MINUTES
UWF Special Board of Trustees Conference Call Meeting
UWF Crosby Hall, Bldg. 10, Rm. 224
May 1, 2018

FULL BOARD

I. CALL MEETING TO ORDER/ROLL CALL

Chair O'Sullivan called the full Board meeting to order at 4:05 p.m.

Becky Luntsford called roll with the following trustees participating as noted here. Dick Baker, Lewis Bear, Jr., Greg Britton, Dave Cleveland, Suzanne Lewis, Brandon Malone, Mort O’Sullivan, David Ramsey, Alonzie Scott and Jill Singer.

Trustees Adrianne Collins, Bob Jones and Bob Sires were absent.

Others attending:
Dr. George Ellenberg, Provost and Senior Vice President; Ms. Betsy Bowers, IVP Administrative Services; Ms., Pam Langham, General Counsel; Ms. Janice Gilley, AVP External Affairs; Dr. Steve Cunningham, CFO, BEI; Ms. Ellen Till, Director, Business and Auxiliary Services and Ms. Becky Luntsford, Assistant Corporate Secretary to the Board of Trustees.

II. CHAIR’S GREETING

Chair O’Sullivan thanked everyone for participating in the meeting.

III. PUBLIC COMMENT

Chair O’Sullivan reminded those present that time has been set aside on the agenda to allow public comment on matters coming before the Board. No requests were submitted.

IV. ACTION ITEM

1. Approval of Management Services Contract between Aramark Educational Services, LLC and University of West Florida Business Enterprises, Inc. was presented by Interim Vice President of Finance and Administration, Ms. Betsy Bowers; Ms. Pam Langham, General Counsel, Ms. Ellen Till, Director, Business and Auxiliary Services.
Pursuant to Section II Part D of the UWF-BEI Procurement Policy, in response to the unique set of circumstances facing BEI in relation to Food Services, the CEO entered into discussions with alternative Food Service providers (an assigned function) during Spring 2017. In September, BEI secured a commitment from Chartwells to be the dining services provider through Spring 2018 (May 5, 2018).

Negotiations with ARAMARK are complete. Significant provisions of the Agreement are:

1. The term of the Agreement will be 10 years beginning May 6, 2018. The agreement may be extended for an additional five year term upon mutual written agreement of both parties.

2. Aramark will make a capital investment of approximately $10.575 million during the first year of operations. This includes $6.1 million for buyout of Chartwell’s investment into Argonaut Village, $900,000 Nautilus Market upgrade, $900,000 Unrestricted Grant, and $2.675 million in retail changes.

3. Meal plans are two types: mandatory meal plan (for FTIC students living on campus) and voluntary meal plans. Meal plan pricing is based on a minimum number of Mandatory Meal Plan participants, which are First Time in College (FTIC) resident students taken as an average of the Fall and Spring semesters. For year 1 the targeted minimum is 480 mandatory meal plans. Mandatory meal plan begins at 12 meal plan and increases to an unlimited plan (more than 19 meals/week). Voluntary meal plans range from 5 meals to 100 block plan. Meal Plan Pricing—No price increase in Year 1 increases thereafter will be: 2.5% in Years 2-5 annually and 3% in Years 6-10 annually.

4. Guaranteed commissions of approximately $5.4 million will be paid to UWF-BEI over the 10 year period. The commission rate is 6% for years 1-5 on all sales (meal plans, retail sales, catering and concessions) and will increase to 8% for years 6-10.

5. Dining options include: Fresh Food Company (Nautilus Market in Commons B 22), Argo Galley (in Commons B 22): Chick-Fil-A®, Which Wich Superior Sandwiches®, Papa John’s® and Twisted Taco®, Library and Argonaut Village: Starbucks®, and at various sites across campus: Express Provisions on Demand, Sandwich Shack, Argo Juice Bar, and a food truck. Aramark will have exclusive rights to provide campus food services with the exception of catering, tailgating and off campus events.

6. Insurance— General Liability including an alcohol endorsement-$1M for each occurrence, Workers’ Compensation-statutory amounts, General Aggregate-$10M, Automobile Liability-$3M, Umbrella Coverage-$8M, Environmental Liability-$2M, Professional Liability Errors and Omissions-$1M, Director’s and Officer’s Liability-$1M, Crime/Theft Mysterious Disappearances-$1M. All Certificates of Insurance must be produced immediately before execution of Agreement and annually. The certificates must also include BEI, BEI BOD, UWF BOT, trustees in official and individual capacities, all officers, employees as additional insureds on policies.

7. Indemnification - Aramark indemnifies, defends and holds harmless BEI, BEI BOD, UWF BOT, trustees, State of Florida, officers, directors and employees against any and all damages for personal or bodily injury or property damage resulting from the negligence of Aramark, its officers, directors, employees, etc. The indemnification survives the Agreement.
Chair O'Sullivan thanked Ms. Bowers, Langham and Till for their presentation and asked for a motion to Approve the Management Services Agreement between Aramark Educational Services, LLC and University of West Florida Business Enterprises, Inc.

Motion by: Trustee Suzanne Lewis
Seconded by: Trustee Dave Cleveland
Chair Mort O'Sullivan Aye
Vice Chair Dave Cleveland Aye
Trustee Dick Baker Aye
Trustee Lewis Bear, Jr. Aye
Trustee Greg Britton Aye
Trustee Suzanne Lewis Aye
Trustee Brandon Malone Aye
Trustee David Ramsey Aye
Trustee Alonzie Scott Aye
Trustee Jill Singer Aye
Motion passed unanimously.

VI. OTHER BUSINESS

The meeting adjourned at 4:32 p.m.

Respectfully submitted,
Becky Luntsford, recording secretary