Beth McFadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(251) 842-9172

STATE OF ALABAMA

COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that **LEON D. HERRING, JR.**, a married man, the Grantor, who is conveying separate property that does not constitute a part of his or his spouse's homestead property within the meaning of §6-10-3, *Code of Alabama* (1975), for and in consideration of the sum of **FOUR THOUSAND TWO HUNDRED FIFTY AND 00/100 DOLLARS (\$4,250.00)** and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by **UNIVERSITY OF SOUTH ALABAMA**, the Grantee, does hereby GRANT, BARGAIN, SELL and CONVEY unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Fourth (1/4) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; less and except right of way for Fillingim Street.

ALSO LESS AND EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 107.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

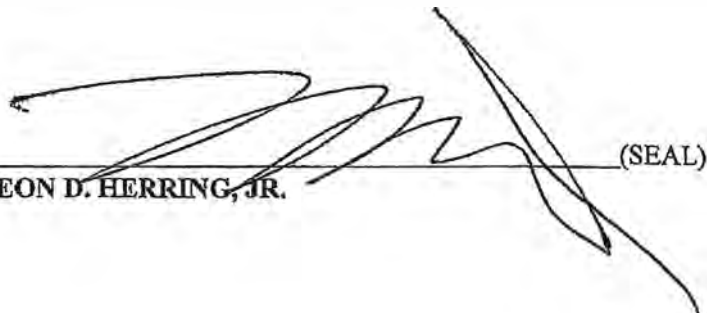
1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for himself, and for his heirs and personal representatives, hereby covenants with the said Grantee, its successors and assigns, that he is seized of an indefeasible estate in fee simple in and to said property; that he has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that he is in the quiet and peaceable possession of said property; and that he does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 29th day of

July, 2020.


LEON D. HERRING, JR. (SEAL)

STATE OF ALABAMA

COUNTY OF MOBILE

I, the undersigned Notary Public in and for said State and County, hereby certify that **LEON D. HERRING, JR.**, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 29th day of July, 2020.



NOTARY PUBLIC, State at Large

My Commission expires: 8-3-22



The Grantee's address is:
775 N. University Blvd. Suite 150
Mobile, Alabama 36608

The Grantor's address is:
3775 Rhonda Drive South
Mobile, Alabama 36608

THIS INSTRUMENT WAS PREPARED BY:
Beth McFadden Rouse
McFADDEN, ROUSE & BENDER, LLC
716 Downtowner Boulevard
Mobile, Alabama 36609
(251) 342-9172

STATE OF ALABAMA
COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that CYNTHIA WILLIAMS HILLERY n/k/a CYNTHIA COTTRELL, AS TRUSTEE OF THE RESIDUAL TRUST ESTABLISHED UNDER ARTICLE 8 OF THE LAST WILL AND TESTAMENT OF KATHLEEN C. HOFHEINS, for and in consideration of the sum of FOUR THOUSAND TWO HUNDRED FIFTY AND 00/100 DOLLARS (\$4,250.00) and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by UNIVERSITY OF SOUTH ALABAMA, the Grantee, does hereby GRANT, BARGAIN, SELL and CONVEY unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Fourth (1/4) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; Less & Except right of way for Fillingim Street.

ALSO LESS & EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 107.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for herself, and for her successors and assigns, hereby covenants with the said Grantee, its successors and assigns, that she is seized of an indefeasible estate in fee simple in and to said property; that she has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that she is in the quiet and peaceable possession of said property; and that she does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this the 27 day of

July, 2020.

Cynthia Cottrell (SEAL)
CYNTHIA WILLIAMS HILLERY n/k/a CYNTHIA COTTRELL,
AS TRUSTEE OF THE RESIDUAL TRUST ESTABLISHED UNDER
ARTICLE 8 OF THE LAST WILL AND TESTAMENT OF
KATHLEEN C. HOFHEINS

STATE OF ALABAMA

COUNTY OF Mobile

I, the undersigned Notary Public in and for said State and County, hereby certify that **CYNTHIA WILLIAMS HILLERY n/k/a CYNTHIA COTTRELL**, whose name as **TRUSTEE OF THE RESIDUAL TRUST ESTABLISHED UNDER ARTICLE 8 OF THE LAST WILL AND TESTAMENT OF KATHLEEN C. HOFHEINS** is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, she executed the same voluntarily as such trustee and with full authority on the day the same bears date.

Given under my hand and notarial seal on this the 27 day of July, 2020.

Emily Jabb Fendi Waters
NOTARY PUBLIC, State at Large
My Commission expires: 8/1/2021



The Grantee's address is:
775 N. University Blvd. Suite 150
Mobile, Alabama 36608

The Grantor's address is:
57 S. JULIA ST
MOBILE, AL 36604

THIS INSTRUMENT WAS PREPARED BY:
Beth McFadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(254) 342-9172

STATE OF ALABAMA

COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that SHARON HOFHEINS IVES, a married woman, the Grantor, who is conveying separate property that does not constitute a part of her or her spouse's homestead property within the meaning of §6-10-3, *Code of Alabama* (1975), for and in consideration of the sum of **FOUR THOUSAND TWO HUNDRED FIFTY AND 00/100 DOLLARS (\$4,250.00)** and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by **UNIVERSITY OF SOUTH ALABAMA**, the Grantee, does hereby GRANT, BARGAIN, SELL and CONVEY unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Fourth (1/4) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; Less & Except right of way for Fillingim Street.

ALSO LESS & EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 107.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real

property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for herself, and for her heirs and personal representatives, hereby covenants with the said Grantee, its successors and assigns, that she is seized of an indefeasible estate in fee simple in and to said property; that she has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that she is in the quiet and peaceable possession of said property; and that she does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this the 21 day of

August, 2020.

Sharon Hofheins Ives


SHARON HOFHEINS IVES (SEAL)
Sharon Hofheins Ives


STATE OF ALABAMA

COUNTY OF Lee

I, the undersigned Notary Public in and for said State and County, hereby certify that **SHARON HOFHEINS IVES**, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 25 day of August, 2020.


 NOTARY PUBLIC, State at Large
 My Commission expires: _____



The Grantee's address is:
775 N. University Blvd. Suite 150
Mobile, Alabama 36608

The Grantor's address is:
804 West Point Parkway
Opelika, Alabama 36801

THIS INSTRUMENT WAS PREPARED BY:
Beth McFadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(251) 342-9172

STATE OF ALABAMA

COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that JOHN RANDALL HOFHEINS, a single man, the Grantor, for and in consideration of the sum of ONE THOUSAND SIXTY TWO AND 50/100 DOLLARS (\$1,062.50) and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by UNIVERSITY OF SOUTH ALABAMA, the Grantee, does hereby GRANT, BARGAIN, SELL and CONVEY unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Sixteenth (1/16) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; Less & Except right of way for Fillingim Street.

ALSO LESS & EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 07.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for himself, and for his heirs and personal representatives, hereby covenants with the said Grantee, its successors and assigns, that he is seized of an indefeasible estate in fee simple in and to said property; that she has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that he is in the quiet and peaceable possession of said property; and that he does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 7/16/2020 day of _____, 2020.

 (SEAL)
JOHN RANDALL HOFHEINS

STATE OF Florida
COUNTY OF Osceola

I, the undersigned Notary Public in and for said State and County, hereby certify that JOHN RANDALL HOFFEINS, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 16 day of July, 2020.



Michelle May Geberth
NOTARY PUBLIC, State at Large
My Commission expires: 8/19/2022

The Grantee's address is:
775 N. University Blvd. Suite 150
Mobile, Alabama 36608

The Grantor's address is:
2430 Heron Ct
St Cloud, FL 34771

THIS INSTRUMENT WAS PREPARED BY:
Beth McPadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(251) 342-9172

STATE OF ALABAMA

COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that **CYNTHIA WILSON RODEN**, a married woman, the Grantor, who is conveying separate property that does not constitute a part of her or her spouse's homestead property within the meaning of §6-10-3, *Code of Alabama* (1975), for and in consideration of the sum of **SEVEN HUNDRED EIGHT AND 34/100 DOLLARS (\$708.34)** and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by **UNIVERSITY OF SOUTH ALABAMA**, the Grantee, does hereby GRANT, BARGAIN, SELL and CONVEY unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Twenty- Fourth (1/24) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; Less & Except right of way for Fillingim Street.

ALSO LESS & EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 107.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real

property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for herself, and for her heirs and personal representatives, hereby covenants with the said Grantee, its successors and assigns, that she is seized of an indefeasible estate in fee simple in and to said property; that she has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that she is in the quiet and peaceable possession of said property; and that she does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this the 3rd day of August, 2020.

Cynthia Wilson Roden (SEAL)
CYNTHIA WILSON RODEN

STATE OF GA
COUNTY OF Henry

I, the undersigned Notary Public in and for said State and County, hereby certify that CYNTHIA WILSON RODEN, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 3 day of August, 2020.

Courtney Thompson
NOTARY PUBLIC, State at Large
My Commission expires: 04-20-2021



The Grantee's address is:
775 N. University Blvd, Suite 150
Mobile, Alabama 36608

The Grantor's address is:
1060 Declaration Court
McDonough, Georgia 30253

THIS INSTRUMENT WAS PREPARED BY:
Beth McFadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(251) 342-9172

STATE OF ALABAMA

COUNTY OF MOBILE

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that **JOHN WOODROW WILSON**, a married man, the Grantor, who is conveying separate property that does not constitute a part of his or his spouse's homestead property within the meaning of §6-10-3, *Code of Alabama* (1975), for and in consideration of the sum of **SEVEN HUNDRED EIGHT AND 33/100 DOLLARS (\$708.33)** and other good and valuable consideration hereby acknowledged to have been paid to the said Grantor by **UNIVERSITY OF SOUTH ALABAMA**, the Grantee, does hereby GRANT, BARGAIN, SELL and CONVEY unto the said Grantee, subject to the provisions hereinafter contained, an undivided One Twenty- Fourth (1/24) interest in that real property in the County of Mobile State of Alabama, described as follows:

Beginning 68 feet East of the intersection of the North right of way of Fillingim Street and the East right of way of Caton Avenue, thence North 208 feet, thence East 150 feet, thence South 209 feet, thence West 150 feet to the Point of Beginning in Grant Section 44, Township 4 South, Range 1 West, Mobile County, Alabama; Less & Except right of way for Fillingim Street.

ALSO LESS & EXCEPT: Commence at the intersection of the East right of way line of Caton Avenue and the North line of Fillingim Street; thence run North 75 degrees 22 minutes 13 seconds East a distance of 67.50 feet to the Point of Beginning; thence run North 15 degrees 39 minutes 56 seconds West a distance of 8.06 feet to a point; thence run North 79 degrees 39 minutes 45 seconds East a distance of 107.67 feet to a point on the North right of way line of Fillingim Street; thence run South 75 degrees 22 minutes, 13 seconds West along the North right of way line of Fillingim Street a distance of 107.22 feet to the Point of Beginning.

ALSO LESS AND EXCEPT any additional property that may have been taken by condemnation in Probate Court Case No. 2008-0445 according to Payment and Awards into Court recorded in Book LR7271, Page 1356.

The property address is: Vacant Land / Tax Parcel # 29-02-44-0-027-075.xxx.

EXCEPTING THEREFROM such oil, gas and other minerals in, on and under said real

property, together with all rights in connection therewith, as have previously been reserved by or conveyed to others; it being the intention of the Grantor to convey to Grantee only the interest Grantor owns therein, if any.

TOGETHER with all and singular the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining; TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

THIS CONVEYANCE IS MADE SUBJECT TO:

1. Right of Way Deed for public road given to the City of Mobile as recorded in Real Property Book 3638, Page 461, Real Property Book 3638, Page 464, Real Property Book 3638, Page 467, Real Property Book 3638, Page 470, Real Property Book 3638, Page 473.
2. Condemnation in Probate Court Case No. 2008-0445 and CV-08-102040.00 evidenced by instruments recorded in Book 6461, Page 523, Book 6629, Page 1970, and Book 7271, Page 1356.

RECORDING REFERENCES HEREIN REFER TO THE RECORDS IN THE OFFICE OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA.

AND, except as to the above and the taxes hereafter falling due, the said Grantor, for himself, and for his heirs and personal representatives, hereby covenants with the said Grantee, its successors and assigns, that he is seized of an indefeasible estate in fee simple in and to said property; that he has a good and lawful right to sell and convey the same in fee simple; that said property is free and clear of all liens and encumbrances; that he is in the quiet and peaceable possession of said property; and that he does hereby WARRANT AND WILL FOREVER DEFEND the title to said property, and the possession thereof, unto the said Grantee, its successors and assigns, against the lawful claims of all persons, whomsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 4 day of

August, 2020.



JOHN WOODROW WILSON (SEAL)

STATE OF Florida
COUNTY OF Pinellas

I, the undersigned Notary Public in and for said State and County, hereby certify that **JOHN WOODROW WILSON**, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 4 day of August, 2020.



Lorna M Moffitt
NOTARY PUBLIC, State at Large
My Commission expires: 12/28/22

The Grantee's address is:
775 N. University Blvd, Suite 150
Mobile, Alabama 36608

The Grantor's address is:
1017 Coldstream Court
Tarpon Springs, FL 34689

THIS INSTRUMENT WAS PREPARED BY:
Beth McPadden Rouse
McFADDEN, ROUSE & BENDER, LLC
718 Downtowner Boulevard
Mobile, Alabama 36609
(251) 342-9172

Executive Session

University of South Alabama Board of Trustees meeting on September 11, 2020.

The purpose of the executive session for the above-referenced meeting is to discuss good name and character.

This written declaration is submitted pursuant to the requirements of the Alabama Open Meetings Act by Kristin Daniels Dukes, ASB number 6408-o61k.

A handwritten signature in blue ink that reads "Kristin Daniels Dukes". The signature is written in a cursive style with a blue highlight effect behind the text.

COMMITTEE MINUTES

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

Audit Committee Minutes

September 10, 2020

4:45 p.m.

A meeting of the Audit Committee of the University of South Alabama Board of Trustees was duly convened by Mr. Ron Graham, Chair, on Thursday, September 10, 2020, at 4:46 p.m. by means of video conference.

Members Participating: Alexis Atkins, Tom Corcoran, Ron Graham, Ron Jenkins, Lenus Perkins and Ken Simon.

Other Trustees: Chandra Brown Stewart, Steve Furr and Jimmy Shumock.

Administration & Guests: Kristin Dukes, Monica Ezell, Laura Schratt, John Smith and Tony Waldrop.

The meeting came to order and the attendance roll was called. Mr. Graham welcomed Executive Director of Internal Audit and Chief Financial Compliance Officer Ms. Laura Schratt to her new role.

Ms. Schratt provided an overview on the process for developing annual audit plans for the University, which involved consideration of audit entities, risk assessment and internal audit resources. She summarized components of the audit plan recommended for fiscal year 2021, which included financial and compliance assurance audits; support for KPMG independent audits (inclusive of the required National Collegiate Athletic Association agreed-upon procedures examination); special projects designed to improve departmental efficiency, quality and value; and follow-up audits. She stated the audit plan projected allocation of internal audit hours to USA Health (53 percent), the general University (24 percent), annual responsibilities (15 percent), and administration (eight percent). On motion by Mr. Corcoran, seconded by Capt. Jenkins, the Committee voted unanimously to adopt the fiscal year 2021 audit plan.

Brief discussion took place on internal audit staffing and oversight related to software system access and bond compliance.

There being no further business, the meeting was adjourned at 5:00 p.m.

Respectfully submitted:



W. Ronald Graham, Chair