



**BOARD OF TRUSTEES
CLEVELAND STATE UNIVERSITY**

MINUTES OF THE MEETING

BOARD OF TRUSTEES MEETING

DATE: Wednesday, November 19, 2014, 10:15 a.m.
PLACE: The Wolstein Center, Gerald H. Gordon Conference Pavilion
Weinberg Board Room

PRESENT: Chairman Robert H. Rawson, Jr.; Trustees Thomas W. Adler, Richard L. Bowen, David H. Gunning II, Morton Q. Levin, Dan T. Moore III, and June E. Taylor; Student Trustees Allison J. Dumski and David I. Pendleton; Community Board Members Stephen F. Kirk and Dr. Paul E. DiCorleto; Faculty Representatives Professor Sheldon Gelman and Dr. Nigamanth Sridhar; President Ronald M. Berkman, and Secretary to the Board of Trustees William J. Napier.

The meeting was called to order at 10:19 a.m. by Chairman Rawson. A quorum was confirmed.

Trustee Moore moved, and Trustee Bowen seconded, the motion to approve the minutes of the September 23, 2014 meeting. The minutes were approved by voice vote.

REPORT OF THE CHAIRMAN

Chairman Rawson welcomed everyone and reported that he attended the recent Ohio Board of Regents Statewide Trustee Conference. He participated as a panelist in a forum discussion that included past board chairs from Ohio University, Ohio State University and two community colleges, the topic being “what I wish I had known as a new board member.” The Association of Governing Boards played a significant role in the planning and conducting the conference.

Chairman Rawson also reported that the Board Executive Committee met on October 22, 2014, to approve the Euclid Avenue Development Corporation bond issuance, which is on

today's consent agenda. In addition, the following resolution, naming the CSU tennis facility, was approved:

EXECUTIVE COMMITTEE RESOLUTION 2014-10

APPROVAL OF NAMING OF THE CSU TENNIS FACILITY

WHEREAS, Medical Mutual of Ohio is the oldest and largest health insurance company headquartered in Ohio and a corporate citizen committed to the Cleveland community; and

WHEREAS, Medical Mutual of Ohio is a valued partner of Cleveland State that has demonstrated its strong belief in the University and its students by generously supporting internships and scholarships through both the Pathway program and Radiance, CSU Realizing the Promise; and

WHEREAS, Medical Mutual of Ohio promotes the vital link between physical activity and the maintenance of good health, and recognizes Cleveland State's commitment to intercollegiate athletics and the benefit of sports competition to student athletes; and

WHEREAS, Medical Mutual of Ohio has made a \$1.4 million charitable gift commitment for the benefit of the University and its Division of Athletics; and

WHEREAS, this generous gift will transform CSU's tennis space to an all-season facility that will be used year-round by the men's and women's tennis teams, as well as the University community and general public; and

WHEREAS, Cleveland State will be the only Horizon League school with such an indoor tennis facility, providing the University with a competitive edge in recruiting and retaining student-athletes; and

WHEREAS, this gift meets the naming guidelines established by the University's Board of Trustees; and

WHEREAS, the Board would now like to recognize and acknowledge Medical Mutual of Ohio's leadership and engagement in a very public and prominent manner;

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees gratefully accepts this gift commitment with its deep thanks and accepts President Berkman's recommendation that, in perpetuity, the University's tennis facility will be known as the Medical Mutual Tennis Pavilion, and further, that the Medical Mutual Tennis Pavilion will be identified on the facility with appropriate signage.

REPORT OF THE PRESIDENT

President Berkman reported that the University has surpassed its 36% target rate for graduation of the current cohort, with 39.2%, and acknowledged the role of the Academic Affairs Committee and the emphasis on student success in contributing to this metric.

President Berkman reported that Moody's and Standard & Poor's response to the Euclid Avenue Development Corporation bond issuance produced an "A1" and "A" rating, respectively, with a "stable" designation in both cases.

President Berkman noted that, at the recent meeting of the Association of Public and Land-Grant Universities (APLU), Dr. Byron White made a presentation that resulted in a Lumina Foundation grant to work on early identification of career interests. He further reported that discussions on the distribution of the next biennium of Student Share of Instruction appropriation continues, with two more conversations of the Inter-University Council Executive Committee scheduled.

Dr. Berkman announced that Mr. Albert B. Ratner, co-chairman emeritus of Forest City Enterprises, Inc., will receive the University's Presidential Medal at the May 8, *Radiance* fundraising event. He noted that never before has Mr. Ratner been willing to be recognized at an event of this nature and that Mrs. Audrey Ratner also encouraged her husband's participation. Trustee Adler, joined by other members of the board, congratulated President Berkman on producing this accomplishment, noting that Mr. Ratner is an excellent civic citizen.

UNIVERSITY MASTER PLAN

Chairman Rawson introduced Consultant Mary Jukuri who presented a follow-up report on the University Master Plan (**Attachment A**). Ms. Jukuri addressed questions and comments from the September, 2014 Board of Trustees meeting, offering updates on these modifications: a revised planning framework, showing all CSU property south of Euclid Avenue; keeping the

existing tennis courts; revising residential layout, parking modifications and future athletics and recreation options. She presented a possible sequence of events, but asked the Board members to keep in mind that funding will impact the phasing of priorities. She also recommended continuing to invest in facilities and structures.

Trustee Gunning moved, and Trustee Adler seconded, the motion to approve the CSU Campus Master Plan. The following resolution was approved by voice vote.

RESOLUTION 2014-89

PROPOSED AUTHORIZATION TO APPROVE CSU CAMPUS MASTER PLAN

WHEREAS, the University undertook a solicitation for campus master planning following State of Ohio guidelines for such solicitations; and

WHEREAS, sixteen (16) timely qualification responses were received and reviewed by a select review panel comprised of Faculty and Staff; and

WHEREAS, three (3) teams were shortlisted and invited to participate in interviews held on January 22, 2014, consisting of a 60-minute presentation of qualifications, followed by 15-minute questions/answers led by the committee; and

WHEREAS, the review committee unanimously selected SmithGroup JJR to complete the 2014 CSU campus master plan; and

WHEREAS, SmithGroup JJR was hired in March 2014 to undertake such planning effort; and

WHEREAS, after eight months of extensive effort SmithGroup JJR has now completed this campus master plan with significant input and wide support from students, faculty, staff and the Cleveland community; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby authorizes the approval of the 2014 CSU Campus Master Plan.

REPORT OF THE CSU FOUNDATION CHAIR

Mr. Stephen Kirk noted that the Foundation Board has not met since the September Board of Trustees meeting and that the next meeting is December 4. Trustee Kirk distributed an informational sheet of University Advancement year-to-date fundraising numbers and

comparisons (**Attachment B**). He noted that, while the donor count is slightly behind, gifts received to date are on target to meet goals. He then highlighted recent major gifts received from Medical Mutual of Ohio to fund renovated tennis facilities, and from Mr. Steve and Mrs. Polly Percy to fund an endowed professorship in environmental law.

Trustee Kirk reported that CSU's signature fundraising event, *Radiance*, is scheduled for Friday, May 8, with a goal of topping \$1 million. This year, he announced, the President's medal will be presented to Mr. Albert B. Ratner, co-chairman emeritus of Forest City Enterprises, Inc. Trustee Tom Adler and former Trustee Tim Cosgrove are co-chairing the *Radiance* event.

Trustee Adler observed that this is the first time Mr. Ratner has agreed to participate in an event of this nature and that may be attributed to his admiration of the University and for President Berkman.

ACADEMIC AFFAIRS

Chairman Moore reported that the Committee approved tenure for Robert E. Gleeson, Ph.D., as the Albert A. Levin Chair of Urban Studies and Public Service. The Committee also approved the Use of Copyrightable Materials Policy; the Authorization of Measures necessary for Compliance with House Bill 488, providing specific services for active-duty military and veteran students; and Changes to the Student Code of Conduct, ensuring compliance with the applicable and effective provisions of federal and state laws, or otherwise deemed appropriate.

Chairman Moore reported that the Committee received updated reports from Vice President White on internship programs, from Dean Craig Boise on CSU's strategic enrollment management plan, and from Associate Vice President Rob Spademan on marketing and advertising. The Committee received a report from Provost Mageean for two new appointments

at Cleveland State: Timothy Martin, Director of Fiscal Operations, Office of Academic Affairs and Dr. Jill Rudd, CSU Ombudsman.

Chairman Rawson asked Provost Mageean to give a brief report to the Board about program prioritization since there wasn't sufficient time to address the topic at this morning's Academic Affairs Committee meeting. Provost Mageean reported that a team has been reviewing programs (not departments), and assigning measures for each (invest, maintain, disinvest, or need more information). The strategic plans of each college have been taken into account. The faculty were invited to open forums and given access to the evaluations, which will result in a reallocation of resources across the University. Provost Mageean said she expects to have a timeline for further action to the Board in the spring of 2015.

President Berkman emphasized that we need to be sure we are offering the right programs, while keeping in mind future enrollment trends and sustainability. Chairman Rawson noted the complexity and necessity of the evaluation process and underscored the importance of sustainability as the program prioritization initiative continues.

FINANCIAL AFFAIRS

Chairman Levin reported that the Financial Affairs Committee recommended the approval of four items on the consent agenda for consideration: an exclusive beverage rights agreement, approval of a lease for a satellite office in Akron, authorization to allow improvements to the CSU tennis courts, and approval of the affirmative action plan. Chairman Levin also noted that the Committee received a report of FY 2015 first quarter finances.

EXTERNAL AUDIT FOR FY 2014 BY PLANTE MORAN

The Board received a report from Robb Rose of Plante Moran. Plante Moran issued a "clean" opinion on CSU's FY 2014 Financial Statements. Mr. Rose further noted that CSU's

quality of accounting procedures is consistently applied, and information that is presented is complete and clear. The approval and acceptance of the external audit is included in the consent agenda.

CONSENT AGENDA

Chairman Rawson explained that routine matters, or those discussed previously, are considered on the consent agenda. Chairman Rawson asked if there were consent agenda items that Board members wished to remove and discuss individually. There were no items to be discussed.

Trustee Taylor moved, and Trustee Adler seconded, the motion to approve the following consent agenda items: Tenure for Albert A. Levin Chair of Urban Studies and Public Service (**Attachment C**), Use of Copyrightable Materials Policy (**Attachment D**), Veterans Affairs House Bill 488 Compliance (**Attachment E**), Changes to Student Code of Conduct (**Attachment F**), Exclusive Beverage Rights Agreement (**Attachment G**), International Trade Assistance Center (ITAC): Akron Satellite Office Lease (**Attachment H**), Authorization to Allow Improvements to the CSU Tennis Courts (**Attachment I**), Approval of Affirmative Action Plan (**Attachment J**), Approval and Acceptance of FY 2014 External Audit Performed by Plante Moran (**Attachment K**), Accepting Gifts and Pledge Payments for the First Quarter, FY 2015 from the CSU Foundation (**Attachment L**), Accepting Funds for the Fourth Quarter, FY 2014 and the First Quarter, FY 2015 from Sponsored Programs (**Attachment M**), Authorizing the Administration to Close the University at the close of business on December 24, 2014 and reopen the University at the start of business, Friday, January 2, 2015 (**Attachment N**), and various amended leases and subleases for the Euclid Avenue Development Corporation bond issuance (**Attachment O**). The following resolutions were passed by voice vote.

RESOLUTION 2014-90

AWARD OF TENURE TO DR. ROBERT E. GLEESON

WHEREAS, an external search was conducted to fill the position of Professor and Albert A. Levin Chair of Urban Studies and Public Service; and

WHEREAS, the search attracted a substantial pool of well-qualified candidates, including Dr. Robert E. Gleeson, Vice President of Policy Research and Thomas Sutton Chair of Policy Research; and

WHEREAS, the credentials of Dr. Gleeson have been reviewed by the appropriate faculty peer review committee in the Levin College of Urban Affairs, the Dean, the Provost and the President; and

WHEREAS, Dr. Gleeson has fulfilled the requirements for tenure at the rank of Professor as set forth in Article 12.9 of the Faculty Collective Bargaining Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby approves the award of tenure at the rank of Professor and Albert A. Levin Chair of Urban Studies and Public Service, effective the first day of full-time employment at Cleveland State University.

RESOLUTION 2014-91

APPROVAL OF USE OF COPYRIGHTABLE MATERIALS POLICY

WHEREAS, Cleveland State University is subject to federal laws related to the use of copyrightable materials; and

WHEREAS, Cleveland State University expects and requires all faculty and staff to conduct themselves ethically and comply with federal law; and

WHEREAS, a Use of Copyrightable Materials Policy promotes awareness and understanding of the requirements of federal law; and

WHEREAS, the Use of Copyrightable Materials Policy was posted for a thirty day open comment period;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of Cleveland State University hereby approves the Use of Copyrightable Materials Policy as presented; and

BE IT FURTHER RESOLVED that the Administration, in carrying out this Resolution, is hereby authorized and empowered to make any necessary changes to the Use of Copyrightable Materials Policy as may be required to ensure compliance with the applicable and effective provisions of federal laws.

RESOLUTION 2014-92

**AUTHORIZATION OF MEASURES NECESSARY FOR COMPLIANCE WITH
H.B. 488 PROVIDING SPECIFIC SERVICES
FOR ACTIVE-DUTY MILITARY AND VETERAN STUDENTS**

WHEREAS, Cleveland State University has a significant population of military service-members and veterans among its student body; and,

WHEREAS, the success of these students will be enhanced by provision of specific services addressing their unique needs; and,

WHEREAS, the Ohio General Assembly has enacted H.B. 488, directing the Ohio Board of Regents and the Trustees of the state's public universities to provide specific services for active-duty and veteran students;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees authorizes the Administration to appoint an employee of the University as the contact person for veterans affairs, and that this employee shall be responsible for advising service members and veterans on issues related to earning college credit for military training, experience, and coursework; and

BE IT FURTHER RESOLVED that the Board of Trustees adopts the attached Policy defining the University's support and assistance provided to veterans; and,

BE IT FURTHER RESOLVED that the Board of Trustees authorizes the Administration to establish an appeals procedure for students who are veterans to resolve disputes regarding the award of college credit for military experience; and,

BE IT FURTHER RESOLVED that the Board of Trustees authorizes the Administration to conduct an annual survey of students who are service-members or veterans, to identify needs and challenges, and to assess the University's progress in addressing those needs and challenges. The survey shall be completed anonymously not later than December 31 of each year beginning in 2014, and the results made available to faculty and staff; and,

BE IT FURTHER RESOLVED that the Board of Trustees approves the elimination of all fees related to the evaluation of, transcription of, or application for college credit for military experience; and,

BE IT FURTHER RESOLVED that the Board of Trustees authorizes the President of the University or his designee to take any actions necessary to implement this Resolution, or as may be necessary to ensure compliance with the applicable and effective provisions of federal and state laws.

RESOLUTION 2014-93

CHANGES TO THE STUDENT CODE OF CONDUCT

WHEREAS, the Board of Trustees previously approved its Affirmative Action, Equal Access, Equal Opportunity and Non-Discrimination/Harassment Policy Statement, and its Discrimination/Harassment Policy;

WHEREAS, the administration has since determined that claims of discrimination should be reviewed by the Office for Institutional Equity rather than through the Student Code of Conduct process;

WHEREAS, changes to the existing Student Code of Conduct are required to implement that change;

WHEREAS, such changes were implemented on an interim basis in accordance with Rule 3344-2-01, Formulation and Issuance of Policies, known as the Policy on Policies;

WHEREAS, the changes to the Student Code of Conduct have been vetted appropriately in consultation with stakeholders and a thirty day open comment period;

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees amends Rules 3344-83-01 through 3344-83-12 as indicated in the accompanying exhibit.

BE IT FURTHER RESOLVED that the Administration, in carrying out this Resolution, is hereby authorized and empowered to make any necessary changes to the Student Code of Conduct as may be required to ensure compliance with the applicable and effective provisions of federal and state laws, or otherwise deemed appropriate.

RESOLUTION 2014-94

EXCLUSIVE BEVERAGE RIGHTS AGREEMENT

WHEREAS, the Beverage and Sponsorship Agreement with Pepsico Foodservice expires on December 31, 2014; and

WHEREAS, the University Administration conducted a Request for Proposals and convened a RFP evaluation team to extensively review the proposals;

NOW, THEREFORE, BE IT RESOLVED that the University Administration is authorized to enter into contract negotiations to memorialize the proposal submitted by Pepsico Foodservice to become the University's exclusive beverage provider for a maximum contract term of twelve and one-half [12.5] years through a six and one-half [6.5] year initial term and two [2], three-year [3] renewal periods, which would be exercised at the sole discretion of the University.

BE IT FURTHER RESOLVED, that contingent upon and subject to the contract being negotiated between the University and BSVI pursuant to R.C. 3304.30 et seq. the scope of the Pepsico Foodservice agreement may include beverage vending services. The final agreement terms are subject to prior review and approval by the Executive Committee of the Board prior to execution by the University.

RESOLUTION 2014-95

APPROVAL OF LEASE FOR SATELLITE OFFICE IN AKRON

WHEREAS, the Cleveland State University Monte Ahuja College of Business was awarded a grant by the Ohio Small Business Development Center to augment its International Trade Assistance Center (ITAC); and

WHEREAS, the grant extends the reach of the ITAC - which presently serves Cuyahoga, Lake, Lorain and Geauga counties - to the five counties Medina, Portage, Summit, Stark, and Wayne; and

WHEREAS, a satellite office in that five-county region is a necessity as a majority of the businesses there require to face-to-face assistance, and further were accustomed to prior service received from a Kent, Ohio office; and

WHEREAS, the Akron Global Business Accelerator (AGBA) is ideally positioned for its central location and its access to entrepreneurs and industry in that region; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees authorizes the University Administration to enter into a lease for space to house the International Trade Assistance Center at the Akron Global Business Accelerator under the terms and conditions described herein, and in the lease as attached in substantial form, subject to any changes deemed necessary in the best interest of the University by the University General Counsel.

RESOLUTION 2014-96

AUTHORIZATION TO ALLOW IMPROVEMENTS TO THE CSU TENNIS COURTS

WHEREAS, the University seeks approval to renovate and improve the existing CSU Tennis Courts; and

WHEREAS, the University will receive a transformational gift from Medical Mutual of Ohio for the improvements of the courts; and

WHEREAS, the project will require the Administration to release a Request for Qualification (RFQ) for a design architect and engineer and then select the appropriate team for the project; and

WHEREAS, the project will install a permanent air-supported dome, inclusive of electrical, mechanical, and netting to facilitate indoor tennis play on multiple courts simultaneously; and

WHEREAS, the project will include signage to recognize the Medical Mutual of Ohio gift as deemed appropriate by both CSU and Medical Mutual of Ohio.

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby authorizes the University Administration to proceed with the renovation of the existing CSU Tennis Courts in the amount of \$1,600,000.

BE IT FURTHER RESOLVED that the Board of Trustees also hereby authorizes the University Administration to negotiate a contract with the selected architect/engineering firm and enter into a contract award with the lowest bidder general contractor; and

BE IT FURTHER RESOLVED that the Board of Trustees also hereby authorizes the University Administration to use the general budget to fund the remaining \$200,000 not covered by the gift.

RESOLUTION 2014-97

APPROVAL OF AFFIRMATIVE ACTION PLAN

WHEREAS, Cleveland State University is committed to the principles of equal opportunity and equal access in education and employment; and

WHEREAS, The University's Affirmative Action Plan is one of several tools used by the University to implement affirmative action policies and procedures, as well as measure and evaluate the furtherance of its goals of equality of opportunity, equal employment and non-discrimination in the hiring, promotion and placement of its employees;

WHEREAS, As a federal contractor, Cleveland State University is required to develop and maintain a written affirmative action program, which is a set of specific results-oriented actions and procedures to which the University commits itself;

WHEREAS, The purpose of the Affirmative Action Plan for Cleveland State University is to reaffirm the University's continuing commitment to the principles of affirmative action and equal opportunity; and

WHEREAS, The University believes that adherence to the Affirmative Action Plan will assist with increasing the representation of minorities and females in the workforce where there are areas of under-representation and enable our faculty, staff and students to live and work and learn in a diverse and inclusive environment; and

WHEREAS, the Affirmative Action Plan was developed and assessed; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of Cleveland State University hereby approves the Affirmative Action Plan; and

BE IT FURTHER RESOLVED that the Administration, in carrying out this Resolution, is hereby authorized and empowered to make any necessary changes to the Affirmative Action Plan as may be required to ensure compliance with the applicable and effective provisions of federal and state laws, or otherwise deemed appropriate.

RESOLUTION 2014-98

APPROVAL AND ACCEPTANCE OF FY 2014 EXTERNAL AUDIT PERFORMED BY PLANTE & MORAN

WHEREAS, the Vice President for Business Affairs & Finance, and the Controller & Assistant Vice President received the FY 2014 external audit reports from the University's external auditors Plante & Moran, as well as the Auditor Required Communication, NCAA Agreed Upon Procedures, Financial Statement Audit, Single Audit Report, Management Letter; and

WHEREAS, the external auditors discussed the audit reports with University Administration and the Board of Trustees at its November 19, 2014 meeting;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby approves and accepts the audit reports mentioned above and dated November 19, 2014.

RESOLUTION 2014-99

ACCEPTING GIFTS AND PLEDGE PAYMENTS FOR THE 1ST QUARTER, FY 2015 FROM THE CSU FOUNDATION

RESOLVED, that the gifts and pledge payments totaling \$4,691,232.70 received by the Cleveland State University Foundation during the period July 1, 2014 to September 30, 2014 are hereby accepted with thanks and

BE IT FURTHER RESOLVED, that the President is hereby directed to use these gifts subject to their terms and conditions.

RESOLUTION 2014-100

**ACCEPTING FUNDS FOR THE 4TH QUARTER, FY 2014 AND 1ST QUARTER, FY 2015
FROM SPONSORED PROGRAMS**

RESOLVED, that the Sponsored Programs funds totaling \$2,067,828 received by the Cleveland State University during the period April 1, 2014 to June 30, 2014, are hereby accepted with thanks, and

RESOLVED, that the Sponsored Programs funds totaling \$3,102,702 received by the Cleveland State University during the period July 1, 2014 to September 30, 2014, are hereby accepted with thanks, and

BE IT FURTHER RESOLVED, that the President is hereby directed to use these Sponsored Programs funds subject to their terms and conditions.

RESOLUTION 2014-101

**AUTHORIZATION TO CLOSE CSU BETWEEN 2014/2015 CHRISTMAS
AND NEW YEAR'S HOLIDAYS**

WHEREAS, 2014 Christmas Day and 2015 New Year's Day fall on Thursdays; and

WHEREAS, The University seeks to give its employees four additional days paid time off between the two holidays; and

WHEREAS, The University is projected to save \$31,756 in utilities between December 25, 2014 and January 1, 2015 by "closing" buildings to non-essential personnel;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby authorizes the Administration to close the university at the close of business on December 24, 2014 and reopen the university at the start of business on Friday, January 2, 2015.

**RESOLUTION 2014-102
EXECUTIVE COMMITTEE RESOLUTION 2014-03**

APPROVAL OF FIRST AMENDMENT TO LEASE FOR FENN TOWER PROJECT

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University, and Euclid Avenue Development Corporation (formerly known as Euclid Avenue Housing Corporation), entering into a Lease Agreement dated March 1, 2005, and filed for record on March 17, 2005 as Instrument No. 200503170001 (the "Original Lease").

WHEREAS, Euclid Avenue Development Corporation (“EADC”) is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority (“CCCPA”) for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction, and (iii) both the Series 2009-A and Series 2009-B bonds issued by Cuyahoga County for the Euclid Commons, student housing, academic facilities and parking facility transaction. The proceeds of the collective new bond issuance will be used to refund the Series 2005 Bonds, the Series 2008 Bonds, the Series 2009-A & B Bonds through the issuance of approximately \$90,000,000 Cleveland-Cuyahoga County Port Authority, Ohio Development Revenue Development Bonds, Series 2014 (Euclid Avenue Development Corporation Project) (the “Series 2014 Bonds”).

WHEREAS, payments of principal and interest on the Series 2014 Bonds shall be derived from project related revenues and the lease and sublease payments by CSU for the Fenn Tower, Euclid Commons projects and South Parking Facility, pursuant to the terms and conditions of the lease and sublease agreements currently in existence.

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, certain lease and sublease agreements will be amended to (i) revise the definitions to reflect the terms of the Series 2014 Bonds, (ii) extend the terms from August 1, 2036 to August 1, 2044 to reflect the date of maturity of the Series 2014 Bonds, and (iii) other minor modifications to reflect the proposed financing, and the underlying substance and content of each agreement will remain the same creating no additional obligations for the University.

WHEREAS, the Executive Committee supports the issuance of the Series 2014 Bonds by EADC and desires to enter into a First Amendment to Lease Agreement to effectuate the same.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that Cleveland State University may enter into the First Amendment to Lease Agreement, in substantially the form attached hereto, with the Euclid Avenue Development Corporation, pursuant to the terms contained therein.

RESOLVED FURTHER, the President and the Vice President for Business Affairs and Finance each is authorized to sign and deliver the First Amendment to Lease Agreement on behalf of the University (acting alone or together), completed and with such changes, if any, as the official signing the First Amendment to Lease Agreement determines are necessary to conclude the project financing and are approved by University Legal Counsel as not being materially adverse to the University.

**RESOLUTION 2014-103
EXECUTIVE COMMITTEE RESOLUTION 2014-04**

**APPROVAL OF FIRST AMENDMENT TO SUBLEASE AGREEMENT FOR
THE FENN TOWER PROJECT**

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University, and Euclid Avenue Development Corporation (formerly known as Euclid Avenue Housing Corporation), entering into a Sublease Agreement dated March 1, 2005, and filed for record on March 17, 2005 as Instrument No. 200503170003 (the “Original Sublease”).

WHEREAS, Euclid Avenue Development Corporation (“EADC”) is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority (“CCCPA”) for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction, and (iii) both the Series 2009-A and Series 2009-B bonds issued by Cuyahoga County for the Euclid Commons, student housing, academic facilities and parking facility transaction. The proceeds of the collective new bond issuance will be used to refund the Series 2005 Bonds, the Series 2008 Bonds, the Series 2009-A & B Bonds through the issuance of approximately \$90,000,000 Cleveland-Cuyahoga County Port Authority, Ohio Development Revenue Development Bonds, Series 2014 (Euclid Avenue Development Corporation Project) (the “Series 2014 Bonds”).

WHEREAS, payments of principal and interest on the Series 2014 Bonds shall be derived from project related revenues and the lease and sublease payments by CSU for the Fenn Tower, Euclid Commons projects and South Parking Facility, pursuant to the terms and conditions of the lease and sublease agreements currently in existence.

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, certain lease and sublease agreements will be amended to (i) revise the definitions to reflect the terms of the Series 2014 Bonds, (ii) extend the terms from August 1, 2036 to August 1, 2044 to reflect the date of maturity of the Series 2014 Bonds, and (iii) other minor modifications to reflect the proposed financing, and the underlying substance and content of each agreement will remain the same creating no additional obligations for the University.

WHEREAS, the Executive Committee supports the issuance of the Series 2014 Bonds by EADC and desires to enter into a First Amendment to Sublease Agreement to effectuate the same.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that Cleveland State University may enter into the First Amendment to Sublease Agreement, in substantially the form attached hereto, with the Euclid Avenue Development Corporation, pursuant to the terms contained therein.

RESOLVED FURTHER, the President and the Vice President for Business Affairs and Finance each is authorized to sign and deliver the First Amendment to Lease Agreement on behalf of the University (acting alone or together), completed and with such changes, if any, as the official signing the First Amendment to Sublease Agreement determines are necessary to conclude the project financing and are approved by University Legal Counsel as not being materially adverse to the University.

**RESOLUTION 2014-104
EXECUTIVE COMMITTEE RESOLUTION 2014-05**

**APPROVAL OF FIRST AMENDMENT TO LEASE AGREEMENT RELATED TO
SOUTH PARKING GARAGE PROJECT**

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University, and Euclid Avenue Development Corporation (formerly known as Euclid Avenue Housing Corporation), entering into a Lease Agreement dated June 1, 2008 (the “Original Lease”).

WHEREAS, Euclid Avenue Development Corporation (“EADC”) is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority (“CCCPA”) for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction, and (iii) both the Series 2009-A and Series 2009-B bonds issued by Cuyahoga County for the Euclid Commons, student housing, academic facilities and parking facility transaction. The proceeds of the collective new bond issuance will be used to refund the Series 2005 Bonds, the Series 2008 Bonds, the Series 2009-A & B Bonds through the issuance of approximately \$90,000,000 Cleveland-Cuyahoga County Port Authority, Ohio Development Revenue Development Bonds, Series 2014 (Euclid Avenue Development Corporation Project) (the “Series 2014 Bonds”).

WHEREAS, payments of principal and interest on the Series 2014 Bonds shall be derived from project related revenues and the lease and sublease payments by CSU for the Fenn Tower, Euclid Commons projects and South Parking Facility, pursuant to the terms and conditions of the lease and sublease agreements currently in existence.

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, certain lease and sublease agreements will be amended to (i) revise the definitions to reflect the terms of the Series 2014 Bonds, (ii) extend the terms from August 1, 2036 to August 1, 2044 to reflect the date of maturity of the Series 2014 Bonds, and (iii) other minor modifications to reflect the proposed financing, and the underlying substance and content of each agreement will remain the same creating no additional obligations for the University.

WHEREAS, the Executive Committee supports the issuance of the Series 2014 Bonds by EADC and desires to enter into a First Amendment to Lease Agreement to effectuate the same.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that Cleveland State University may enter into the First Amendment to Lease Agreement, in substantially the form attached hereto, with the Euclid Avenue Development Corporation, pursuant to the terms contained therein.

RESOLVED FURTHER, the President and the Vice President for Business Affairs and Finance each is authorized to sign and deliver the First Amendment to Lease Agreement on behalf of the University (acting alone or together), completed and with such changes, if any, as the official signing the First Amendment to Lease Agreement determines are necessary to conclude the project

financing and are approved by University Legal Counsel as not being materially adverse to the University.

**RESOLUTION 2014-105
EXECUTIVE COMMITTEE RESOLUTION 2014-06**

**APPROVAL OF FIRST AMENDMENT TO SUBLEASE FOR
SOUTH PARKING GARAGE PROJECT**

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University, and Euclid Avenue Development Corporation (formerly known as Euclid Avenue Housing Corporation), entering into a Sublease Agreement dated June 1, 2008 (the “Original Sublease”).

WHEREAS, Euclid Avenue Development Corporation (“EADC”) is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority (“CCCPA”) for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction, and (iii) both the Series 2009-A and Series 2009-B bonds issued by Cuyahoga County for the Euclid Commons, student housing, academic facilities and parking facility transaction. The proceeds of the collective new bond issuance will be used to refund the Series 2005 Bonds, the Series 2008 Bonds, the Series 2009-A & B Bonds through the issuance of approximately \$90,000,000 Cleveland-Cuyahoga County Port Authority, Ohio Development Revenue Development Bonds, Series 2014 (Euclid Avenue Development Corporation Project) (the “Series 2014 Bonds”).

WHEREAS, payments of principal and interest on the Series 2014 Bonds shall be derived from project related revenues and the lease and sublease payments by CSU for the Fenn Tower, Euclid Commons projects and South Parking Facility, pursuant to the terms and conditions of the lease and sublease agreements currently in existence.

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, certain lease and sublease agreements will be amended to (i) revise the definitions to reflect the terms of the Series 2014 Bonds, (ii) extend the terms from August 1, 2036 to August 1, 2044 to reflect the date of maturity of the Series 2014 Bonds, and (iii) other minor modifications to reflect the proposed financing, and the underlying substance and content of each agreement will remain the same creating no additional obligations for the University.

WHEREAS, the Executive Committee supports the issuance of the Series 2014 Bonds by EADC and desires to enter into a First Amendment to Sublease Agreement to effectuate the same.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that Cleveland State University may enter into the First Amendment to Sublease Agreement, in substantially the form attached hereto, with the Euclid Avenue Development Corporation, pursuant to the terms contained therein.

RESOLVED FURTHER, the President and the Vice President for Business Affairs and Finance each is authorized to sign and deliver the First Amendment to Lease Agreement on behalf of the University (acting alone or together), completed and with such changes, if any, as the official signing the First Amendment to Sublease Agreement determines are necessary to conclude the project financing and are approved by University Legal Counsel as not being materially adverse to the University.

**RESOLUTION 2014-106
EXECUTIVE COMMITTEE RESOLUTION 2014-07**

**APPROVAL OF FIRST AMENDMENT TO AMENDED AND RESTATED LEASE FOR
EUCLID COMMONS AND PROSPECT GARAGE PROJECT**

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University, and Euclid Avenue Development Corporation (formerly known as Euclid Avenue Housing Corporation), entering into a First Amendment to Amended and Restated Lease Agreement (Ground Lease) dated March 9, 2009 (the “Original Lease”).

WHEREAS, Euclid Avenue Development Corporation (“EADC”) is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority (“CCCPA”) for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction, and (iii) both the Series 2009-A and Series 2009-B bonds issued by Cuyahoga County for the Euclid Commons, student housing, academic facilities and parking facility transaction. The proceeds of the collective new bond issuance will be used to refund the Series 2005 Bonds, the Series 2008 Bonds, the Series 2009-A & B Bonds through the issuance of approximately \$90,000,000 Cleveland-Cuyahoga County Port Authority, Ohio Development Revenue Development Bonds, Series 2014 (Euclid Avenue Development Corporation Project) (the “Series 2014 Bonds”).

WHEREAS, payments of principal and interest on the Series 2014 Bonds shall be derived from project related revenues and the lease and sublease payments by CSU for the Fenn Tower, Euclid Commons projects and South Parking Facility, pursuant to the terms and conditions of the lease and sublease agreements currently in existence.

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, certain lease and sublease agreements will be amended to (i) revise the definitions to reflect the terms of the Series 2014 Bonds, (ii) extend the terms from August 1, 2036 to August 1, 2044 to reflect the date of maturity of the Series 2014 Bonds, and (iii) other minor modifications to reflect the proposed financing, and the underlying substance and content of each agreement will remain the same creating no additional obligations for the University.

WHEREAS, the Executive Committee supports the issuance of the Series 2014 Bonds by EADC and desires to enter into a First Amendment to Amended and Restated Lease Agreement (Ground Lease) to effectuate the same.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that Cleveland State University may enter into the First Amendment to Amended and Restated Lease Agreement (Ground Lease), in substantially the form attached hereto, with the Euclid Avenue Development Corporation, pursuant to the terms contained therein.

RESOLVED FURTHER, the President and the Vice President for Business Affairs and Finance each is authorized to sign and deliver the First Amendment to Lease Agreement on behalf of the University (acting alone or together), completed and with such changes, if any, as the official signing the First Amendment to Amended and Restated Lease Agreement (Ground Lease) determines are necessary to conclude the project financing and are approved by University Legal Counsel as not being materially adverse to the University.

**RESOLUTION 2014-107
EXECUTIVE COMMITTEE RESOLUTION 2014-08**

**APPROVAL OF FIRST AMENDMENT TO AMENDED AND RESTATED SUBLEASE
AGREEMENT FOR EUCLID COMMONS PROJECT**

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University, and Euclid Avenue Development Corporation (formerly known as Euclid Avenue Housing Corporation), entering into a First Amendment to Amended and Restated Sublease Agreement (Administrative Facilities) dated August 1, 2011 (the “Original Sublease”).

WHEREAS, Euclid Avenue Development Corporation (“EADC”) is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority (“CCCPA”) for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction, and (iii) both the Series 2009-A and Series 2009-B bonds issued by Cuyahoga County for the Euclid Commons, student housing, academic facilities and parking facility transaction. The proceeds of the collective new bond issuance will be used to refund the Series 2005 Bonds, the Series 2008 Bonds, the Series 2009-A & B Bonds through the issuance of approximately \$90,000,000 Cleveland-Cuyahoga County Port Authority, Ohio Development Revenue Development Bonds, Series 2014 (Euclid Avenue Development Corporation Project) (the “Series 2014 Bonds”).

WHEREAS, payments of principal and interest on the Series 2014 Bonds shall be derived from project related revenues and the lease and sublease payments by CSU for the Fenn Tower, Euclid Commons projects and South Parking Facility, pursuant to the terms and conditions of the

lease and sublease agreements currently in existence.

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, certain lease and sublease agreements will be amended to (i) revise the definitions to reflect the terms of the Series 2014 Bonds, (ii) extend the terms from August 1, 2036 to August 1, 2044 to reflect the date of maturity of the Series 2014 Bonds, and (iii) other minor modifications to reflect the proposed financing, and the underlying substance and content of each agreement will remain the same creating no additional obligations for the University.

WHEREAS, the Executive Committee supports the issuance of the Series 2014 Bonds by EADC and desires to enter into a First Amendment to Amended and Restated Sublease Agreement (Administrative Facilities) to effectuate the same.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that Cleveland State University may enter into the First Amendment to Amended and Restated Sublease Agreement (Administrative Facilities), in substantially the form attached hereto, with the Euclid Avenue Development Corporation, pursuant to the terms contained therein.

RESOLVED FURTHER, the President and the Vice President for Business Affairs and Finance each is authorized to sign and deliver the First Amendment to Lease Agreement on behalf of the University (acting alone or together), completed and with such changes, if any, as the official signing the First Amendment to Amended and Restated Sublease Agreement (Administrative Facilities) determines are necessary to conclude the project financing and are approved by University Legal Counsel as not being materially adverse to the University.

**RESOLUTION 2014-108
EXECUTIVE COMMITTEE RESOLUTION 2014-09**

**APPROVAL OF FIRST AMENDMENT TO AMENDED AND RESTATED SUBLEASE
AGREEMENT FOR THE PROSPECT GARAGE**

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University, and Euclid Avenue Development Corporation (formerly known as Euclid Avenue Housing Corporation), entering into a First Amendment to Amended and Restated Sublease Agreement (Parking Facility) dated August 1, 2011 (the “Original Sublease”).

WHEREAS, Euclid Avenue Development Corporation (“EADC”) is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority (“CCCPA”) for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction, and (iii) both the Series 2009-A and Series 2009-B bonds issued by Cuyahoga County for the Euclid Commons, student housing, academic facilities and parking facility transaction. The proceeds of the collective new bond issuance will be used to refund the

Series 2005 Bonds, the Series 2008 Bonds, the Series 2009-A & B Bonds through the issuance of approximately \$90,000,000 Cleveland-Cuyahoga County Port Authority, Ohio Development Revenue Development Bonds, Series 2014 (Euclid Avenue Development Corporation Project) (the "Series 2014 Bonds").

WHEREAS, payments of principal and interest on the Series 2014 Bonds shall be derived from project related revenues and the lease and sublease payments by CSU for the Fenn Tower, Euclid Commons projects and South Parking Facility, pursuant to the terms and conditions of the lease and sublease agreements currently in existence.

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, certain lease and sublease agreements will be amended to (i) revise the definitions to reflect the terms of the Series 2014 Bonds, (ii) extend the terms from August 1, 2036 to August 1, 2044 to reflect the date of maturity of the Series 2014 Bonds, and (iii) other minor modifications to reflect the proposed financing, and the underlying substance and content of each agreement will remain the same creating no additional obligations for the University.

WHEREAS, the Executive Committee supports the issuance of the Series 2014 Bonds by EADC and desires to enter into a First Amendment to Amended and Restated Sublease Agreement (Parking Facility) to effectuate the same.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that Cleveland State University may enter into the First Amendment to Amended and Restated Sublease Agreement (Parking Facility), in substantially the form attached hereto, with the Euclid Avenue Development Corporation, pursuant to the terms contained therein.

RESOLVED FURTHER, the President and the Vice President for Business Affairs and Finance each is authorized to sign and deliver the First Amendment to Lease Agreement on behalf of the University (acting alone or together), completed and with such changes, if any, as the official signing the First Amendment to Amended and Restated Sublease Agreement (Parking Facility) determines are necessary to conclude the project financing and are approved by University Legal Counsel as not being materially adverse to the University.

EXECUTIVE SESSION

Trustee Gunning moved, and Trustee Adler seconded, the motion to adjourn into Executive Session for the purpose of discussing the external audit, collective bargaining, personnel matters involving dismissal of public employees, and imminent and pending litigation.

A roll call vote was taken by the Secretary to the Board; voting in the affirmative were Mr. Adler, Mr. Bowen, Mr. Gunning, Mr. Levin, Mr. Moore, Ms. Taylor, and Chairman Rawson.

Chairman Rawson excused everyone except the voting and community trustees present, to meet with President Berkman, Provost Mageean, Vice President McHenry, General Counsel Wilson, and Board Secretary Napier; the session began at 11:00 a.m.

Chairman Rawson announced at 11:40 a.m. that the Board had finished its business in Executive Session and was returning to its regular meeting. He added that no Board action was required resulting from the Executive Session.

In closing, Chairman Rawson indicated that there will be an ethics training session, required by Executive Order, immediately following the adjournment of the meeting.

There being no further business, Chairman Rawson adjourned the meeting at 12:11 p.m.

Respectfully submitted,

APPROVED ON JANUARY 21, 2015
William J. Napier
Secretary to the Board of Trustees

APPROVED ON JANUARY 21, 2015
Robert H. Rawson, Jr.
Chairman, Board of Trustees