

MINUTES

OHIO UNIVERSITY BOARD OF TRUSTEES

Special Meeting of May 13, 1971

These are the minutes of a special meeting of the Board of Trustees of Ohio University held at the Athletic Club in Columbus, Ohio at 12:30 P.M. on Thursday, May 13, 1971, pursuant to written notice duly given in accordance with the By-Laws of this Board of Trustees.

The following members of the Board of Trustees were present: Don Casto, Jr., Wayne Brown, Fred Johnson, Jody Phillips and Duncan Baxter. In addition to the members of the Board of Trustees, also present were: President Claude R. Sowle, Treasurer John F. Milar, Vice President for Development Martin L. Hecht, Associate Dean of Faculties Edward M. Penson, and Secretary to the Board of Trustees Paul R. O'Brien.

The Chairman called on Mr. Milar to explain the proposed resolutions providing for the amendment of the resolution adopted January 5, 1966 providing for the issuance and sale of \$6,500,000 Student Facilities Revenue Bonds as supplemented by resolution adopted March 16, 1966 and the resolution providing for the issuance, sale and award of \$6,300,000 of Convocation Center Notes of 1971. Mr. Milar explained that the Convocation Center Notes of 1970 were coming due on June 15, 1971 and that the University had available from proper sources sufficient moneys to pay the interest on the Notes to come due and to reduce the principal amount to be refunded by \$100,000 and to issue \$6,300,000 Convocation Center Notes of 1971. Mr. Milar further explained that the resolution amending the January 5, 1966 Bond Resolution was necessitated by reason of the reduction in the principal amount of the financing and the necessity for the development of a new maturity schedule for a proposed bond issue based on the reduced amount.

A discussion of these resolutions followed.

It was then moved by Mrs. Phillips and seconded by Mr. Casto that the following resolution be adopted:

RESOLUTION AMENDING RESOLUTION ADOPTED
JANUARY 5, 1966

RESOLUTION PROVIDING FOR AMENDMENT OF
RESOLUTION ENTITLED "BOND RESOLUTION PROVIDING
FOR THE ISSUANCE OF \$6,500,000 THE OHIO UNIVERSITY
STUDENT FACILITIES REVENUE BONDS, FOR THE PURPOSE

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OF CONSTRUCTING AND EQUIPPING A BUILDING AND FACILITIES TO BE USED FOR AND IN CONNECTION WITH AN AUDITORIUM AND ATHLETIC PURPOSES," AS SUPPLEMENTED BY RESOLUTION ADOPTED MARCH 16, 1966.

WHEREAS, this Board of Trustees on January 5, 1966, adopted a resolution providing for the issuance of \$6,500,000 The Ohio University Student Facilities Revenue Bonds, for the purpose of constructing and equipping a building and facilities to be used for and in connection with an auditorium and athletic purposes; and

WHEREAS, this Board of Trustees on March 16, 1966 by resolution supplemented said resolution adopted January 5, 1966, said resolution as originally adopted and supplemented herein called "Resolution;" and

WHEREAS, this Board of Trustees desires to amend said Resolution;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the President and Trustees of the Ohio University:

Section 1. The Resolution entitled "Bond Resolution providing for the issuance of \$6,500,000 The Ohio University Student Facilities Revenue Bonds, for the purpose of constructing and equipping a building and facilities to be used for and in connection with an auditorium and athletic purposes" as adopted January 5, 1966, and as supplemented by resolution adopted March 16, 1966, be and the same is hereby amended throughout by deletion of the number \$6,500,000 and the insertion in place of said numbers \$6,300,000. 114

Section 2. Section 2 of said Resolution described in Section 1 hereof be and the same is hereby amended by deleting the first two unnumbered paragraphs of said Section 2 in their entirety and in their place inserting the following:

Section 2. Terms of Project Bonds. The Project Bonds shall be initially issued in coupon or fully registered form as may be requested by the Original Purchaser thereof and shall be exchangeable for fully registered or coupon bonds in the manner and on the terms provided in the Trust Agreement. The Project Bonds in coupon form shall be in the denomination of \$5,000 each, shall be registrable as to principal, and shall be dated as of the first day of the month in which the Project Bonds are awarded to the Original Purchaser in accordance with Section 3 hereof, or as of such 113

other date as may be determined by the Board. Project Bonds in fully registered form shall be in the denomination of \$5,000 or any multiple thereof. Project Bonds in both coupon and fully registered form shall be numbered as determined by the Fiscal Officer of the University. Each Project Bond in registered form without coupons shall be dated as of the interest payment date on which it is authenticated or the interest payment date next preceding the date of its authentication or as of the same date as the coupon bonds if authenticated prior to the first interest payment date; provided, however, if at the time of authentication of a registered bond without coupons, interest is in default, such Project Bonds shall be dated as of the date to which interest has been paid. Project Bonds shall bear interest payable semi-annually on June first and December first of each year, beginning with the first such date occurring at least six months after the date of the coupon bonds, at the rate or rates, provided no rate shall exceed 7% per annum, provided in the highest bid determined pursuant to Section 3 hereof, and shall mature annually on June 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>		<u>Year</u>	<u>Amount</u>
1972	\$40,000		1991	\$135,000
1973	45,000		1992	145,000
1974	50,000		1993	155,000
1975	50,000		1994	165,000
1976	55,000		1995	175,000
1977	60,000		1996	185,000
1978	60,000		1997	200,000
1979	65,000		1998	210,000
1980	70,000		1999	225,000
1981	75,000		2000	240,000
1982	80,000		2001	255,000
1983	85,000	<u>113</u>	2002	270,000
1984	90,000		2003	290,000
1985	95,000		2004	305,000
1986	100,000		2005	325,000
1987	105,000		2006	345,000
1988	115,000		2007	370,000
1989	120,000		2008	395,000
1990	130,000		2009	420,000

Project Bonds maturing on and after June 1, 1982 shall be subject to redemption in whole or in part on any interest payment date on and after December 1, 1981, at redemption prices equal to the following percentages of the principal amount redeemed, plus accrued interest to the date fixed for redemption, to wit:

103% if redeemed on or before December 1, 1990;
102% if redeemed thereafter, but on or before
December 1, 1996;
101% if redeemed thereafter.

On roll call on this resolution, the following votes were recorded: Brown, aye; Casto, aye; Johnson, aye; Phillips, aye; and Baxter, aye. There were no negative votes. The Chairman declared the resolution adopted.

It was then moved by Mr. Brown and seconded by Mrs. Phillips that the following resolution be adopted:

RESOLUTION: Providing for the issuance, sale and award of \$6,300,000 Convocation Center Notes of 1971 of The Ohio University for the purpose of refunding part of the \$6,400,000 principal amount of Convocation Center Notes of 1970 heretofore issued to refund prior notes issued for the purpose of constructing and equipping a building to be used for and in connection with an auditorium and athletic purposes.

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WHEREAS, the Board of Trustees (herein called the "Board") of The President and Trustees of The Ohio University is vested with the control and the management of The President and Trustees of The Ohio University (herein called the "University," or when the context admits collectively with the Board called the "University"), under and by virtue of Chapter 3337 of the Revised Code of Ohio; and

WHEREAS, under Chapter 3345, of the Revised Code of Ohio, the Board has authority to construct, equip, maintain and operate the Project described below and to issue bonds and notes to pay the costs thereof, and to issue bonds and notes to refund bonds and notes previously issued for such purpose; and

WHEREAS, the Board has previously determined, and does hereby confirm, that it is necessary to provide additional student facilities and, therefore, to construct and equip a building, referred to in the plans therefor as the Convocation Center or Fred Beasley Center, and facilities to be used for and in connection with an auditorium and athletic purposes on its campus and related facilities to be used in connection therewith (the said building and facilities constructed from the proceeds of the below mentioned Project Bonds and the within authorized notes, excluding the dormitory facilities

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therein which are to be paid for from surplus dormitory receipts presently on hand, being herein called the "Project"), the cost of which as completed was and is \$7,490,000 (excluding the cost of the dormitory facilities therein estimated to cost \$1,000,000); and

WHEREAS, pursuant to resolutions heretofore duly adopted by the Board, the University has issued and there are outstanding \$6,400,000 principal amount of Convocation Center Notes of 1970, dated as of June 15, 1970 maturing June 15, 1971, and having been issued to refund other notes issued to pay part of the costs of the Project (the said 1970 notes being herein called the "Outstanding Notes"), and the University has \$100,000 of funds lawfully available to pay part of the Outstanding Notes; and

WHEREAS, the University proposes to borrow funds to pay part of the costs of the Project, and for such purpose, to issue its revenue bonds (herein called the "Project Bonds") for the permanent financing of part of the costs of the Project, pursuant to resolution duly adopted January 5, 1966, as supplemented, (the said resolution, as heretofore or hereafter amended, supplemented, or superseded, being herein called the "Bond Resolution") and pursuant to authorizing provisions of law; and

WHEREAS, it is hereby determined to be necessary to issue the below authorized \$6,300,000 Convocation Center Notes of 1971, to refund the balance of the Outstanding Notes prior to the completion of permanent financing of the Project to be represented by the Project Bonds; and

WHEREAS, the Original Purchaser identified in Section 4 hereof has, pursuant to a solicitation for proposals, submitted a proposal for the purchase of such Notes at the interest rate and upon the terms contained herein;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of The President and Trustees of The Ohio University:

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Section 1. It is hereby confirmed and declared that it is necessary to construct and equip the Project and to issue and there shall be issued, pursuant to Chapter 3345. of the Revised Code of Ohio, The Ohio University Convocation Center Notes of 1971, (herein sometimes called the "1971 Notes"), in the aggregate principal amount of \$6,300,000 for the purpose of refunding part of the presently outstanding The Ohio University Convocation Center Notes of 1970, dated as of June 15, 1970, issued for the purpose of refunding prior notes issued to pay part of the Project Costs, as defined in the Bond Resolution.

Section 2. The principal of and interest on the 1971 Notes shall be payable solely from (a) the "Pledged Receipts" after provision for "Operating and Maintenance Expenses," if any, of the "Pledged Facilities," as such terms are defined in the Bond Resolution, but subject to any existing or future pledge thereof to the Project Bonds or other bonds issued pursuant to Sections 3345.07 or 3345.11, Revised Code; and (b) the proceeds of the sale of revenue bonds or notes issued pursuant to Chapter 3345. of the Revised Code or other authorizing provisions of law to refund the Notes authorized hereby; provided that neither the University or its Board nor the State of Ohio is obligated to pay the principal of or interest on such Notes from any other funds or source, nor shall such 1971 Notes be a claim upon or lien against any other property of the University or the State, except the Pledged Receipts, and such 1971 Notes are not debts or bonded indebtedness of the State, are not general obligations of the State or the University, and the full faith and credit thereof are not pledged thereto and the noteholders shall have no right to have any taxes or excises levied by the General Assembly of the State of Ohio for the payment of the principal thereof or the interest thereon.

In consideration of the loan evidenced by the 1971 Notes, the University and its Board of Trustees covenant and agree that they will do all things necessary to effect the issuance and delivery, prior to the maturity of the 1971 Notes, of revenue bonds or notes for the refunding of the 1971 Notes, pursuant to authorizing provisions of law, in such principal amount as shall be necessary to pay the principal of and interest on the 1971 Notes and shall apply the proceeds thereof to such purpose; that they will do all things necessary to sell such bonds or notes at the time provided above and will accept such price and such interest rate as shall be necessary in order to effect such sale; and these obligations are established as duties specifically enjoined upon the University, its Trustees and officers, by law and result from their respective offices, trusts or stations within the meaning of Section 2731.01 of the Revised Code of Ohio.

Section 3. The 1971 Notes shall be issued as bearer notes without coupons; shall be dated as of May 17, 1971; shall mature one year from date; shall bear interest at the rates per annum described in Section 4 hereof; shall be in denomination of \$5,000 or any multiples thereof as requested by the Original Purchasers and approved by the Fiscal Officer; shall be numbered as determined by the Fiscal Officer; and shall be executed by the Executive Officer or by the Fiscal Officer, and may have the seal of the University impressed or imprinted thereon, and the coupons, if any, pertaining thereto shall be signed by or bear the facsimile signature of the Fiscal Officer. The definitive notes shall be substantially in the forms attached hereto as Exhibit A, the terms and covenants of which are incorporated herein, with such modifications, herein and additions thereto as may be appropriate for the issuance of the 1971 Notes in bearer form, as may be not substantially adverse to the University, as the officers executing same and the Original Purchaser may agree upon, provided that the entire issue may be represented by a single note if so agreed.

If agreeable to the Original Purchaser, prior to delivery of the definitive notes, said 1971 Notes may be delivered as one or more temporary manuscript notes to be surrendered to the University at the principal office of The Ohio National Bank of Columbus, Columbus, Ohio in exchange for definitive notes of like aggregate principal amount and related interest rates when the University shall notify the holder thereof that the definitive notes are available. Such exchange shall be made at no expense to the Original Purchaser.

Both the principal of and the interest on all bearer notes shall be payable at the principal office of The Ohio National Bank of Columbus, Columbus, Ohio or, at the option of the holder, at the principal office of The Chase Manhattan Bank, New York, New York (hereinafter called "Paying Agents") without deduction for their services as the University's Paying Agents, upon presentation and surrender of the Notes as the same fall due.

Title to any bearer note shall pass by delivery in the same manner as a negotiable instrument payable to bearer.

If the owner (in this paragraph called the "Owner") of a note issued pursuant to this Resolution claims that such note has been lost, destroyed, or wrongfully taken, the Executive Officer or the Fiscal Officer are each authorized to cause to be executed and delivered a new note (in this paragraph called the "Replacement Note") of like tenor and date (specifying on its face, however, that it is issued in place of the original note) in accordance with and subject to the provisions of Section 1308.35 of the Revised Code of Ohio and of this paragraph. The Owner's notification and request pursuant to said Section 1308.35 shall be in writing, addressed to the Fiscal Officer of the University, and shall include evidence satisfactory to said Fiscal Officer of such loss, destruction, or wrongful taking and of his ownership. The Executive Officer or in his absence the Fiscal Officer, is authorized to approve, so long as satisfactory to such officer, the indemnity bonds that the Owner shall file with the University as a condition to the issuance of a Replacement Note, and is further authorized to impose other reasonable requirements, including a requirement that the Owner pay the reasonable expenses and charges of the University in connection with the issuance, execution and delivery of such Replacement Note, as conditions to the delivery of a Replacement Note.

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For the purposes of this Resolution, "Executive Officer" shall mean the Chairman of the Board of Trustees or the President of the University; and "Fiscal Officer" shall mean the Treasurer of the University.

Section 4. The 1971 Notes are hereby awarded at par plus the premium of \$13.00, and plus accrued interest, if any, and under the terms aforesaid, at an interest rate of 3.7% per annum until maturity and 8% per annum thereafter until paid, to The Ohio Company (being in this Resolution called the "Original Purchaser"), in accordance with its proposal dated April 23, 1971. The Executive Officer and the Fiscal Officer of the University and the Secretary of this Board are hereby authorized and directed to do all things necessary for the delivery of said 1971 Notes in accordance with this award, this Resolution and the Original Purchaser's proposal.

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Section 5. The proceeds of the 1971 Notes shall be applied as promptly as possible to the payment and discharge of the Outstanding Notes, and the Fiscal Officer is hereby directed to apply to the payment of interest on said Outstanding Notes such amount from the construction funds for the Project or from other funds available therefor.

Since the Project is completed, the proceeds of the 1971 Notes shall be applied no later than June 15, 1971 to the retirement of the Outstanding Notes, and will be invested or deposited only for a temporary period pending need for such retirement of said Outstanding Notes. The University covenants that the proceeds of said 1971 Notes shall not be invested or used in such manner that any of the said 1971 Notes would be "arbitrage bonds" for purposes of Section 103(d)(1) of the Internal Revenue Code of 1954.

Section 6. Any reference herein or in Exhibit A hereto to Sections 3345.11 and 3345.12 of the Revised Code of Ohio shall mean said sections as they now exist and as they are from time to time amended, supplemented or affected by later legislation, and shall include any provision enacted in substitution thereof or as a supplement thereto.

UNITED STATES OF AMERICA

STATE OF OHIO
THE OHIO UNIVERSITY

CONVOCATION CENTER NOTE OF 1971

No.

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KNOW ALL MEN BY THESE PRESENTS that the President and Trustees of The Ohio University and its Board of Trustees (herein collectively called the "University"), for value received, hereby promise to pay, solely from the sources hereinafter set forth, to the bearer on May 15, 1972, the principal sum of

DOLLARS

and to pay, solely from said sources, interest thereon from the date hereof at the rate of three and seven tenths percent (3.7%) per annum until maturity and thereafter at the rate of eight percent (8%) per annum until payment of such principal sum has been made or provided for, such interest payable at maturity upon presentation and surrender of this note. The interest on this note and the principal hereof are payable solely from (a) the "Pledged Receipts" after providing for "Operating and Maintenance Expenses," if any, of the "Pledged Facilities," as such terms are defined in the Resolution authorizing the Student Facilities Revenue Bonds of the University (herein called the "Project Bonds") duly adopted by said Board of Trustees on January 5, 1966, and as amended, but subject to any existing or future pledge thereof to the Project Bonds or other bonds issued pursuant to Sections 3345.07 and 3345.11, Revised Code, and (b) the proceeds of the sale of revenue bonds or of notes issued pursuant to Chapter 3345. of the Revised Code of Ohio, or other authorizing provisions of law, to refund this note; and neither the State of Ohio nor the University or its Board of Trustees is obligated to pay the same from any other funds or source, nor shall this note be a claim against or lien upon any property of the State, or any property of or under the control of the University or Board except the aforesaid Pledged Receipts, and this note, as to both principal and interest, is not a debt or bonded indebtedness of the State, is not a general obligation of the State or the University, and the full faith and credit thereof are not pledged thereto and the noteholder shall have no right to have any taxes or excises levied by the General Assembly of the State of Ohio for the payment of the principal hereof or interest hereon.

The interest on this note and the principal hereof are payable in lawful money of the United States of America at the principal office of The Ohio National Bank of Columbus, Columbus, Ohio, or, at the option of the holder, at the principal office of The Chase Manhattan Bank, New York, New York (hereinafter called the "Paying Agents") without deduction for either of their services as the University's Paying Agents.

This note is one of a duly authorized series of notes of like tenor and effect, except as to number and denomination, numbered 1 to 102 both inclusive, note Nos. 1 to 50, both inclusive, being of the denomination of \$100,000 each, and note Nos. 51 to 102, both inclusive, being of the denomination of \$25,000 each, aggregating in amount Six Million Three Hundred Thousand Dollars (\$6,300,000), issued for the purpose of refunding part of the

\$6,400,000 principal amount of Convocation Center Notes of 1970 heretofore issued to refund prior notes issued for the purpose of paying part of the costs of constructing and equipping a building to be used for and in connection with an auditorium and athletic purposes on the campus of the University, pursuant to and in full compliance with the general laws of the State of Ohio, particularly Sections 3345.11 and 3345.12 of the Revised Code of Ohio, and pursuant to a Resolution of the Board of Trustees of said University duly adopted on May , 1971.

In consideration of the loan evidenced by this note, the University and its Board covenant and agree that they will do all things necessary to effect the issuance of and delivery, prior to the maturity of this note, of revenue bonds or notes for the refunding of this note, pursuant to Sections 3345.11 and 3345.12 of the Revised Code of Ohio or other authorizing provisions of law, in such principal amount as shall be necessary to pay the principal of and interest on this note; that they will do all things necessary to sell such bonds or notes at the time provided above and will accept such price and such interest rate as shall be necessary in order to effect such sale; and these obligations are established as duties specifically enjoined by law upon the University and its offices, and result from their respective offices, trusts or stations within the meaning of Section 2731.01 of the Revised Code of Ohio.

This note is executed on behalf of said Board of Trustees solely in their capacity as such Trustees and shall not constitute their personal obligations, either jointly or severally, in their individual capacities.

AND IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions and things required by the Constitution and laws of the State of Ohio, to happen, exist and be performed precedent to and in the issuance of this note, in order to make it a legal, valid and binding obligation of said University and its Board of Trustees, have happened, exist and been performed as so required.

IN WITNESS WHEREOF, the President and Trustees of The Ohio University and its Board of Trustees, jointly and severally, have caused this note to be signed by the Treasurer of the University and the official seal of the University to be impressed thereon all as of the 17th day of May, 1971.

THE PRESIDENT AND TRUSTEES OF THE OHIO
UNIVERSITY AND THE BOARD OF TRUSTEES
OF THE PRESIDENT AND TRUSTEES OF THE
OHIO UNIVERSITY

[SEAL]

Treasurer of The Ohio University

y the Board of Trustees of
resident of Ohio University
authority to designate employees
l policemen for Ohio
ection 3345.04 of the

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VED that the Board
procurement of a
man \$1,000 on each
policeman as required by
Ohio Revised Code.

of this year, we added 17 men to the Security
Division. We have encountered some difficulty in administering
the oaths of office to these 17 men and the 24 who are already members
of our Security Division. It has been difficult for us to arrange times
to administer such oaths due to my commitments and the shift assign-
ments of the officers.

With this proposed amendment, it will be possible for me to
have someone such as the Personnel Director, Director of Security,
or the Provost to administer the oaths if I am not able to do so.

It was moved by Mr. Casto, seconded by Mr. Brown and
unanimously carried that the following resolution be adopted:

BE IT RESOLVED, by the Board of Trustees of
Ohio University that the President of Ohio University,
or his representative, is hereby delegated the authority
to designate employees of Ohio University as special
policemen for Ohio University as authorized by Section
3345.04 of the Ohio Revised Code.

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AND BE IT FURTHER RESOLVED that the Board
of Trustees hereby authorizes the procurement of a
bond in the amount of not less than \$1,000 on each
such designated special policeman as required by
Section 3345.04 of the Ohio Revised Code.

The Chairman called on Edward Penson, Associate Dean of
Faculties, to explain future plans for the Zanesville Branch construction.
Mr. Penson explained the Ohio University administration and the
Muskingum County Technical Institute directors were cooperating in
planning the construction of Phase II of the Zanesville Branch. This
cooperation has been encouraged by the Chancellor of the Board of

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On roll call on this resolution, the following votes were recorded: Brown, aye; Casto, aye; Johnson, aye; Phillips, aye; and Baxter, aye. There were no negative votes. The Chairman declared the resolution adopted.

REPORT ON SELECTION OF ARCHITECTS FOR
PHASE II BUILDING AT THE CHILLICOTHE CAMPUS

As a result of a recommendation by the Board of Regents, and subsequent incorporation of this recommendation in H.B. 531, \$1,000,000 has been appropriated to construct a Phase II Building at the Chillicothe Campus.

After consulting with, and acting upon the instructions of, the Chairman of the Budget, Finance and Physical Plant Committee, the following architectural firms were interviewed by a committee consisting of the Provost, the University Architect and Engineer, the University Planner, the Dean of Off-Campus Academic Programs, the Business Manager of OCAP, the Director of the Chillicothe Campus and the Maintenance Superintendent of the Chillicothe Campus:

1. Sullivan, Isaacs & Sullivan
2. Milosevich & Trautwein
3. Joseph Baker & Associates
4. Donaldson, Wittenmyer & Associates

The interviewing committee unanimously recommended Milosevich & Trautwein and the State Architect has accepted this recommendation.

The following resolution is requested:

WHEREAS, a sum of \$1,000,000 has been appropriated for the construction of Phase II Building in Chillicothe, and

WHEREAS, the Trustees and Administrators of Ohio University desire to construct a Phase II Building at Chillicothe,

BE IT RESOLVED, that the architectural firm of Milosevich & Trautwein be recommended to the Department of Public Works as the consulting architects for Phase II Building, Chillicothe Campus.

It was moved by Mr. Casto, seconded by Mr. Brown and unanimously carried that the above resolution be adopted.

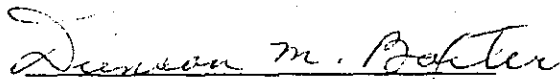
President Sowle reported on January 12, 1970, the Board of Trustees passed the following resolution:

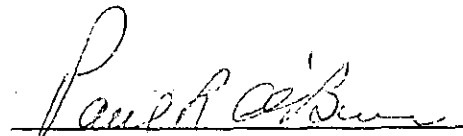
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Regents. No definite action will be taken by the administrative authorities until the plans for Phase II at Zanesville have been approved by the Board of Trustees.

There being no further business, the Board of Trustees adjourned.


Duncan M. Baxter, Chairman


Paul R. O'Brien, Secretary