



OREGON HEALTH & SCIENCE UNIVERSITY BOARD OF DIRECTORS MEETING

October 29, 2015
9:00 am – 10:20 am
CLSB, Room 3A001

9:00 a.m.	Call to Order/Chairman's Comments President's Comments Approval of Minutes (Action)	Jay Waldron Joe Robertson, M.D. Jay Waldron
9:15 a.m.	Audited Financial Results (Action)	Lawrence Furnstahl, Jacque Cabe
9:35 a.m.	Approval of CHH South & Cancer Research Building (Action) <i>Materials will be available at the meeting</i>	Brian Newman
9:50 a.m.	Approval of Bond Financing (Action)	Lawrence Furnstahl
10:00 a.m.	<i>Dr. Mladenovic to introduce Kristin Lutz</i> Faculty Senate Report	Kirstin Lutz
10:20 a.m.	Other business; adjournment	Jay Waldron

CHH South & Knight Cancer Research Building

OHSU Board of Directors

October 29, 2015



Brian Newman,
Campus Planning, Development
& Real Estate

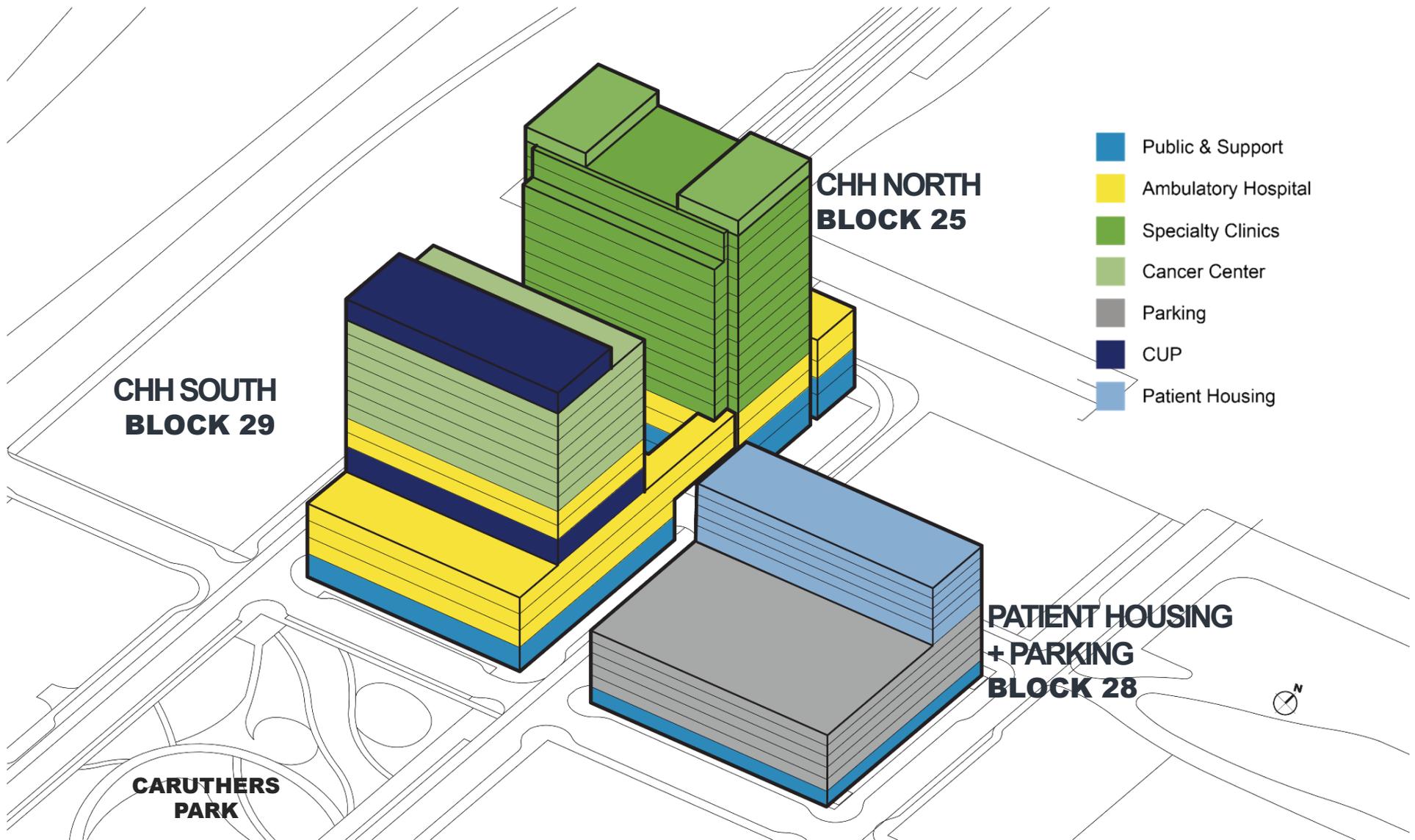
Project Sites



CHH South Summary

- High-Acuity Ambulatory Surgery & Procedures (12 Occupancy)
- 48 Extended Stay Patient Rooms
- Knight Cancer Institute Clinics & Clinical Trials on Six Floors
- OHSU Guest House with 76 Lodging Rooms
- 684 Stall Parking Garage
- 720,000 Gross Square Feet
- \$347 Million Project Budget
- Construction Begins January 2016
- Occupancy July 2018

CHH South Program Stacking



CHH South Rendering



OHSU Guest House Rendering

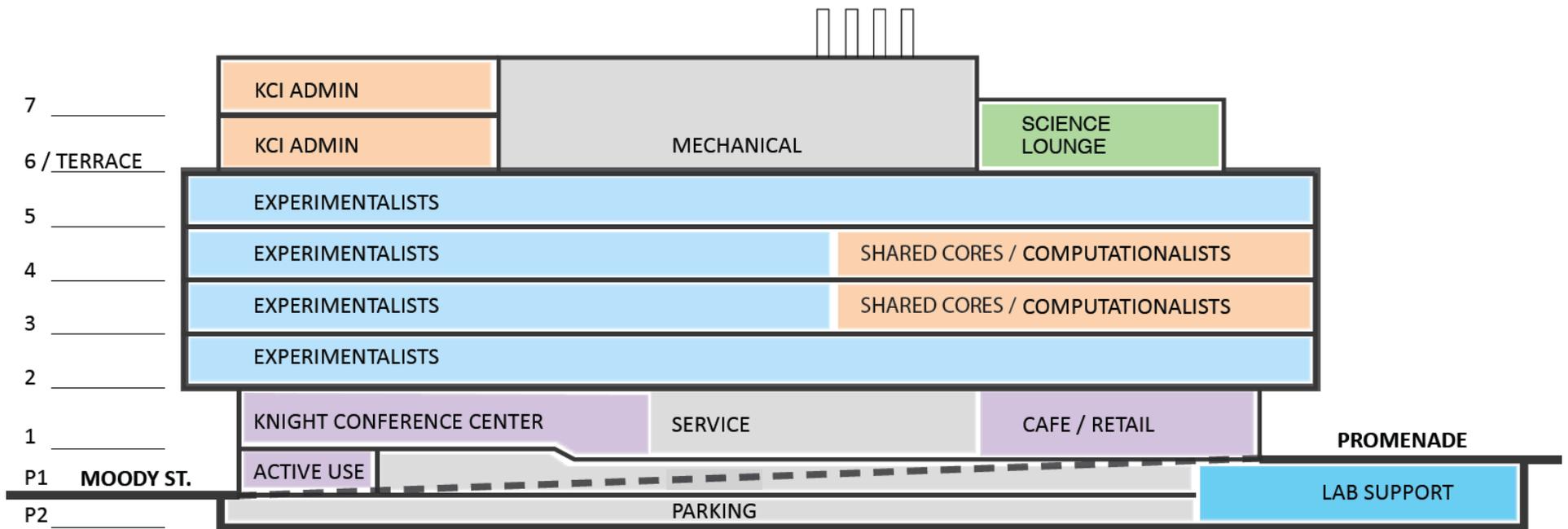


KCRB Summary

- Intellectual & Social Hub of the Knight Cancer Institute
- Wet Lab Research
- Computational Research
- Research Core Facilities
- Administrative Offices & Conference Center
- 70 Stall Parking Garage
- 320,000 Gross Square Feet (approximately 25% shelled)
- \$160 Million Project Budget
- Construction Begins June 2016
- Occupancy July 2018



KCRB Program Stacking



KCRB Rendering



**RESOLUTION NO. 2015-10-13
OF THE BOARD OF DIRECTORS OF
OREGON HEALTH AND SCIENCE UNIVERSITY**

WHEREAS, Oregon Health and Science University, a public corporation of the State of Oregon ("OHSU" or "University"), proposes to develop, construct and operate facilities to be used for health care, cancer-related research, cancer-related clinical care and/or cancer related higher education, including clinical laboratory, clinical trial, wet laboratory, research administration, and possibly other research, research-related, non-research, higher education, administration, or ancillary purposes (the "Project").

WHEREAS, the Project will include a new OHSU Cancer Institute research facility located on the OHSU Schnitzer Campus, a new clinical care and other use facility located south of the OHSU Center for Health and Healing, and other facilities, described in more detail in the Executive Summary attached as Exhibit A to this Resolution (the "Project Summary").

WHEREAS, management of the University recommends that the University pursue the development, construction and operation of the Project.

WHEREAS, the Board of Directors finds it benefits and is in the best interests of the University to pursue the development, construction and operation of the Project and to authorize and direct that certain actions be taken related thereto.

NOW THEREFORE, be it resolved by the Board of Directors of the Oregon Health and Science University as follows:

Section 1. Project. The Board of Directors hereby authorizes and directs the President or his designee (collectively, the "Authorized Representative") to take or direct to be taken all such actions as may be necessary, desirable or appropriate in the opinion of the Authorized Representative to evaluate, develop, construct and operate the Project, in a manner materially consistent with the Project Summary.

Section 2. Preparation, Execution and Delivery of Documents. The Board of Directors hereby authorizes and directs the Authorized Representative to negotiate the terms of, prepare, execute and deliver, on behalf of the University, all construction and other contracts, agreements, amendments, supplements, instruments, certificates, and any other documents, as may be necessary, desirable or appropriate in the opinion of the Authorized Representative in connection with or related to the Project, or to carry out the purposes of this Resolution.

Section 3. Further Actions. The Board of Directors hereby authorizes and directs the Authorized Representative to take or direct to be taken all such further actions as may be necessary, desirable or appropriate in the opinion of the Authorized Representative in connection with or related to the Project, or to carry out the purposes of this Resolution.

Section 4. Ratification of Actions. All actions previously taken or that will be taken by any director, officer, official, employee or agent of the University in connection with or related to

the Project or other matters set forth in or reasonably contemplated by this Resolution are, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the University.

Section 5. Invalidity or Unenforceability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

This Resolution is adopted this 29th day of October, 2015, effective on October 29, 2015.

Yeas _____

Nays _____

Signed by the Secretary of the Board of Directors this ____ day of October, 2015.

Connie Seeley
Board Secretary

Project Overview

OHSU Center for Health and Healing South / Patient and Guest Housing

The Center for Health and Healing South is an integral part of the Knight Cancer Challenge that will create a new model for cancer research, clinical trials and treatment. These two new buildings, an ambulatory care facility and a patient housing tower with structured parking - totaling nearly 720,000 gsf on two blocks of the South Waterfront, will establish the next two increments of the six block OHSU Commons. The goal of the OHSU commons is centered on providing high acuity outpatient care closer to where people live. This pioneering facility is the future of medical care and a project of national significance.

Block 29 will be the site for the new Center for Health and Healing South (CHH South), a 15 story, 378,160 sf ambulatory surgical center and clinic building. The new structure will sit above the existing 3 level, below grade parking structure that was built as part of the Center for Health and Healing North (CHH North.)

The new building on Block 29 will act as an extension and expansion of CHH North. The existing CHH North will have 7 existing and new operating rooms, and the new building will add 10 ORs and all the required support space, including central sterile processing and extend stay floors. In order to share services, staff and equipment, the two surgical centers will act together as one and will be located on the same floor (level 4) of the two adjacent buildings. The programs will be connected by a sky bridge that spans NW Whitaker Street. The sky bridge will connect the surgical centers on level 4, and will also provide a critical connection on level 3. All Diagnostic Imaging will remain in CHH North and all the central sterile and laboratory functions will be in the new CHH South. The bridge connection at the third level is critical for patient access to services in both buildings.

The lower floors of CHH South will house the ambulatory surgical center, and the upper floors will provide general clinics, the Knight Cancer Institute, clinical trials, infusion suites and offices. CHH South will also include a new central utility plant that will serve CHH North, CHH South and Block 28. CHH South will be connected to Block 28 via an underground utility tunnel at the P2 level of the existing garage that will allow the passage of utilities, services and materials.

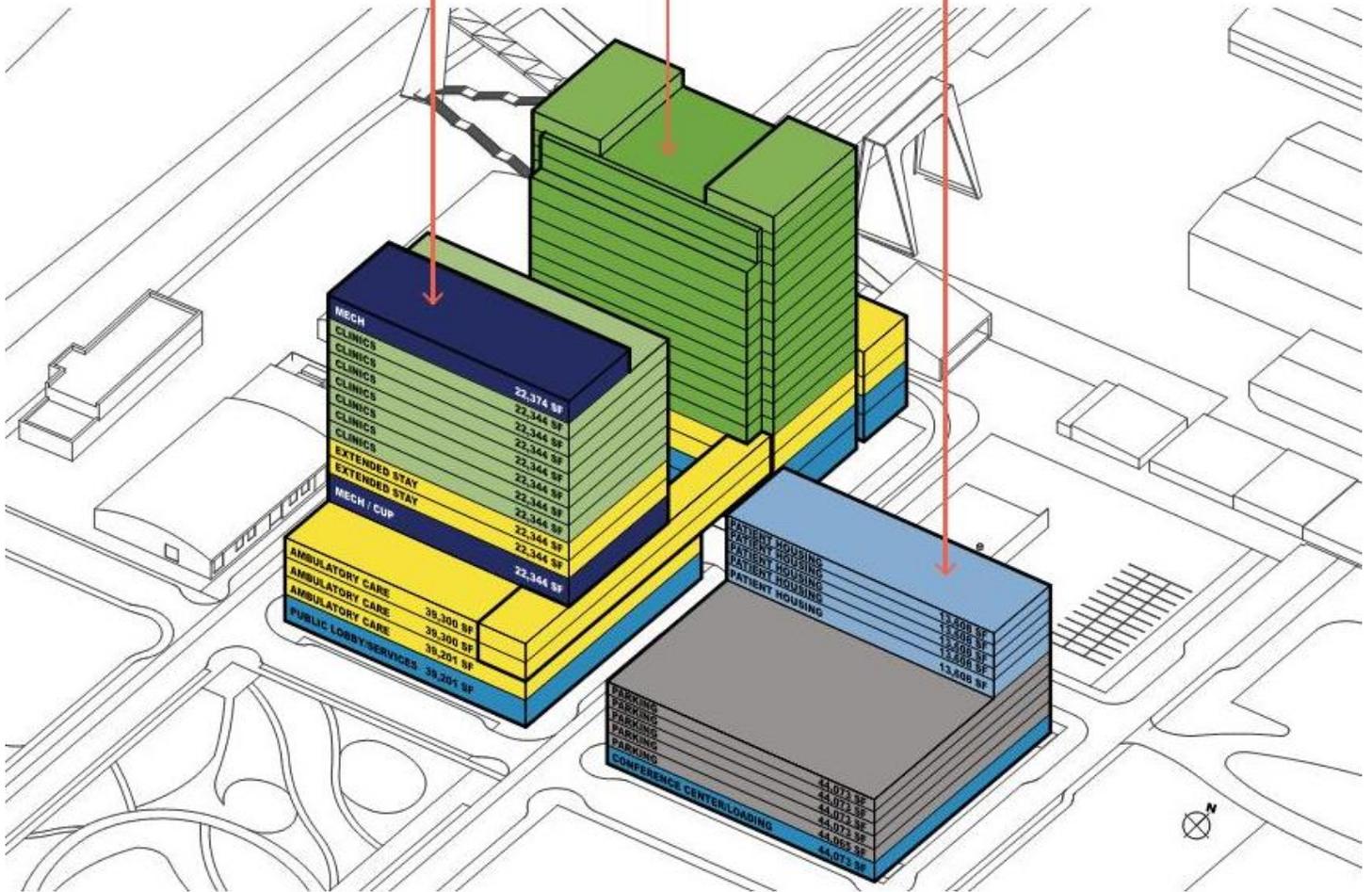
The ground floor of CHH South will incorporate a main entry and covered patient drop on SW Curry Street, and an entry on SW Whitaker, connecting at grade to CHH North. The main registration, retail pharmacy, and blood draw areas will be located on the ground floor along with the dining area and a coffee kiosk. An interior promenade will run the entire length of the east side of the ground floor providing a connection from Caruthers Park, through CHH North to CHH South.

Block 28, with a total of 341,437 gsf on 11 levels, will include a mix of functions that support CHH North and CHH South. The ground floor will include the Guest Housing lobby, urgent care, conference center, loading dock and support functions and access to parking. Materials moving to and from the loading dock to CHH South and CHH North will utilize the tunnel level below SW Bond which connects to the P2 level of the existing parking garage and new service elevators to the buildings. The loading dock and access to parking have been located away from SW Curry to provide a buffer for neighbors to the south. One of the special functions of the program is Guest Housing which will provide lodging, meals and support to pediatric and adult patients and families that come to OHSU from around the state for treatment. The facility will include a lobby at the ground floor and common functions including dining, a resource library and conference space at the terrace level. The terrace level, at the roof of the garage, will include a large children's play area and a separate, more tranquil, exterior space for adults. The top 4 floors of the building will provide a total of 76 rooms and support spaces with two room types to choose from. The parking garage, with access from SW Whitaker will provide 687 spaces on five floors starting at the second level of the building to maximize the amount of area for active uses at grade.

**CHH SOUTH
BLOCK 29**

**CHH NORTH
BLOCK 25**

**PATIENT
HOUSING
+ PARKING
BLOCK 28**





OHSU Knight Cancer Research Building

"We want to cure more people. We want to end cancer as we know it. And we won't give up until we've done that." –

Brian Druker, M.D., Director, OHSU Knight Cancer Institute

The Knight Cancer Research Building (KCRB) will be the intellectual and social hub of the Knight Cancer Institute. In addition to state of the art research space, it will provide places for public events as well as social space for researchers across the Institute to connect and share ideas. The project will bring a high level of engagement, commitment and awareness to the goal of curing cancer.

A primary strategy in this endeavor is the creation of a culture of collaboration, where scientists use a team approach to research. In order to provide the physical environment necessary to support this team approach, the architecture and construction team's concept design for the Knight Cancer Research Building focuses on providing innovative spaces for collaboration and team research. For example, the building will be home to both "experimentalist" and "computationalist" research teams. While the environments needed to support these types of research are different - wet bench laboratories for the experimentalists and computer simulation and data analysis labs for computationalists - the building design creates places for interaction between the teams and opportunities for these researchers to collaborate closely in their work.

The 7-story, 320,000 square-foot building will occupy the open land just north of the Collaborative Life Sciences Building on the OHSU Schnitzer Campus. It will house basic science and computational laboratories, administrative offices, a conference center and retail space on the ground level. On the sixth floor, an informal collaboration space for the institute will open to a rooftop terrace with views of the Willamette River. The configuration of common areas, work spaces and meeting rooms aims to promote team science among the more than 500 researchers who will be based in the new building.

Collaboration is at the heart of most of the design decisions being implemented. About 700 people in total will work in the building's 72 laboratories and 110 offices. Plans call for 70 parking spaces on two underground levels. OHSU is pursuing LEED Platinum certification for the project, with a commitment to achieve at least Gold certification. The total project budget is \$160 million.

The project team includes SRG Partnership Architects, Mayer/Reed Landscape Architects and the joint venture contractor McCarthy|Andersen. The project is scheduled for completion in July 2018.

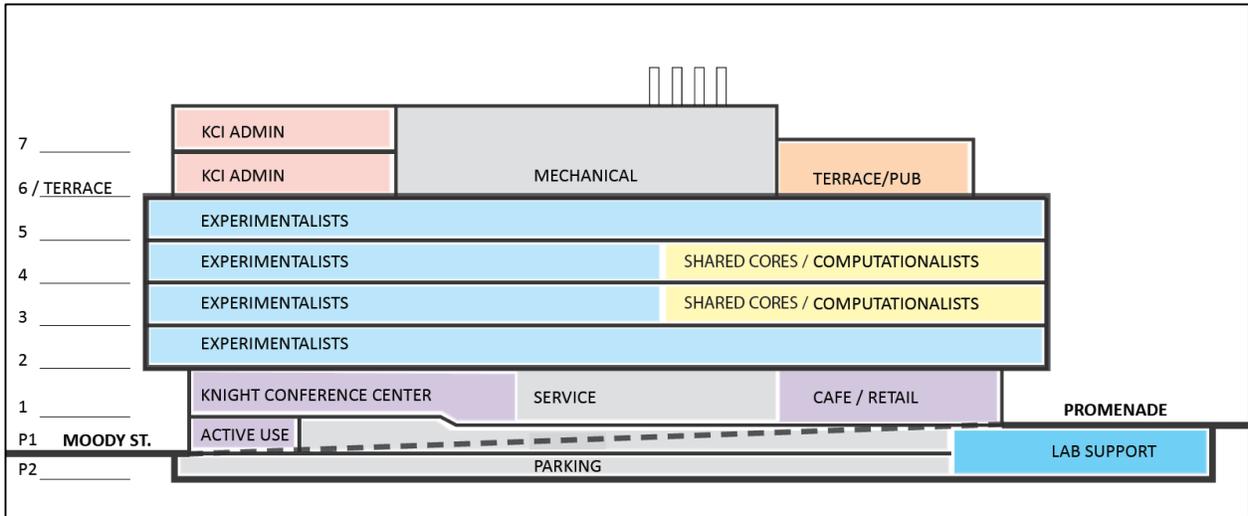


Exhibit A

OREGON HEALTH & SCIENCE UNIVERSITY

October 23, 2015

To: Members, OHSU Board of Directors

From: Lawrence J. Furnstahl
Executive Vice President & Chief Financial Officer

Re: Financing CHH-South and Knight Cancer Research Facilities

The FY16 budget approved last June included design and the first quarter of construction for two major buildings that—together with the recently opened Collaborative Life Sciences Building—represent a major advance in OHSU’s capacities across research, education, patient care and outreach. The CHH-South “ambulatory hospital” project will be immediately south of, and connect to, the current Center for Health & Healing. The Knight Cancer Research facilities consist of a lab building immediately north of (and connected by tunnel to) the CLSB, plus clinical trial floors atop CHH-South. These buildings are described in more detail in other materials for next Thursday’s meeting.

This combined project adds over \$500 million of new assets to the University, a one-third increase to OHSU’s current \$1.5 billion in net physical plant, funded through a combination of State of Oregon bonds, new OHSU debt, philanthropy and cash. I request approval of the attached resolution that authorizes OHSU to proceed with the plan of finance outlined below.

The CHH-South project is \$309 million, including \$9 million allocated from the annual hospital capital budget. The Knight Cancer Research facilities total \$200 million, deployed \$160 million for the lab building north of CLSB and \$40 million for the clinical trial floors on CHH-South. The combined total of \$509 million will be funded by \$240 million from new OHSU debt, \$60 million from philanthropy, \$9 million from operating cash flow, and approximately \$200 million funded by State of Oregon bonds that formed part of the Knight Cancer Challenge. Depending on the nature of gifts raised and market conditions, OHSU could bridge pledge payments through short-term borrowing, but current financial plans assume use of cash balances.

The new debt for CHH-South, and the new revenues, operations costs and depreciation expense associated with both buildings, were included in last spring’s rating agency reviews. These reviews resulted in S&P and Fitch upgrading OHSU’s credit from A+ Positive to AA- Stable, and Moody’s improving its outlook from A1 Stable to A1 Positive.

The State plans to issue its bonds in two parts: \$100 million in spring 2016 and \$100 million in early 2017. OHSU must issue its \$240 million prior to the State bonds, because they form the “G-Bond” match of funds required under the Oregon Constitution. To maintain our targeted 75% fixed / 25% variable debt mix, we expect to issue \$100 million of new variable rate debt and \$140 million of new fixed rate debt.

The timing question is whether to issue the fixed rate first (in early 2016), which locks in the long-term interest rate at the cost of a large negative carry on the construction fund, or second (in early 2017), which reduces the negative carry by \$8 million at current rates, but risks a rise in long-term rates. The Federal Reserve is widely expected to raise short term interest rates over the coming months; however, what matters most here are long term (that is, 30 year) interest rates.

An increase in short term rates may not be followed by a correspondingly large increase in long term rates, because that Fed action could keep future economic growth and inflation from over-heating. Under this “flatter yield curve” scenario, it generally would be better to issue variable rate debt first and fixed rate latter. For now we are keeping both options open. We will update the Board based on current market conditions at the January meeting.

If you have any question prior to the meeting Thursday, please let me know.



**RESOLUTION NO. 2015-10-12
OF THE BOARD OF DIRECTORS OF
OREGON HEALTH AND SCIENCE UNIVERSITY**

WHEREAS, Oregon Health and Science University, a public corporation of the State of Oregon ("OHSU" or "University"), is authorized by Oregon Revised Statutes ("ORS") 353.340 to 353.370, and applicable provisions of ORS Chapter 287A (collectively, the "OHSU Act"), to issue revenue bonds, refunding revenue bonds, revenue notes and other obligations to finance or refinance capital assets acquired, constructed, equipped, improved or otherwise used for educational, health care, research, public health and related lawful public purposes, to finance or refinance other capital assets or expenses, to finance or refinance non-capital expenses, or to finance or refinance general public corporation or other public purposes.

WHEREAS, the University has entered into an Amended and Restated Master Trust Indenture dated as of May 1, 2012 between the University on behalf of itself and as a member of the Obligated Group, and as Obligated Group Representative, and The Bank of New York Mellon Trust Company, N.A., as Master Trustee, as currently amended and supplemented (collectively, the "Master Trust Indenture"), under which the University has issued Master Indenture Obligations (as defined in the Master Trust Indenture) to provide security for various University obligations.

WHEREAS, the University proposes to construct and develop facilities to be used for or in furtherance of health care, cancer-related research, cancer-related clinical care and/or cancer related higher education, including clinical laboratory, clinical trial, wet laboratory, research administration, and possibly other research, research-related, non-research, higher education, administration, or ancillary purposes (the "OHSU Cancer Institute Project").

WHEREAS, the Oregon Legislative Assembly has authorized the issuance of State of Oregon (the "State") general obligation bonds for the benefit of the University under Article XI-G of the Oregon Constitution and applicable provisions of ORS Chapters 286A, Oregon laws 2014 Chapter 121 ("Chapter 121"), as amended by Oregon laws 2015, Chapter 685 ("Chapter 685") (collectively, the "State Act").

WHEREAS, Chapter 121, as amended by Chapter 685 authorizes the issuance of \$200,035,000 of Article XI-G bonds (the "XI-G Bonds") by the State for the OHSU Cancer Institute Challenge Project during the 2015-2017 biennium, and the transfer by the State to the University of the net proceeds and interest earnings related to the XI-G Bonds to finance the OHSU Cancer Institute Project (the "XI-G Bond Financing").

WHEREAS, the Board of Directors desires to request the issuance of the XI-G Bonds by the State, in amounts not greater than authorized under the State Act for the benefit of the University, and as may be provided by law and as otherwise required by law without requiring further action of the Board of Directors.

WHEREAS, Article XI-G of the Oregon Constitution requires that the amount of any indebtedness incurred under that section in any biennium shall be matched by an amount that is at least equal to the amount of indebtedness, and may include moneys available to the University.

WHEREAS, Article XI-G of the Oregon Constitution requires that the matching amount be used for the same or similar purposes as the proceeds of the XI-G Bonds indebtedness.

WHEREAS, the Board of Directors hereby finds that moneys available to the University have been and will be applied to pay a portion of the costs of the OHSU Cancer Institute Project to be financed in part with the proceeds of the XI-G Bonds to be issued in the 2015-17 biennium to satisfy this match requirement.

WHEREAS, under existing market conditions it may be advantageous for the University to issue, sell and deliver bonds and/or enter into one or more bond purchase transactions (the "OHSU Bonds"), the net proceeds of which are expected to be used to finance various capital expenses and/or non-capital expenses related to the OHSU Cancer Institute Project (the "OHSU Bond Financing;" collectively the OHSU Bond Financing and the XI-G Bond Financing are referred to as the "Project Financing").

WHEREAS, representatives of the University have conferred with Melio & Company (financial advisors), Orrick, Herrington & Sutcliffe LLP (in its capacity as bond counsel to the University) and others to discuss options for financing the OHSU Cancer Institute Project.

WHEREAS, management of the University recommends that the University pursue the Project Financing, materially consistent with the terms described to the Board of Directors in the description by the Chief Financial Officer attached as Exhibit A to this Resolution (the "Project Financing Summary").

WHEREAS, the Board of Directors expects that the University will incur expenditures on OHSU Cancer Institute Project and the Project Financing, including capital expenditures (collectively, the "Expenditures") prior to its receipt of the grant of the proceeds of the XI-G Bonds or the proceeds of the OHSU Bonds, and acknowledges the memorialization by the Chief Financial Officer of the University of a declaration of official intent to use the grant of the proceeds of the XI-G Bonds and the proceeds of the OHSU Bonds to reimburse the University for expenditures incurred prior to the issuance of the XI-G Bonds or the OHSU Bonds.

WHEREAS, the Board of Directors finds it benefits and is in the best interests of the University to pursue the Project Financing and to authorize and direct that certain actions be taken to implement the Project Financing.

NOW THEREFORE, be it resolved by the Board of Directors of the Oregon Health and Science University as follows:

Section 1. Implementation of Project Financing. The Board of Directors hereby authorizes and directs the President or the Chief Financial Officer (each an "Authorized Representative" and collectively, the "Authorized Representatives") to evaluate, negotiate the terms of, enter into, execute, deliver and otherwise implement the Project Financing, as may in the judgment of such Authorized Representative be in the best interests of the University, in a manner materially consistent with the Project Financing Summary and in furtherance of the purposes of this Resolution.

Section 2. Authorization of XI-G Bond Financing.

- a. The Board of Directors, on behalf of the University, acknowledges that the XI-G Bonds are authorized to be issued by the State and sold under the State Act for the benefit of the University.
- b. The Board of Directors, on behalf of the University, hereby requests that, as authorized by the State Act, the XI-G Bonds be issued and sold by the State in one or more series, at one or more times, during the 2015-2017 biennium as may be agreed to by the State and the University, in an aggregate principal amount to provide at least \$198,000,000 of net proceeds and interest earnings for the OHSU Cancer Institute Project.
- c. The XI-G Bonds shall be issued in such series and principal amounts as the State Treasurer, after consultation with the University and the Department of Administrative Services ("DAS"), shall determine are required to pay or reimburse costs of the OHSU Cancer Institute Project consistent with the authorization of the State Act. The XI-G Bonds shall mature, bear interest and otherwise be structured, sold and issued as the State Treasurer determines after such consultation.
- d. The Authorized Representative is hereby authorized to covenant, on behalf of the University, to comply with the provisions of the Internal Revenue Code of 1986, as amended, that are required for interest on tax-exempt bonds to be excluded from gross income for federal income taxation purposes, for any XI-G Bonds issued on a tax-exempt basis and to execute and deliver such agreements, documents or certificates required for such XI-G Bonds to be issued on a tax-exempt basis.
- e. The Authorized Representative is hereby authorized to execute and deliver, on behalf of the University, such agreements, documents or certificates required by DAS, the State Treasurer or the State's Bond Counsel to establish that the University has properly matched the amount of the XI-G Bonds in accordance with the provisions of Article XI-G(1)(3) of the Oregon Constitution and has met the requirements of the State Act.

Section 3. Authorization of OHSU Bond Financing. The Board of Directors hereby authorizes and approves, if deemed in furtherance of the Project Financing by the Authorized Representative, the University's issuance, sale and delivery of the OHSU Bonds, and/or the University's execution and delivery of one or more bond indentures, bond purchase agreements, bond insurance, letters of credit, reimbursement agreements, continuing covenants agreements, bondholder agreements, supplements to the Master Trust Indenture and/or similar agreements related to the OHSU Bond Financing (collectively, the "OHSU Bond Obligations"), provided that the OHSU Bonds not exceed \$300,000,000 in aggregate principal amount outstanding, and subject to the following:

- a. Any OHSU Bonds issued in the form of bonds shall be issued as fully registered bonds and dated as provided in the related bond indenture, and shall mature, bear interest, be subject to redemption, tender, bear the terms, and be issued and sold by the University as determined by one or more of the Authorized Representatives.

- b. The OHSU Bonds may be issued as taxable or tax-exempt obligations of the University, in one or more series.
- c. The OHSU Bonds may be sold at a private negotiated sale or by public offering.
- d. The execution and delivery of one or more Bond Purchase Agreements or Forward Delivery Bond Purchase Agreements by an Authorized Representative of the University shall constitute the University's approval of the purchase prices for the applicable OHSU Bonds.
- e. The Board of Directors appoints Orrick, Herrington & Sutcliffe LLP as bond and disclosure counsel to the University in connection with any OHSU Bonds and as special counsel in connection with any other OHSU Bond Obligations.
- f. Any of the OHSU Bond Obligations (other than the OHSU Bonds) shall be entered into pursuant to bond purchase agreements or other agreements with such parties and setting forth such terms and provisions as shall in the judgment of the Authorized Representative further the Project Financing and the purposes of this Resolution.

Section 4. Preparation, Execution and Delivery of Documents. The Board of Directors hereby authorizes and directs each of the Authorized Representatives to negotiate the terms of, prepare, execute and deliver, on behalf of the University, the Project Financing and all contracts, agreements, amendments, supplements, terminations, instruments, certificates, security agreements, financing statements and any other documents related thereto, including but not limited to grant agreements, bond indentures, bond purchase agreements, standby bond purchase agreements, forward delivery bond purchase agreements, remarketing agreements, direct note purchase agreements, escrow agreements, bond insurance, letters of credit, other credit enhancement agreements, reimbursement agreements, bondholder's agreements, continuing covenant agreements, loan agreements, master trust indentures, supplemental master trust indentures, amended and restated master trust indentures, master trust indenture obligations, trust agreements, tax certificates and agreements, interest rate swap agreements, interest rate exchange agreements, amendments, supplements, bond indentures, trust agreements, continuing disclosure certificates, closing certificates, notices, disclosures, directions, termination documents, investment agreements, one or more Preliminary and Final Official Statements, amendments or supplements to prior Official Statements, other offering or disclosure documents, directions, confirmations, terminations, security agreements, interim lines of credit, other credit facilities or other credit enhancement agreements, and any necessary amendments, supplements to, restatements or terminations of the University's existing bond indentures, Master Trust Indenture, interest rate exchange agreements, enhancement agreements, or similar agreements, as may be necessary, desirable or appropriate in the opinion of either of the Authorized Representatives to pursue the Project Financing and to complete the transactions contemplated by this Resolution.

Section 5. Distribution of Disclosure Documentation. The Board of Directors hereby approves the use and distribution to the public of Preliminary and Final Official Statements or other applicable disclosure documents, if any, to be prepared and approved by the members of the University's financing team in connection with the OHSU Bonds or the other OHSU Bond Obligations, and authorizes each of the Authorized Representatives to deem any such disclosure document final as of its date pursuant to SEC Rule 15c2-12, if applicable. The Board of Directors also authorizes the University and its agents to make all disclosures that are advisable or otherwise required by law.

Section 6. Appointment of New Master Trustee. The Board of Directors hereby authorizes and directs each of the Authorized Representatives to take any action related to the appointment of a new Master Trustee under the Master Trust Indenture if either of the Authorized Representatives determines that such action is necessary, desirable or appropriate in the opinion of such Authorized Representative to complete the transactions contemplated by this Resolution.

Section 7. Reimbursement. For purposes of complying with the provisions of Treasury Regulations Section 1.150-2 with respect to qualification of reimbursement allocations as expenditures of bond proceeds, the Board of Directors hereby acknowledges that on October 2, 2015, the Chief Financial Officer of the University, as authorized by the Board of Directors in OHSU Board Resolution 2007-02-02, declared on behalf of the University the official intent to use the grant of the proceeds of the XI-G Bonds and the proceeds of the OHSU Bonds to reimburse the University for Expenditures incurred prior to the issuance of the XI-G Bonds or the OHSU Bonds.

Section 8. Further Actions. The Board of Directors hereby authorizes and directs each of the Authorized Representatives to take or direct to be taken all such further actions as may be necessary, desirable or appropriate in the opinion of either of the Authorized Representatives in connection with the XI-G Bonds, the OHSU Bonds or the Project Financing or transactions contemplated by this Resolution, or to carry out the purposes of this Resolution, including, but not limited to, (i) covenanting to perform on behalf of the University, and performing, any actions necessary to comply with requests from the State Treasurer authorized under the State Act to administer the XI-G Bonds, (ii) executing and delivering any agreements, documents or certificates, including any grant or trust agreements with the State Treasurer and/or any other party, as may be necessary or desirable to carry out such actions or arrangements, and (iii) filing any notices with or obtaining any consents, approvals or authorizations from, the State Treasurer or any other party, and paying any costs, fees and expenses.

Section 9. Ratification of Actions. All actions previously taken or that will be taken by any director, officer, official, employee or agent of the University in connection with or related to the XI-G Bonds, the OHSU Bonds, the Project Financing or other matters set forth in or reasonably contemplated by this Resolution are, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the University.

Section 10. Liability for OHSU Bond Obligations. Neither the State of Oregon nor any agency thereof, or any political subdivision or body corporate and politic nor any municipality within the State of Oregon, other than the University, shall in any event be liable for the payment of the principal of, premium, if any, or interest on any OHSU Bond Obligations or for the performance of any pledge, mortgage, obligation or agreement of any kind whatsoever undertaken by the University. No breach of any such pledge, mortgage, obligation or agreement shall impose any pecuniary liability upon the State of Oregon or any charge upon its general credit or against its taxing power. The issuance or entering into of any OHSU Bond Obligations shall not, directly or indirectly or contingently, obligate the State of Oregon, or any other political subdivision of the State of Oregon, nor empower the University, to levy or collect any form of taxes therefor or to create any indebtedness out of taxes. Neither the Board of Directors of the University nor any person executing any OHSU Bond Obligations shall be liable personally on any OHSU Bond Obligations or be subject to personal liability or accountability by reason of the issue thereof or by the execution or delivery of any document authorized by this Resolution.

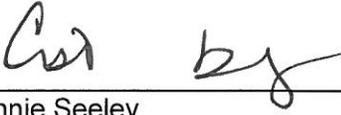
Section 11. Invalidity or Unenforceability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

This Resolution is adopted this 29th day of October, 2015, effective on October 29, 2015.

Yeas 9

Nays _____

Signed by the Secretary of the Board of Directors this 29 day of October, 2015.



Connie Seeley
Board Secretary



Kristin F. Lutz, PhD, RN
President
OHSU Faculty Senate

**Faculty Senate Report to the
OHSU Board of Directors**

October 29, 2015

Mission

The mission of the OHSU Faculty Senate is to represent the faculty of OHSU by proposing, evaluating, and advising on actions and policies to create, maintain, and protect an academic environment conducive to the full and free development of scholarly learning, teaching, research, patient care, and community service.

Purpose

The Faculty Senate discusses, plans, advises, and where appropriate takes action within its mission on any matter of general interest or concern to the Faculty or pertaining to OHSU, including, but not limited to:

- academic policies
- educational standards, curricula, new programs, regulations
- research
- faculty status
- strategic planning
- budget
- aspects of student life that relate to the university environment

Membership

- The Senate represents the 2900+ OHSU faculty members
- Senators are uninstructed representatives elected by their School or Unit
- Term: 36 months, may serve 2nd term
- Apportionment: 26 Senators
 - School of Dentistry: 4; School of Medicine: 10; School of Nursing: 5; Affiliated Units: 5; School of Public Health: 1; College of Pharmacy: 1

The Senate is the place where our diverse OHSU faculty come together

Senate Structure



Senate Standing Committees

- 5 Senate Committees
- 10 University Committees
- 1 Inter-institutional Faculty Senate

University Committees

- Academic Program Review
- Committee on Academic Policy
- Assessment Council
- Committee on Academic Programs
- Research Oversight Committee
- Policy Advisory Committee
- Information Security Policy Committee
- Employee Benefits Council
- Diversity Advisory Council
- President's Council
- Inter-institutional Faculty Senate

Challenges for Faculty

- Research Mission
 - Decreased federal funding
 - Increased competition and expectations for productivity
- Clinical Practice Mission
 - Change and uncertainty regarding health care reform
 - Balancing teaching, patient care, and clinical productivity
- Education Mission
 - Faculty shortages in key areas across health sciences
 - Declining state investment
 - Increased student diversity and debt
 - Greater use of technology

State of the OHSU Faculty

- Strengths
 - Diverse/heterogeneous faculty
 - Faculty generally satisfied
 - Feel we are moving in a positive direction
- Challenges
 - Enhancing communication with and across faculty
 - Greater transparency and participation in decisions
 - Stronger commitment to and support of all faculty
 - Majority of faculty are junior rank

Highlights

- Enhancing Faculty communication
 - OHSU Faculty Senate bridge site
 - Conducted the first centralized election for Senators
 - Stories/updates in Provost's *Faculty News*
- Decision making
 - Formalized a relationship with the Board of Directors
 - Reviewed existing, new, and revised Academic Programs
 - Working with Provost on *Faculty First Initiative*
- Commitment to and support of Faculty
 - Sponsored the Faculty Senate Awards and Banquet
 - Working with Provost on *Faculty First Initiative*

Future Goals and Plans

- Provide crucial faculty feedback to leadership
- Increase faculty participation in governance activities
- Implement Senate's participation with Board
- Continue advocacy efforts for all OHSU faculty



Thank you!