

TO: Members of the Executive Committee of the Board of Trustees  
FR: Christopher A. Ruhl, Chief Financial Officer and Treasurer  
DATE: July 7, 2022  
RE: Approval to Purchase Aspire at Discovery Park Property in West Lafayette from Purdue Research Foundation

**Attachments:**

- Resolution
- Exhibit A: Aspire at Discovery Park property

**Acquisition Intent:**

West Lafayette campus

*Aspire at Discovery Park*

- The Board of Trustees previously approved a resolution of support on June 10, 2022 for the Purdue Research Foundation to undertake a project to acquire the Aspire at Discovery Park development from Balfour Beatty-Walsh Housing, LLC.
- The proposed acquisition of 4.8 acres at 1245 W. State Street, West Lafayette, includes a three-building, four-story, 387,000 square foot housing complex featuring 831 beds in one-bedroom, two-bedroom and four-bedroom apartment configurations constructed in 2019.
- The acquisition value is \$155,000,000.
  - The value was determined through a competitive bidding process.
  - Resolution provides authority to fund the purchase through a bond issuance, the use of University Auxiliary Funds, or some combination thereof, as determined by the Treasurer in his discretion.
  - Through this purchase, the University will eliminate a lease expense of \$5M for this property for the current fiscal year and reduce dependencies on off-campus leasing.
- This acquisition will achieve the following:
  - Near term, it allows the University to immediately increase housing capacity which ensures there are on-campus living opportunities for undergraduate students pursuant to the goals of the University's transformative education initiative.
  - Long term, it allows the University to own a property at an important strategic location adjacent to current residential and dining facilities.

c: Chairman Mike Berghoff  
President Mitch Daniels  
Provost Jay Akridge  
Corporate Secretary Cindy Ream  
Legal Counsel Steve Schultz

**RESOLUTION OF THE EXECUTIVE COMMITTEE (THE “COMMITTEE”) OF THE BOARD OF TRUSTEES (THE “BOARD”) OF THE TRUSTEES OF PURDUE UNIVERSITY (THE “CORPORATION”) AUTHORIZING THE ACQUISITION OF CERTAIN REAL ESTATE IN TIPPECANOE COUNTY, INDIANA, AND SPECIFICALLY:**

- 1. DECLARING THE NECESSITY TO ACQUIRE CERTAIN REAL ESTATE FOR THE PURPOSE OF CARRYING ON THE EDUCATIONAL RESEARCH, THE PUBLIC SERVICE PROGRAMS, OR THE STATUTORY RESPONSIBILITIES OF PURDUE UNIVERSITY AND/OR FOR MANAGING, OPERATING, OR SERVICING PURDUE UNIVERSITY (THE “UNIVERSITY”); AND**
- 2. AUTHORIZING CERTAIN OFFICERS OF THE CORPORATION TO EFFECTUATE THE CORPORATION’S ACQUISITION OF REAL ESTATE BY PURCHASE AND TO DO ALL ACTS NECESSARY TO ACCOMPLISH SUCH ACQUISITION SUBJECT TO ALL STATUTORY PROVISIONS AND SUBJECT TO PRIOR APPROVAL BY THE TREASURER OR ASSISTANT TREASURER OF THE CORPORATION.**

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**WHEREAS**, pursuant to Article V, Section 1 of the Bylaws of the Corporation, the Committee has and may exercise all of the powers of the Board during intervals between meetings of the Board; and

**WHEREAS**, the Corporation, in a resolution adopted at its June 10, 2022 stated meeting (the “Prior Resolution”), sought the assistance of the Purdue Research Foundation (the “Foundation”) in the acquisition of the Aspire at Discovery Park housing complex (the “Real Estate”); and

**WHEREAS**, the Foundation intends to complete the purchase of the Real Estate on or by August 19, 2022; and

**WHEREAS**, the Committee now wishes to authorize the acquisition of the Real Estate by the Corporation, subsequent to the Foundation’s acquisition of the same, and to authorize the relevant officers of the Corporation and the University to proceed to seek, in a timely manner, the necessary approvals for the Corporation’s acquisition of the Real Estate pursuant to IC 21-33-3-5; and

**WHEREAS**, the Corporation expects to issue debt for the purposes of financing and/or reimbursing any portion of or all of the costs of the acquisition of the Real Estate and related costs thereto (collectively, the “Project”) pursuant to IC 21-32-1-1 *et seq.*, 21-32-2-1 *et seq.*, 21-35-1-1 *et seq.*, IC 21-35-3-1 *et seq.*, and 21-35-5-1 *et seq.* (collectively, the “Act”); and

**WHEREAS**, the Real Estate consists of approximately 4.8 acres and includes a three-building, four-story, 387,000-square foot housing complex and ancillary facilities; and

**WHEREAS**, the Real Estate is located in Tippecanoe County, Indiana and is more fully described on Exhibit A attached hereto and has a purchase price of One Hundred Fifty-Five Million Dollars (\$155,000,000) (the “Purchase Price”); and

**WHEREAS**, the University has identified the Real Estate as proximate and adjacent to current residential housing and dining, and the property ownership aligns with the stated goal of the University’s 2018 Giant Leaps Master Plan to focus on housing and dining investments; and

**WHEREAS**, the acquisition of the Real Estate will provide near-term space for residential housing to meet demands of enrollment growth and will allow the University to continue to meet its long-term goal of increasing student success and value by adding housing capacity and ensuring on-campus living opportunities for undergraduate students, as established by the transformative education component of the University’s “Purdue Moves” strategic initiatives; and

**WHEREAS**, the Committee now desires to declare the necessity for, and to approve, the Project, as well as to authorize the designated officers of the Corporation and the University to take such actions as they deem necessary or appropriate to effectuate the Corporation’s acquisition of the Real Estate and completion of the Project, all as more particularly set forth below:

**NOW, THEREFORE, IT IS HEREBY RESOLVED** by the Committee as follows:

1. The Committee hereby finds and determines that the Real Estate is necessary for the purpose of carrying on the educational research or other statutory responsibilities of the Corporation and/or for managing, operating, or servicing the University, and that it would be advantageous to the Corporation to acquire the Real Estate by purchase pursuant to the provisions of IC 21-33-3-5.

2. The Committee hereby authorizes and approves the acquisition of the Real Estate from the Foundation for an amount not to exceed One Hundred Fifty-Five Million Dollars (\$155,000,000) (the “Authorized Cost Level”) pursuant to the provisions of IC 21-33-3-5 and on such terms and conditions as the Treasurer of the Corporation (the “Treasurer”) shall deem to be in the best interests of the Corporation and of the University.

3. In order to provide funds with which to acquire the Real Estate, the Treasurer is hereby authorized, under the authority of this Resolution, and without the need for further authorization from the Board, to use proceeds of bonds or other obligations of the Corporation in an amount up to the Authorized Cost Level.

4. Consistent with the authority described in Section 3 above, the Committee hereby authorizes the financing of the Project as further provided herein, subject to (i) the provisions for the financing thereof contained in the Act, (ii) the additional state approvals required by the Act, and (iii) the limitations as to costs which may be financed for said Project as set forth in the Act, and so long as the principal amount of bonds or other obligations issued for the costs of said Project (excluding additional costs allowable for interest and financing charges, underwriter’s discount, debt service reserves, credit enhancement or bond or reserve insurance, or other incidental costs permitted by statute) does not exceed, in the aggregate, the Authorized Cost Level.

5. The Committee further authorizes the Treasurer, in his sole discretion based on his determination of what is in the best interest of the Corporation and of the University, to use University Auxiliary Funds in lieu of all or a portion of the proceeds of bonds or other obligations of the Corporation issued pursuant to the financing authority described in Sections 3 and 4 above (it being understood that the full, partial or non-exercise of said financing authority shall be within the Treasurer's discretion based on the extent to which he ultimately elects to use University Auxiliary Funds for the Project).

6. In furtherance of the foregoing authority, the Committee hereby authorizes and directs the Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary (each an "Authorized Officer"), General Counsel and Deputy General Counsel of the Corporation, and each of them, on behalf of and in the name of the Corporation, to request and obtain all necessary approvals from the Indiana Commission for Higher Education, the Governor of the State of Indiana, the State Budget Committee and the State Budget Agency, as well as any other necessary government approvals, for the proposed Project in the manner set forth herein.

7. The Committee further authorizes and directs said Authorized Officers of the Corporation, and each of them, if in their judgment it appears prudent, under then-current market conditions to negotiate with commercial banks, trust companies or departments, or other lending or financial institutions, for the borrowing of funds on an interim basis, for financing the costs of the Project, in aggregate principal sums not exceeding any statutory limitations, on such terms as may be legally permissible and as said Authorized Officers may determine to be in the best interests of the University and of the Corporation; subject, however, to the prior approval of such interim financings and all related bonds, notes, obligations or other documents by the Treasurer.

8. Subsequent to the obtaining of any interim financing as described in Section 7 above, or promptly upon any determination that the use of interim financing is not prudent, the Committee further authorizes and directs that said Authorized Officers shall commence negotiations with commercial banks, investment banking or underwriting firms, or other lending or financial institutions, and to undertake preparation of documents for the proposed permanent financing of said Project through the issuance and sale of one or more series of tax-exempt, tax advantage, taxable, fixed and/or variable rate student facilities system revenue bonds (covering all or less than all of said Project cost or a combination of all or less than all of said Project cost together with any other properly authorized projects). Such proposed bonds would be issued as additional First Lien Bonds under the existing Indenture of Trust (as heretofore amended and supplemented and as further supplemented and amended by a Thirty-Fourth Supplemental Indenture) each by and between the Corporation and The Bank of New York Mellon Trust Company, N.A., ultimate successor in interest to Bank One Trust Company, National Association, as Trustee, relating to student facilities system revenue bonds under one or more proposed supplements to such Indenture, to be prepared in connection with the proposed series of bonds, all subject, however, to prior approval of the proposed terms and conditions of the proposed bonds and all of the documents related to the issuance, sale and delivery thereof by the Treasurer. The bonds may be issued in any denomination not greater than \$100,000 with maturities not later than 30 years from the date of issuance, may be sold at a negotiated sale as provided by IC 21-32-3, and may bear interest payable at any interval or intervals not exceeding one year. The bonds may be issued for any

combination of the purposes set forth herein, as determined by the Treasurer, and with such serial or term maturities and redemption features as the executing Authorized Officers shall approve. The Treasurer is authorized to grant the approvals described in this Section 8, to execute, sell and deliver, or to authorize the execution, sale and delivery of any such bonds and to delegate to said Authorized Officers of the Corporation such authority to determine and fix the final terms and conditions of the fixed or variable rate transaction as, in his sole discretion, the Treasurer deems appropriate.

9. The Treasurer is further authorized and empowered to delegate to one or more Authorized Officers and representatives of the Corporation or of the University such tasks and responsibilities with respect to the actions described in this Resolution as he, in his sole discretion, shall deem to be in the best interests of the Corporation and the University and consistent with the exercise of the authority granted above and in the Prior Resolution.

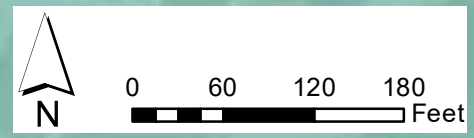
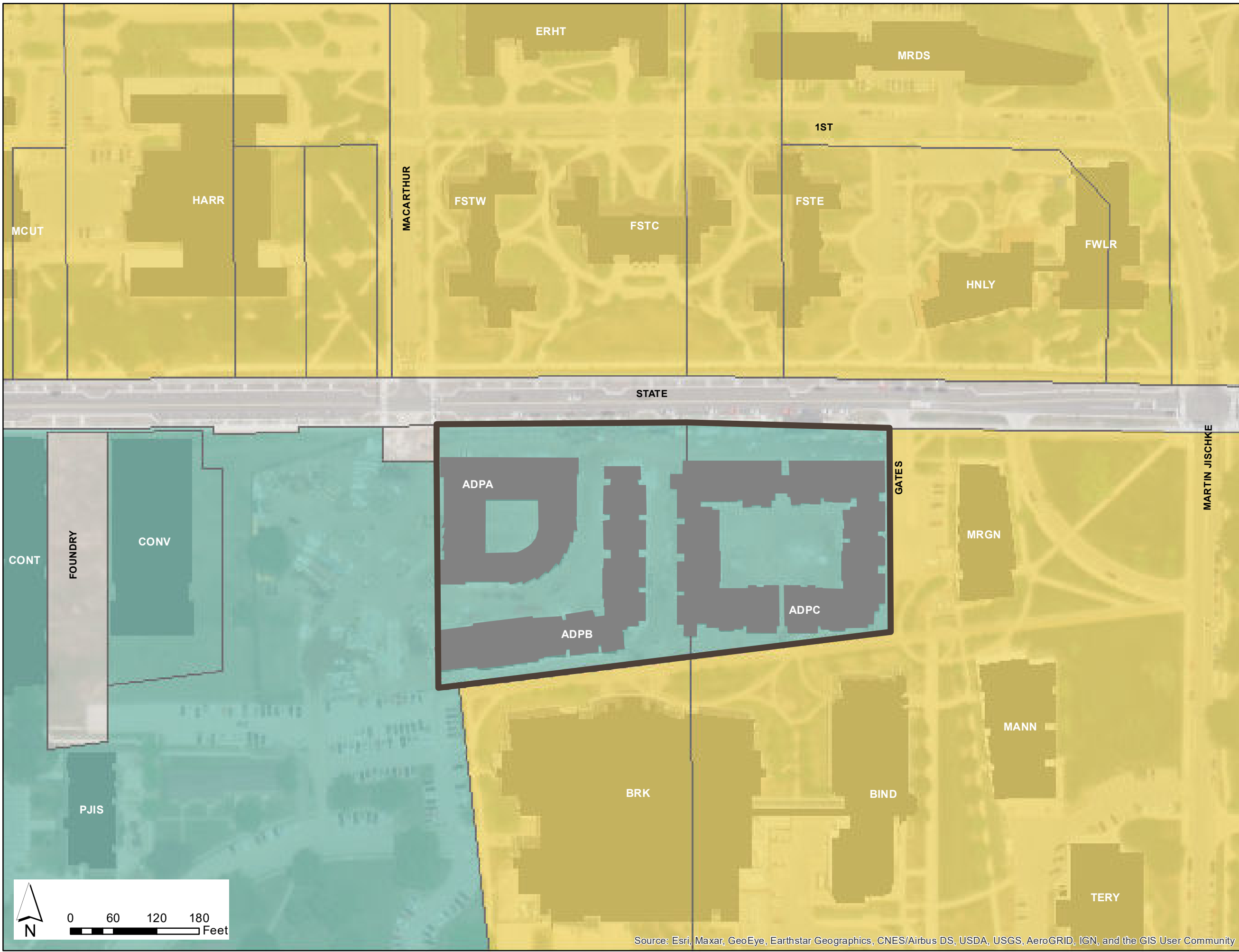
10. The Committee further authorizes the Authorized Officers designated in this Resolution to: (a) execute all documents necessary to finance the Project (the "Financing Documents"); and (b) perform any and all other acts necessary or appropriate to accomplish the financing of the Project, all subject to review and final approval by the Treasurer or Assistant Treasurer.

11. The Committee hereby authorizes the execution of the Financing Documents in counterparts by the executing officers by electronic means (as described below), all of which counterparts taken together shall constitute one and the same respective instrument; moreover, the Corporation acknowledges and agrees that the Financing Documents may be signed and/or transmitted by e-mail or as .pdf documents or using electronic signature technology (e.g., via DocuSign or similar electronic record) and shall be valid and as effective to bind the party so signing as a paper copy bearing such party's handwritten signature.

12. The Authorized Officers, General Counsel, Deputy General Counsel, and each of said officers, respectively, are hereby authorized and empowered for, on behalf and in the name of the Corporation, or of the University, to take all necessary and proper actions to carry out the purpose and intent of this Resolution, whether herein specifically authorized or not, except such actions as are specifically required by law to be taken by the Board as the governing board of the Corporation. All acts of said officers in conformity with the intent and purposes of this Resolution, whether taken before or after this date, are hereby ratified, confirmed, approved and adopted as the acts of the Corporation.

Exhibit A: Aspire at Discovery  
Park property

6/23/2022



Source: Esri, Maxar, GeoEye, Earthstar Geographics, CNES/Airbus DS, USDA, USGS, AeroGRID, IGN, and the GIS User Community

-  Potential Acquisition
-  Purdue University
-  Purdue Research Foundation