

**MINUTES OF THE MEETING OF
THE BOARD OF TRUSTEES OF OHIO UNIVERSITY**

Thursday, December 7 and Friday, December 8, 2000

Ohio University, Chillicothe Campus

**THE OHIO UNIVERSITY BOARD OF TRUSTEES
MINUTES OF December 8, 2000 MEETING**

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EXECUTIVE SESSION

12:30 p.m. Friday, December 8, 2000
Bennett Hall, Room 133
Ohio University, Chillicothe Campus

On a motion by Dr. Ackerman and a second by Mr. Goodman, the Ohio University Trustees resolved to hold an executive session to consider personnel under Section 121.22(G)(1), real estate matters under Section 121.22(G)(2), and litigation or the threat thereof under Section 121.22(G)(3) of the Ohio Revised Code and for meeting with the External Auditors as permitted by the Code on this the eighth day of December 2000.

On a roll call vote Dr. Ackerman, Mr. Browning, Mr. DeLawder, Mr. Grover, Mr. Goodman, Mrs. Ong, and Mr. Walter voted aye. This constituted a quorum. President Robert Glidden and Board Secretary Alan Geiger attended the session. Also attending were student Trustees Deland Basora and Amy Vargas-Tonsi, William J. Burke, D.O., John Burns, Richard P. Siemer, and David Weaver.

Personnel

President Glidden reported on two pending personnel matters.

Real Estate

John Burns reported the "filling" of the E. State Street site is continuing and that the developer, Continental Properties, expects to announce the first tenant around the first of the year. Mr. Burns also commented on the Ambling Project, the Hebbardsville Farm acquisition, and a pending prevailing wage rate legal-related matter.

Litigation

John Burns reported only one additional legal matter before the University.

External Auditor Meeting

External Auditors KPMG, represented by Mr. David Weaver, engagement partner, reported to Trustees on the findings of the fiscal year audit of the University. Since audit reports had been sent earlier to Trustees, Mr. Weaver began by asking for questions. Following discussions, he then outlined the reports being presented, the methods and types of communication required in preparing the audit, the financial reporting model utilized,

and the pending and new audit and reporting requirements to be included with the FY 2002 audit report. The single matter fully discussed was the issue of unofficial student drops from the University and its impact on financial aid previously awarded. It was noted this was primarily a regional campus matter and that a process was now in place to account for the unofficial drops. A financial recovery is being negotiated with the Federal Government.

I. ROLL CALL

Seven members were present—Chairwoman Patricia A. Ackerman; R. Gregory Browning; C. Daniel DeLawder; N. Victor Goodman; Brandon T. Grover, Jr.; M. Lee Ong, and Robert D. Walter. This constituted a quorum. Trustees Gordon F. Brunner and C. David Snyder were unable to attend.

Student Trustees Deland Basora and Amy Vargas-Tonsi also attended, as did President Robert Glidden and Secretary Alan H. Geiger. William J. Burke, D.O., was present as a representative and president of the Alumni Board of Directors.

II. APPROVAL OF THE MINUTES OF THE MEETING OF September 29, 2000 (Previously distributed)

Mr. Grover moved approval of the previously distributed minutes. Mr. Browning seconded the motion. All agreed.

III. COMMUNICATIONS, PETITIONS, AND MEMORIALS

Secretary Geiger reported there were no communications, petitions, or memorials.

IV. ANNOUNCEMENTS

Secretary Geiger stated there were no announcements.

V. REPORTS/ACTIVITIES/PRESENTATIONS

Activities began Thursday evening, December 7, on the Chillicothe Campus with a dinner hosted by President Glidden and members of the Board of Trustees. The dinner honored retiring Chillicothe Campus Dean Delbert E. Meyer and his wife, Ruth, for the fourteen years of dedicated service to the campus community and to Ohio University. Attendees, in addition to the hosts, included past and present members of the campus coordinating council and their spouses, regional campus deans, and guests.

Friday morning, December 8th, activities began with breakfast hosted by members of the campus faculty and staff. The breakfast was followed by presentations and demonstrations by Patricia Griffith, director of computer services; Janet Duvall, assistant

professor and coordinator of Deaf Studies and Interpreting; Joseph Reass, commandant, Southern Ohio Police Training Institute, and Michael Lafreniere, assistant professor, Environmental Engineering Technology and Hazardous Material Technology.

William Y. Smith, executive assistant to the president and Christine Taylor, assistant vice president for administration, also made presentations.

Minority Workforce Profile and Graduate Student Enrollment

Mr. William Smith's report outlined the evolution of the University's work-force profile over the past decade from gender and racial perspectives. Mr. Smith cited employment categories and changes thereto of significance. Major points included (1) our minority employment has remained stable for several years and that this needed attention; and (2) the number of female administrative staff would, over the next five years, exceed those of male staff members; and (3) we need to intensify our recruitment of minorities, their spouses, and families to have a truly diversified campus. A copy of Mr. Smith's report was given to those present and a copy is included with the official minutes.

Synergy Effort and Update

Dr. Christine Taylor reported to the Trustees for the third time on the Synergy Team efforts to undertake the following: (1) the institution's centralized multicultural recruitment and retention efforts, (2) the development of numerical goals for entering first-year classes, and (3) the design of a comprehensive institutional strategy based upon empirical data.

A copy of Dr. Taylor's presentation is included with the official minutes and describes numerous findings and recommendations based upon a study of successful statewide and national recruitment and retention initiatives and practices, as well as the institution's multicultural recruitment and retention practices.

Dr. Taylor noted the lessons learned from the Synergy Team's effort included the need to overcome lower family income concentration; the importance of academic preparedness; the continuing support of financial needs with the incentives (scholarships), and the development of an institutional relationship earlier in a prospective student's life through outreach programs; and the need to overcome perceptions of minority students about student life on the campus.

Chairwoman Ackerman asked, "where do we go from here?" President Glidden responded that our next step included bringing diversity consultants to the campus

December 11, 2000 to begin the effort of defining and exploring solutions to diversity issues within the University.

VI. UNFINISHED BUSINESS

Secretary Geiger reported no unfinished business.

VII. NEW BUSINESS

Chairwoman Ackerman stated the Board would meet as a committee of the whole to consider matters being presented for action.

BUDGET, FINANCE, AND PHYSICAL PLANT COMMITTEE

Committee Chairman Browning reported the Committee is to meet as a committee of the whole to receive reports and consider matters for Trustee action.

The reports received were:

Treasurer's Report

Vice President for Finance and Treasurer Dick Siemer provided a brief overview of financial materials sent earlier to Trustees. The materials included the "Treasurer's Report," December 8, 2000; "Financial Report for the Fiscal Year Ended June 30, 2000," "Financial Report, Supplemental Schedules, for the Fiscal Year Ended June 30, 2000" and KPMG's Report pursuant to OMB Circular A-133 for Year Ended June 30, 2000.

The audit materials were discussed in Executive Session and reported elsewhere in the meeting minutes. Trustees thanked Vice President Siemer and his staff for their outstanding work on behalf of the University.

Budget discussion materials contained in Vice President Siemer's material are reported elsewhere.

Multi-Model Financing

Mr. William Elliott, Bank One, provided Trustees with an overview of alternative financing forms that better and more carefully match up financing needs with specific project needs. For the most part, these projects would have a shorter life than capital life-span projects and could take advantage of short-term (variable) financing terms and conditions. In response to a question, Mr. Elliott responded that current interest rate ramifications suggest a two percent interest difference in short-versus long-term rates.

Bond Resolutions

Mr. Dennis Schwallie of Peck Shaffer reviewed for Trustees the two bond resolutions under consideration. Mr. Schwallie responded to Trustee questions and assured them of the appropriateness of the resolutions and their pending actions.

Copies of materials presented, discussed, and distributed are included with the official minutes. Therefore, only summary descriptions of each report are included in the minutes.

Committee Chairman Browning presented and Mr. Grover moved approval of the resolution. Mrs. Ong seconded the motion. All voted aye with the exception of Mr. Walter who abstained.

PS&W DRAFT 11/27/00

GENERAL BOND RESOLUTION NO. 2000-1744

PROVIDING FOR THE AUTHORIZATION, ISSUANCE AND SALE FROM TIME TO TIME OF GENERAL RECEIPTS OBLIGATIONS OF THE OHIO UNIVERSITY, THE PAYMENT OF SUCH OBLIGATIONS, AND THE SECURING OF SUCH PAYMENT, AUTHORIZING A TRUST AGREEMENT TO FURTHER SECURE SUCH BONDS AND NOTES, AND AUTHORIZING MATTERS RELATED THERETO.

WHEREAS, pursuant to Chapter 3337 of the Ohio Revised Code, The Ohio University (the "University") was created and exists as a state university of the State of Ohio (the "State") and a body both corporate and politic; and

WHEREAS, by and pursuant to Chapter 3345 of the Ohio Revised Code, the University is authorized, among other things, to acquire, by purchase, lease, lease-purchase, lease with option to purchase, or otherwise, construct, equip, furnish, reconstruct, alter, enlarge, remodel, renovate, rehabilitate, improve, maintain, repair and operate certain facilities defined as "housing and dining facilities", "auxiliary facilities" and "education facilities" in such Chapter; and

WHEREAS, by and pursuant to Sections 3345.11 and 3345.12 of the Ohio Revised Code, enacted under authority of the Constitution of Ohio, particularly Section 2i of Article VIII thereof, the University is authorized and empowered, among other things, (a) to issue, as provided herein, bonds, notes and other evidences of obligation of the University to pay the costs of such housing and dining facilities, auxiliary facilities and education facilities (collectively defined as "facilities" in Section 3345.12 of the Ohio Revised Code and herein collectively called "University Facilities") and to refund, fund or retire such obligations previously issued for such purpose; (b) to secure the payment of such obligations by a pledge of the gross amount of the General Receipts of the University (as defined in Section 1 hereof) in priority to all other expenses, claims or payments; (c) to covenant, as herein provided, that the University will make, fix, adjust and collect the fees, income, revenues, receipts, charges and other items comprising General Receipts to produce General Receipts sufficient at all times to pay the Debt Service Charges (as defined herein) when due, establish and maintain any Required Reserve (as defined herein) and meet other requirements herein provided; (d) to further secure the payment of certain of such obligations by entering into agreements with Financial Institutions (as hereinafter defined) to provide letters of credit or other credit support instruments in connection with one or more series of such obligations; and (e) to provide for a trust agreement and make further provisions for securing the payment of the Debt Service Charges and the payment of any obligations of the University to Financial Institutions providing letters of credit or other credit support instruments in connection with one or more series of such obligations; provided that the owners and holders of such obligations and Financial Institutions shall have no right to have excises or taxes levied by the General Assembly of the State for the payment of the principal thereof or interest or any redemption premium thereon; and

WHEREAS, the University desires to make provision for the issuance from time to time of the Obligations (as hereinafter defined) and for the payment of the Debt Service Charges (as



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hereinafter defined) thereon and the security thereof by this General Bond Resolution and the Trust Agreement herein authorized, with each issue of Obligation is to be authorized by a separate Series Resolution (as hereinafter defined) based upon this General Bond Resolution and the Trust Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE OHIO UNIVERSITY, as follows:

Section 1. Definitions and Interpretations. The following words and terms as used in this General Bond Resolution, in Series Resolutions and in the Trust Agreement shall have the following meanings unless otherwise therein provided or unless the context or use clearly indicates another or different meaning or intent:

“Act” means Sections 3345.11 and 3345.12 of the Ohio Revised Code, as the same may be amended, modified, revised, supplemented or superseded from time to time, together with the provisions of any act or resolution of the General Assembly authorizing or limiting the issuance and security of Obligations.

“Authenticating Agent” means the Trustee and the Registrar for the series of Obligations and any bank, trust company or other Person designated as an Authenticating Agent for such series of Bonds by or in accordance with the Original Trust Agreement or any Supplemental Trust Agreement, each of which shall be a transfer agent registered in accordance with Section 17A(c) of the Securities Exchange Act of 1934 as amended.

“Authorized Officer” means any officer or employee of the University or the Board authorized by or pursuant to law or action of the Board to perform the act or sign the document in question, and if there is no such authorization means the President or Secretary of the Board, or the President or the Fiscal Officer of the University.

“Board” means the Board of Trustees of the University.

“Bond” or “Bonds” means, as the case may be in the context of the use of the word, any Bond, or all of the Bonds or an issue or series of Bonds, issued by the University pursuant to the Act, this General Bond Resolution and any Series Resolution, including, without limitation, Bonds held by or on behalf of Financial Institutions or their designees.

“Bond Proceedings” means this General Bond Resolution, the Original Trust Agreement, applicable Series Resolutions and Supplemental Trust Agreements, and other resolutions and agreements, Credit Support Instruments and amendments thereof and supplements thereto, or any combination thereof, authorizing or providing for the terms and conditions applicable to, or providing for the security for or sale or award of a series of Obligations, and the provisions contained in the Obligations.

“Bond Redemption and Purchase Account” means the Bond Redemption and Purchase Account in the Debt Service Fund authorized pursuant to Section 11 hereof for the payment of purchase price or costs of redemption of certain Obligations.

“Business Day” means any day other than a Saturday, Sunday or a day on which banking institutions in the State are authorized or required by law to close or a day on which the Paying Agent or the Trustee is unable to open or be open for reasons not related to financial condition.

“Capitalized Interest” means all or a portion of the interest payable on the Obligations of a series from their date to a date stated in the applicable Series Resolution and to be paid from the proceeds of that series of Obligations.

“Code” means the Internal Revenue Code of 1986, as amended from time to time. References to the Code and Sections of the Code include relevant applicable regulations (including temporary regulations) and proposed regulations thereunder and under the Internal Revenue Code of 1954, as amended, and any successor provisions to those Sections, regulations or proposed regulations.

“Costs of University Facilities” means the costs of or related to University Facilities, and the financing thereof, for the payment of which “obligations” (as defined in the Act”) may be issued under the Act, including “costs of facilities” (as defined in the Act).

“Credit Support Instrument” means an insurance policy, letter of credit, line of credit, guaranty, surety bond, bond purchase agreement or other credit enhancement, support or liquidity device permitted by the Act and provided pursuant to an agreement with any Financial Institution to enhance the security or liquidity of any Obligations or series or part of any series of Obligations or to provide, in whole or part, a Required Reserve.

“Debt Service Account” means the Debt Service Account in the Debt Service Fund established pursuant to Section 8 hereof for the payment of Debt Service Charges.

“Debt Service Charges” means the principal, including any mandatory sinking fund requirements and interest and any redemption premium required to be paid on the Obligations (whether or not held by any Financial Institution or its designee).

“Debt Service Fund” means the Ohio University Debt Service Fund established pursuant to Section 7 hereof including the accounts and special subaccounts therein provided for in this Resolution, and including all moneys and investments, and earnings from investments, credited and to be credited thereto.

“Debt Service Reserve Account” means the account in the Debt Service Fund, or the respective several accounts, established pursuant to Section 9 hereof and by or pursuant to one or more Series Resolutions as a reserve or reserves to further secure the payment of Debt Service Charges on the Obligations or on the one or more series of the Obligations or on certain Obligations of one or more series to which the respective account pertains.

“Eligible Investments” unless varied by the terms of a Series Resolution as to a particular Series of Obligations, with respect to moneys held by the University, means any investments in



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which the University is authorized to invest by State law, and with respect to moneys held by the Trustee, means any of the following securities:

(i) direct obligations of the United States of America or any obligations guaranteed as to principal and interest by the United States of America or any obligation for which the faith of the United States of America is pledged for the payment of principal and interest thereon;

(ii) obligations issued by any agency of the government of the United States of America, including, without limitation, the Government National Mortgage Association, or by any instrumentality of the government of the United States of America, including, without limitation, the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation;

(iii) general obligations of any state of the United States, including the State, or any political subdivision of the State; provided that such general obligations carry one of the two highest ratings of either Moody's or S&P or, upon the discontinuance of either Moody's or S&P, any other nationally recognized rating service; provided further that the interest on such general obligations is excluded from gross income for federal income tax purposes;

(iv) certificates of deposit, whether negotiable or nonnegotiable, issued by a bank, trust company or savings association eligible for the deposit of interim deposits as provided in Section 135.08 of the Ohio Revised Code and organized under the laws of any state of the United States or any national banking association (including the Trustee), any of which institutions must have a combined capital and surplus of at least \$100,000,000 in dollars of the United States of America, provided, that such certificates of deposit do not exceed in the aggregate ten percent (10%) of the combined capital, surplus and undivided profits of the institution issuing the same and provided further that such certificates of deposit shall be in the possession of the Trustee or its agents and shall be either (A) continuously and fully insured by the Federal Deposit Insurance Corporation, or (B) continuously and fully secured by such securities ("Pledged Securities") as are described in clauses (i) through (iii), inclusive, above which shall have a market value (exclusive of accrued interest) at all times at least equal to the principal amount of such certificates of deposit, and that the bank, trust company, savings association or national banking association issuing each such certificate of deposit required to be so secured shall furnish the Trustee with an undertaking satisfactory to it that the aggregate market value of all such obligations securing each such certificate of deposit will at all times be an amount at least equal to the principal amount of each such certificate of deposit and that the Trustee shall be entitled to rely on each such undertaking;

(v) any repurchase agreement for a period not to exceed thirty days with any eligible institution described in clause (iv) above having capital and surplus of at least \$100,000,000 in dollars of the United States of America and described in



Section 135.03 of the Ohio Revised Code that is fully collateralized at all times by interest bearing "Pledged Securities" based upon the market value of such obligations; and

(vi) any money market fund invested solely in obligations described in clauses (i), (ii) and (iii);

provided that for the purposes of clause (iv) and (v) the respective Pledged Securities are to be in the possession of the Trustee or its agent and are to be free and clear of all liens or rights of any third party, and in which obligations the Trustee is to have a first perfected security interest.

"Escrow Account" means an account into which moneys are deposited for the purpose of paying any Debt Service Charges on any Obligations to be refunded or advance refunded.

"Escrow Agent" means the bank or trust company which holds, in a fiduciary capacity, any Escrow Account.

"Event of Default" means an Event of Default as defined in the Original Trust Agreement.

"Facilities Fund" means the Facilities Fund created in Section 10 of this General Bond Resolution.

"Financial Institution" means any financial institution or institutions, including but not limited to any bank or insurance company, providing any Credit Support Instrument in connection with one or more series of Obligations then outstanding.

"Fiscal Officer" means the Treasurer of the University or such other officer or employee of the University as may be, or be designated by the Board as, the chief fiscal officer of the University, as shown in a written certification maintained by the University on file with the Trustee, signed by the President of the University or Secretary of the Board and currently identifying the Fiscal Officer, and shall also mean any officer of the University identified in such certificate as an alternate to the aforesaid officer.

"Fiscal Year" means a period of twelve consecutive months commencing on the first day of July of any year and ending on the last day of June of the following year, or such other period of twelve consecutive months as may by law be designated as the Fiscal Year for general University fiscal purposes.

"Fully Registered Obligations" or "Fully Registered Form" means Obligations without coupons registered as to both principal and interest in the name of the Holder thereof.

"General Assembly" means the body in which the legislative power of the State is vested.



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"General Bond Resolution" or "this Resolution" as used herein, means this General Bond Resolution, as the same may be amended from time to time in accordance with its provisions or the provisions of the Trust Agreement.

"General Receipts" means all moneys received by the University including but not limited to all gross fees, deposits, charges, receipts and income from all or any part of the students of the University, whether designated as tuition, instructional fees, tuition surcharges, general fees, activity fees, health fees or other special purpose fees or otherwise designated; all gross income, revenues and receipts from the operation, ownership, or control of University Facilities; all grants, gifts, donations and pledges and receipts therefrom; and the proceeds of the sale of Obligations, including proceeds of Obligations issued to refund obligations previously issued, to the extent and as allocated to Debt Service Charges under the proceedings authorizing such Obligations. However, there shall be excluded from General Receipts: (i) moneys raised by taxation and State appropriations until and unless the pledge thereof to the payment of Debt Service Charges is authorized by law and is made hereunder by a Supplemental Trust Agreement approved by the Board; (ii) Restricted Moneys; and (iii) any special fee charged pursuant to Section 154.21(D) of the Ohio Revised Code and receipts therefrom. Any receipts of the University which it may at any time lawfully pledge to the security of the Bonds may be included, or confirmed to be included, in General Receipts by a Supplemental Trust Agreement approved by the Board and receipts of the University otherwise constituting "General Receipts" may be released from the pledge made hereunder as provided in Section 2 hereof.

"Holder" or "Holder" or "Bondholder" or any similar term means any person in whose name an Obligation is registered on the Register.

"Interest Payment Date" means any date on which interest is to be paid on the Obligations, or any dates set forth as Interest Payment Dates in Supplemental Trust Agreements.

"Mail" or "Mailed" or "Mailing" means sending by first class mail, postage prepaid.

"Mandatory Sinking Fund Requirements" means amounts required by any Series Resolution to be deposited in the Debt Service Fund and credited to the Debt Service Account in any year for the purpose of retiring principal amounts of Obligations which would have been due and payable, except for such prior mandatory redemption requirements or retirement as provided for in that Series Resolution, in any subsequent year.

"Maximum Annual Debt Service" means the highest amount of Debt Service Charges on all outstanding Obligations for the current or any future Fiscal Year excluding Note Service Charges, but including the estimated Debt Service Charges on unissued Bonds in anticipation of the issuance of which Notes are or are to be issued as set forth or provided for in the proceedings for those Notes. In calculating the Debt Service Charges to be payable with respect to Variable Rate Obligations, it shall be assumed that such Variable Rate Obligations will bear interest at a rate equivalent to the average interest rate borne by such Variable Rate Obligations since their respective dates of issuance to the date of calculation.

"Maximum Superior Obligations Annual Debt Service" means the highest amount of the Superior Debt Service Charges required to be paid on all outstanding Superior Obligations for

the current or any future Fiscal Year excluding the Superior Debt Service Charges required to be paid on notes issued in anticipation of bonds, but including the estimated principal of and interest on unissued bonds in anticipation of the issuance of which notes are or are to be issued as set forth or provided for in a resolution of the Board.

Moody's means Moody's Investors Service, Inc., its successor and assigns.

"Notes" means notes issued by the University pursuant to the Act, this General Bond Resolution and any Series Resolution in anticipation of the issuance of Bonds to pay costs of University Facilities, or to pay costs of refunding or retirement of Notes previously issued pursuant to the Act, including, without limitation, Notes held by or on behalf of Financial Institutions or their designees.

"Note Service Charges" means the principal of and interest and any redemption premium required to be paid on Notes.

"Obligations" means Bonds, Notes and other bonds or other evidences of obligation, including interim receipts or certificates issued pending preparation of definitive Obligations to be exchanged therefor, issued pursuant to the Act to pay costs of University Facilities or to refund, fund, pay or retire Obligations previously issued pursuant to the Act.

"Office" means, as used in connection with the Trustee, Paying Agent, Bond Registrar or Authenticating Agent, the principal corporate trust office thereof, or other office if specified in the applicable Bond Proceedings.

"Original Purchaser" as to any series of Obligations means the person or persons expressly named in, or in a certificate authorized by, the applicable Bond Proceedings as the original purchaser of that series of Bonds from the University.

"Original Trust Agreement" means the Trust Agreement provided for in Section 16 of this Resolution to be entered into between the University and the Trustee, including this General Bond Resolution as part thereof, as amended from time to time.

"Outstanding" as applied to Obligations, means, as of the applicable date, all Obligations which have been authenticated and delivered, or are then being delivered, by the Trustee under the Trust Agreement except:

(a) Obligations cancelled on surrender, exchange or transfer or cancelled because of payment or redemption at or prior to such date;

(b) Obligations for the payment, redemption or purchase for cancellation of which sufficient moneys have been deposited and credited for the purpose on or prior to that date in the Debt Service Account, Bond Redemption and Purchase Account, or other Special Fund or Account or with the Trustee or Paying Agents (whether upon or prior to the maturity or redemption date of those Obligations); provided that if any of those Obligations are to be redeemed prior to their



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maturity, notice of that redemption shall have been given or arrangements satisfactory to the Trustee shall have been made for giving notice of that redemption, or waiver by the affected Holders of that notice satisfactory in form to the Trustee shall have been filed with the Trustee, and provided further that if any of those Obligations are to be purchased for cancellation a firm offer of sale stating the price has been received and accepted;

(c) Obligations which are deemed to have been paid pursuant to the provisions of the Original Trust Agreement or Obligations of any series which are deemed to have been paid pursuant to the provisions of the Series Resolution pertaining thereto; and

(d) Obligations in lieu of which others have been authenticated (or payment of which, when due has been made without replacement) under the Original Trust Agreement.

“Paying Agents” means the Trustee, and the one or more other banks or trust companies or other financial institutions designated as additional paying agencies or places of payment of Debt Service Charges or specified Debt Service Charges on the Obligations of a series by or pursuant to the Series Resolution authorizing that series of Obligations, and their successors designated pursuant to the Trust Agreement.

“Person” or “person” or words importing persons mean firms, associations, partnerships (including, without limitation, general and limited partnerships, joint ventures, societies, estates, trusts, corporations, public or governmental bodies, other legal entities and natural persons.

“Predecessor Obligation” of any particular Obligation means every previous Obligation evidencing all or a portion of the same obligation as that evidenced by the particular Obligation. For the purposes of this definition, any Obligation authenticated and delivered under the Original Trust Agreement in lieu of a lost, stolen or destroyed Obligation shall be deemed to evidence the same obligation as the lost, stolen or destroyed Obligation.

“Prior Indenture” means the June 1, 1972 trust agreement securing the Superior Obligations between the University and National City Bank, as successor to The Ohio National Bank of Columbus, and all amendments and supplements thereto heretofore or hereafter entered into.

“Rating Service” means Moody’s, “S&P” or any other nationally recognized rating service that has issued a rating that is in effect for any Obligation.

“Register” means the books kept and maintained by the Registrar for registration and transfer of Obligations pursuant to the Original Trust Agreement.

“Registrar” means the keeper or keepers of the Register for the applicable series of Obligations, which in each case shall be the Trustee, except as may otherwise be provided by or



pursuant to the applicable Series Resolution, and any bank, trust company or other person designated as a Registrar for that series of Obligations in accordance with the Original Trust Agreement, each of which shall be a transfer agent registered in accordance with Section 17A(c) of the Securities Exchange Act of 1934.

“Regular Record Date” means, with respect to any Obligation and unless otherwise provided in the Series Resolution authorizing the particular series of Obligations, the 15th day of the calendar month next preceding an Interest Payment Date applicable to that Obligation.

“Remarketing Agent” means the one or more persons designated as a Remarketing Agent with respect to a series of Obligations by or pursuant to the Series Resolution authorizing that series of Obligations, and their successors designated pursuant to the Trust Agreement.

“Required Reserve” in any Debt Service Reserve Account means, at the time the calculation is being made, the amount to be on deposit in and credited to that Account or to be deposited in and credited to that Account (or provided by a Credit Support Instrument) pursuant to the applicable Series Resolution or Series Resolutions applying to the one or more series of Obligations to which that Debt Service Reserve Account pertains. In any computation of Debt Service Charges for purposes of computing the amount of a Required Reserve, any principal maturities for which mandatory sinking fund requirements or related mandatory redemption requirements are provided in the applicable Series Resolution shall be considered to be principal maturities in the years and amounts stated for principal of those mandatory sinking fund requirements.

“Restricted Moneys” means the proceeds of any grant, gift, bequest, contribution or other donation and pledges and receipts therefrom (including, to the extent subject to the applicable restrictions, the investment income derived from the investment of such proceeds) restricted by the donor or grantor to a special object or purpose which precludes the use thereof for the payment of Debt Service Charges.

S&P means Standard & Poor’s Ratings Services, a division of the McGraw-Hill Companies, Inc., its successors and assigns.

“Series Resolution” means a resolution of the Board authorizing the issuance of one or more series of Bonds or Notes in accordance with this General Bond Resolution, and particularly Section 4 hereof, and includes any resolution providing for the award, sale, terms or forms of the Bonds or Notes authorized by a Series Resolution.

“Special Funds” or “Special Funds and Accounts” means the Debt Service Fund and the accounts and special subaccounts therein, including any Debt Service Reserve Account, and any other funds or accounts permitted by and established under, and identified as a “Special Fund” or “Special Account,” in the Trust Agreement or a Series Resolution.

“Special Record Date” means, with respect to any Obligation and unless otherwise provided in the Series Resolution authorizing particular series of Obligations, the date

established by the Trustee for the determination of ownership in connection with the payment of overdue interest on that Obligation pursuant to Section 5(e) hereof.

"State" means the State of Ohio.

"Subordinated Obligations" means obligations issued pursuant to the Act (other than Bonds or Notes) which, with respect to any issue thereof, are evidenced by instruments, or issued under an indenture or other document, containing provisions for the subordination of such obligations (to which appropriate reference shall be made in the instruments evidencing such obligations) to the pledge and lien of the Trust Agreement.

"Superior Debt Service Charges" means the principal, including any mandatory sinking fund requirements and interest and any redemption premium required to be paid on the Superior Obligations.

"Superior Obligations" means all general receipts bonds of the University heretofore or hereafter issued pursuant to and outstanding under the Prior Indenture, and all notes issued in anticipation of such general receipts bonds heretofore or hereafter issued.

"Supplemental Trust Agreement" means any one or more Supplemental Trust Agreements, as the same may be amended and supplemented from time to time, entered into pursuant to the Original Trust Agreement, and includes where set forth therein, the applicable Series Resolution.

"Tender Agent" means the one or more persons designated as a Tender Agent with respect to a series of Obligations by or pursuant to the Series Resolution authorizing that series of Obligations, and their successors designated pursuant to the Trust Agreement.

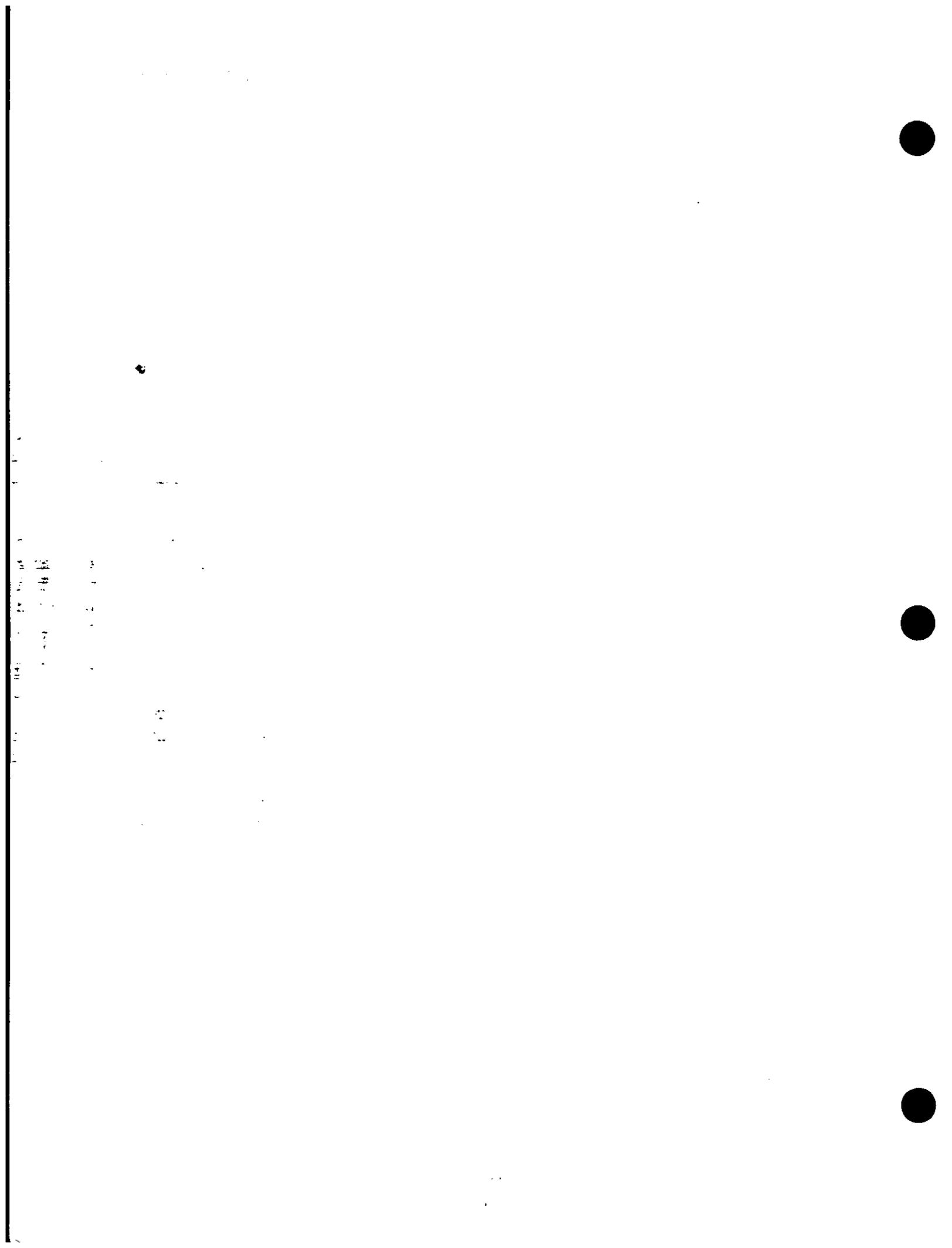
"Trust Agreement" means the Original Trust Agreement, together with any Supplemental Trust Agreements.

"Trustee" means the Trustee at the time serving under the Trust Agreement, initially as determined or provided for in a resolution of the Board, and any successor Trustee as determined or designated under or pursuant to the Trust Agreement.

"University" means The Ohio University established and existing under Chapter 3337 of the Ohio Revised Code, and every part and component thereof as from time to time existing, and when the context admits, includes the Board.

"University Facilities" means any "facilities" as defined in the Act for the financing of which the University is authorized to issue Bonds.

"Variable Rate Obligations" means Obligations the interest rate on which is an adjustable rate which varies from time to time as provided therein and provided for in the Series Resolution pursuant to which such Obligations are issued.



"Year" means the calendar year.

Any reference to the University, the Board, or to their members, officers or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities shall include those which succeed to their functions, duties or responsibilities by operation of law, and also those who at the time may legally act in their place.

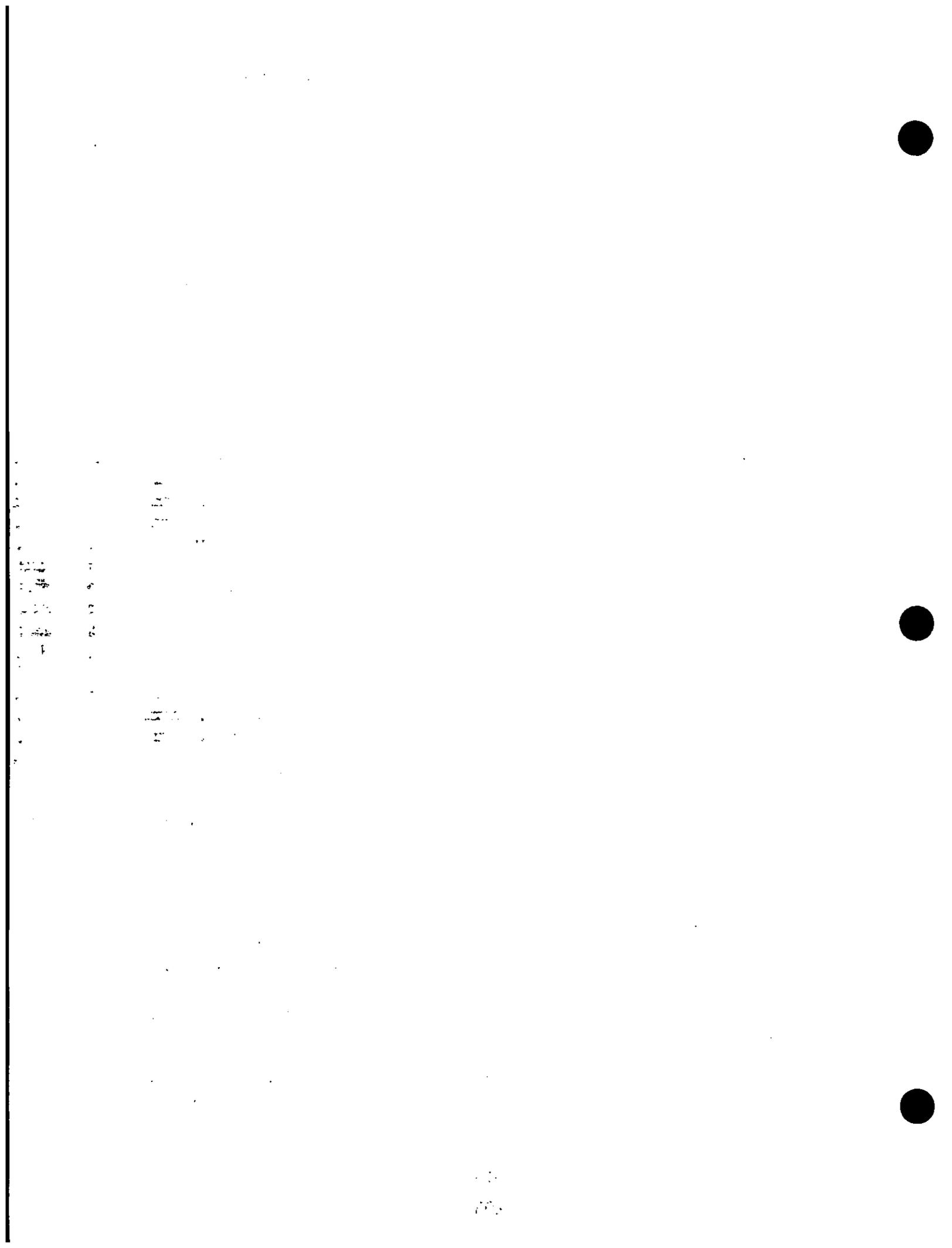
References to the Act, to any act or resolution of the General Assembly, or to a section, chapter, division, paragraph or other provision of the Ohio Revised Code or the Constitution of Ohio, or the laws of Ohio, shall include the Act, that act or resolution, and that section, chapter, division, paragraph or other provision and those laws as from time to time amended, modified, supplemented, revised or superseded, unless expressly stated to the contrary, provided that no such amendment, modification, supplementation, revision or supersession shall alter the obligation to pay the Debt Service Charges on Obligations outstanding, or to pay any obligations of the University to Financial Institutions relating to series of Obligations outstanding, at the time of any such action, in the amount and manner, at the times and from the sources provided in this Resolution, the applicable Series Resolution and the Trust Agreement, except as otherwise herein permitted.

Unless the context otherwise indicates, words importing the singular number shall include the plural number and words importing the plural number shall include the singular number. The terms "hereof," "herein," "hereby," "hereto" and "hereunder," and similar terms, mean both this Resolution and the Original Trust Agreement, except in the case of reference to a stated section number of either.

Section 2. General Authorization of and Security for Obligations. The Obligations shall be issued pursuant to the Act, Section 2i of Article VIII of the Ohio Constitution, this Resolution, the applicable Series Resolution and the Trust Agreement, for the purposes of providing moneys to pay Costs of University Facilities and to pay Debt Service Charges and to refund Obligations, including funding and retirement, all as provided in the Act.

The Obligations may be originally issued in principal amounts that are permitted or required by the Act, without limitation as to principal amount or outstanding principal amount except as provided in this Resolution or a Series Resolution and as now or hereafter provided by the Act. Individual series of the Obligations shall from time to time be authorized by Series Resolutions as provided in this Resolution.

To the extent provided in and except as otherwise permitted by this Resolution or any Series Resolution, the payment of Debt Service Charges on all Obligations and the payment of any obligations of the University to Financial Institutions insofar as such obligations are to reimburse the Financial Institutions for amounts provided under a Credit Support Instrument shall be equally and ratably secured and the payment of any other obligations to Financial Institutions shall also be secured by a pledge and assignment of the Debt Service Fund and of the General Receipts without priority by reason of series designation, form, number, date of authorization, issuance, sale, execution, authentication or delivery, or date of the Obligations or of maturity. Unless otherwise provided in the applicable Series Resolution, any obligation on the



part of the University to purchase Obligations from their Holders upon the completion of the term of a Credit Support Instrument shall be treated for these purposes as the conclusion of the term of those Obligations. Moneys received by the Trustee from a Credit Support Instrument from a Financial Institution with respect to a particular series of Obligations shall only be used for the payment of principal, interest and any redemption premium on that series of Obligations, and such moneys shall not be equally and ratably shared by all Obligations.

The Obligations shall be special obligations of the University payable solely from the General Receipts, the amounts deposited in the Special Funds and other moneys as provided in the Bond Proceedings. Nothing in this Resolution, the Trust Agreement or other Bond Proceedings gives the Holders of Obligations or any Financial Institution the right to have the Board, the General Assembly or the legislative authority of any political subdivision levy any excises or taxes for the payment of Debt Service Charges or any obligations of the University to Financial Institutions. The right of those Holders to the payment of Debt Service Charges shall be limited to the payment thereof from the General Receipts as provided in this Resolution and the applicable Series Resolution, and each Obligation shall bear on its face a statement to that effect. The right of any Financial Institution to the payment to it of obligations of the University shall be limited to the Debt Service Fund and the General Receipts insofar as such obligations are to reimburse the Financial Institution for payments made to Holders under a Credit Support Instrument and shall be limited to the General Receipts and certain amounts remaining in other funds insofar as any other obligations to the Financial Institution exist. However, nothing herein or in the other Bond Proceedings shall be deemed to prohibit the University, of its own volition, from using to the extent lawfully authorized to do so any other resources for the fulfillment of the terms, conditions or obligations of this Resolution, Series Resolutions, the Trust Agreement or the Obligations.

The terms and provisions of the Prior Indenture, all bonds, notes and other obligations of the University heretofore issued or incurred thereunder, and the proceedings authorizing their issuance are hereby approved, affirmed ratified and confirmed. Notwithstanding any other provision of this Resolution, the Trust Agreement, any Series Resolution or the Bond Proceedings to the contrary, the pledge of and lien on the General Receipts authorized and granted by this Resolution, the Trust Agreement, any Series Resolution and the Bond Proceedings shall at all times be subordinate to the pledge of and lien on the General Receipts securing the Superior Obligations granted by the Prior Indenture and the resolutions of the Board and proceedings authorizing the Superior Obligations, but only so long as any Superior Obligations are outstanding thereunder. In each Fiscal Year, the University shall provide for the payment of all amounts payable under the Prior Indenture and the resolutions and proceedings authorizing the Superior Obligations during such Fiscal Year before providing for the payment of amounts payable under the Trust Agreement. The amounts of General Receipts remaining in each Fiscal Year after providing for the payment of all amounts payable under the Prior Indenture and the resolutions authorizing the Superior Obligations shall nevertheless be available for the payment of Debt Service Charges and other amounts payable pursuant to the Trust Agreement.

Nothing contained in this Resolution or the Trust Agreement shall prohibit the University from issuing or incurring other obligations secured by and payable from the General Receipts

otherwise than pursuant to the Trust Agreement, provided that any such other obligations constitute Subordinated Indebtedness.

The University and the Trustee may, from time to time, enter into Supplemental Trust Agreements for the purpose of releasing specified sources or portions of General Receipts from the pledge and lien of the Trust Agreement, provided that (i) no portion of the General Receipts representing tuition charges and instructional fees shall be released, and (ii) the Fiscal Officer certifies to the Trustee that the average General Receipts for the two Fiscal Years immediately preceding the Fiscal Year of any proposed release, less the average of the sources or portions of General Receipts (for the same two Fiscal Years) to be released, were equal to or greater than five times Maximum Annual Debt Service.

Section 3. Conditions for Issuing Obligations.

(a) Conditions. Except as otherwise permitted by subsection (b) of this Section 3, no Obligations shall be initially issued unless at the time of authentication of those Obligations:

(1) The University is not in default of any covenants or obligations of the University contained in the Trust Agreement or in the Obligations and the authentication and delivery of those Obligations will not result in any such default; and

(2) The General Receipts of the University for the most recently completed Fiscal Year are at least 1.25 times the sum of (i) the Maximum Annual Debt Service on all Obligations outstanding and to be outstanding after the issuance of the Obligations then under consideration, plus (ii) the Maximum Superior Obligations Annual Debt Service on all outstanding Superior Obligations.

Satisfaction of the above conditions shall be established by a certificate of the Fiscal Officer to such effect.

(b) Exception to Avoid Default. The University may issue Obligations hereunder without the necessity for compliance with the provisions of subsection (a) of this Section 3 when necessary or appropriate, in the opinion of the Trustee, to avoid an Event of Default under the Trust Agreement.

(c) Authentication Conclusive Evidence. The authentication of any Obligations shall be conclusive evidence that the conditions stated above in this Section have been met for purposes of the validity and binding effect of those Obligations and the right of the Holders thereof to share in the pledges, General Receipts and Special Funds as provided in this Resolution, the Trust Agreement and the applicable Series Resolutions.

Section 4. Series Resolutions. Each series of Obligations shall be authorized by a Series Resolution, adopted by the Board. Unless otherwise provided in the applicable Bond Proceedings, each series of Obligations shall be designated "General Receipts Bonds", or other appropriate designation in the event that Notes or other Obligations are to be issued; and shall bear such other descriptive wording as the University may determine and one or more series

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designations as may be appropriate to distinguish the Obligations of that series from other series of Obligations.

Each Series Resolution shall make provision, in a manner consistent with this Resolution and the Trust Agreement, for the following with respect to each of the series of the Obligations and to the Obligations of that series authorized by that Series Resolution:

- (1) the authorized or maximum authorized principal amount;
- (2) the interest rate or rates or the method of determining the same, which may be any method then permitted by law, including without limitation, fixed or variable interest rates with or without provision for conversion to other fixed or variable rates, and accretion of interest payable at maturity in lieu of current interest payments;
- (3) the purposes for which the Obligations are issued as permitted by the Act and this Resolution;
- (3) the date or dates, principal maturities, and Interest Payment Dates;
- (4) the form of the Obligations, which may be any form then permitted by law, including, without limitation, physical certificates in fully registered form registered in the name of the holder, book-entry form, and certificates with or without coupons evidencing installments of interest, which may or may not be registered as to principal;
- (5) the series designation, authorized denominations and manner of numbering;
- (6) the redemption provisions, if any, including any premium to be paid upon redemption;
- (7) any Mandatory Sinking Fund Requirements and related mandatory redemption requirements;
- (8) the Paying Agent or Agents, if other than the Trustee;
- (9) the manner of or provisions for sale;
- (10) the disposition of the proceeds from issuance, consistent with the Act and this Resolution;
- (11) the Required Reserve, if any, and the manner and times of funding that Required Reserve, the designation of the applicable Debt Service Reserve Account, and the creation, funding and application of other Special Funds and Accounts;

- (12) the authorization of a Supplemental Trust Agreement pertaining to such Obligations;
- (13) provisions for the acquisition of a Credit Support Instrument, if applicable;
- (14) if authorizing Notes, the estimated rate or rates of interest and maturity provisions for the Bonds anticipated by the Notes; and
- (15) any other provisions considered appropriate or advisable by the Board, including without limitation designations of additional Authenticating Agents and description of any additional security to be provided.

Each Series Resolution shall state that it is adopted pursuant to this Resolution and the Trust Agreement. The Series Resolution may provide that any of the foregoing items may be included in a Certificate of Award authorized by the Series Resolution, which Certificate of Award shall be considered part of the Series Resolution for all purposes of this Resolution and the Trust Agreement.

Section 5. General Terms and Provisions of Obligations.

Subject to the provisions of and unless otherwise provided in the applicable Series Resolution or Supplemental Trust Agreement:

(a) Medium of Payments. Debt Service Charges shall be payable in lawful money of the United States of America, without deduction for the services of the Trustee or Paying Agent.

(b) Execution. Unless otherwise provided in the applicable Series Resolution, all Obligations shall be executed by the President of the Board or the President of the University and by the Fiscal Officer or the Secretary of the Board in those officers' official capacities, which execution may be by facsimile signature, and may have the seal of the University affixed thereto or impressed thereon or a facsimile of that seal printed thereon.

(c) Forms. All Obligations shall be negotiable instruments in accordance with the Act, subject to the applicable provisions for registration, and shall address on their faces the purposes for which issued as provided in this Resolution and other statements or legends as may be required by law. The Obligations, unless otherwise provided in a Supplemental Trust Agreement entered into pursuant to the Original Trust Agreement, shall be issued in the form of Fully Registered Obligations.

(d) Redemption. Unless otherwise provided in the applicable Series Resolution, notice of call for any redemption of Obligations, identifying by series designation, number or other distinguishing marks the Obligations or portions of Obligations to be redeemed, the date fixed for redemption and the places where the amounts due upon that redemption are payable, shall be

given by the Trustee on behalf of the University by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the person in whose name the Obligation to be redeemed in whole or in part is registered on the Register at the close of business on the 15th day preceding that mailing, at the address then appearing therein; provided that failure to receive notice by mailing, or any defect in that notice, as to any Obligation shall not affect the validity of the proceedings for the redemption of any other Obligation. If Obligations or portions of Obligations are duly called for redemption and if on the redemption date moneys for the redemption of all the Obligations or portions of Obligations to be redeemed, together with interest to the redemption date, are held in the Debt Service Fund or in an applicable Debt Service Reserve Account or by the Trustee or Paying Agents so as to be available therefor, then from and after that redemption date those Obligations or portions of Obligations shall cease to bear interest and no longer shall be considered to be outstanding.

(e) Payment. Except as may be provided in any Series Resolution or Supplemental Trust Agreement, Debt Service Charges shall be payable as follows:

(i) the principal of and any premium on any Obligation shall be payable when due to a Holder upon presentation and surrender of such Obligation at the office of the Trustee or at the office of any Paying Agent designated for the purpose pursuant to the Trust Agreement.

(ii) interest on any Obligation due on each Interest Payment Date shall be payable by check or draft which the Trustee shall cause to be mailed to the Person in whose name the Obligation (or one or more Predecessor Obligations) is registered on the Register at the close of business on the Regular Record Date applicable to that Interest Payment Date at the address appearing therein. If and to any extent, however, that the University shall make neither payment nor provision for payment of interest on any Obligation on any Interest Payment Date, that interest shall cease to be payable to the Person who was the Holder of that Obligation (or of one or more Predecessor Obligations) as of the applicable Regular Record Date but shall be payable as hereafter provided. Except as provided in subparagraph (iii) below, when moneys become available for payment of the interest, the Trustee shall, pursuant to the Original Trust Agreement, establish a Special Record Date for the payment of that interest which shall be not more than 15 nor fewer than 10 days prior to the date of the proposed payment, and the Trustee shall cause notice of the proposed payment and of the Special Record Date to be mailed to each person in whose name the Obligation is registered on a date not fewer than 10 days prior to the Special Record Date, at the address which then appears on the Register, and, thereafter, the interest shall be payable to the Person in whose name the Obligation (or a Predecessor Obligation is registered) at the close of business on the Special Record Date; and

(iii) if a person ("Third Person") other than the University (including, without limitation, a Financial Institution) should pay to the Trustee, Paying Agent or Holder, pursuant to an agreement with the University or the applicable Original Purchaser, an amount of money to be used to pay directly or indirectly to the Holders of specified Obligations an amount equal to Debt Service Charges then payable and such agreement contemplates that in exchange for that payment the Third Person will acquire from the Holder that Holder's rights to the payment of the amount of Debt Service Charges then due, then the Third Person upon that payment shall become the owner of the Debt Service Charges contemplated to be acquired by such payment



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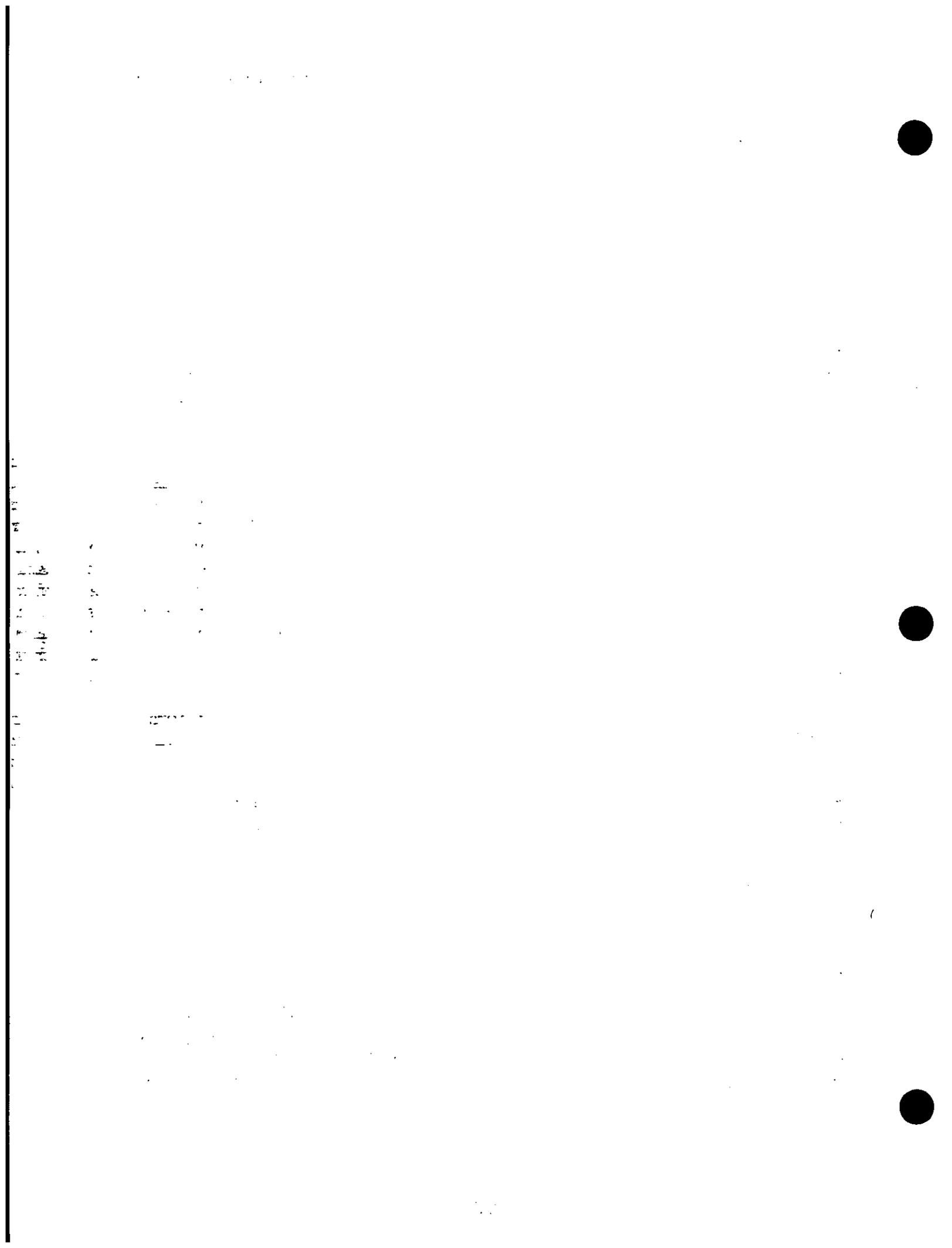
notwithstanding any other provision of the Trust Agreement. The Trustee or Paying Agent shall pay any money so received from the Third Person to those Holders as if it were the payment of the Debt Service Charges then due, and the Trustee, Paying Agent or the Holder, whichever shall first receive that payment, shall deliver to the Third Person (1) in the case of interest on the Obligations, an acknowledgment of the Third Person's ownership of interest to be paid on the Obligations specifying the amount of interest owed, the period represented by that interest and the numbers of the Obligations on which that interest is owed, and (2) in the case of principal of or premium on the Obligations, either the Obligations themselves assigned to the Third Person or new Obligations in exchange for the Predecessor Obligations naming the Third Person as the Holder. Whenever moneys become available for the payment of interest then overdue, the Third Person shall be treated as to the interest which is the subject of the acknowledgment as if the Third Person had been the Holder of the Obligations on which that interest is payable on the applicable Special Record Date.

Notwithstanding any provision of this Resolution, the Trust Agreement or any Obligation to the contrary, with the approval of the University the Trustee may enter into an agreement with any Holder providing for making all payments to that Holder of principal of and interest and any premium on that Obligation or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds, other than as provided above, in the Trust Agreement and in the Obligation, without prior presentation or surrender of the Obligation, upon any conditions which shall be satisfactory to the Trustee and the University. That payment in any event shall be made to the person in whose name a Obligation is registered on the Register on the date that principal and premium is due, or, with respect to the payment of interest, as of the applicable Regular Record Date or Special Record Date or other date agreed upon as the case may be. The Trustee will furnish a copy of each of those agreements, certified to be correct by an officer of the Trustee, to other Authenticating Agents and the Paying Agents for that series of Obligations, and to the University. Any payment of principal, premium or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, the Trust Agreement.

Section 6. Allocation of Obligation Proceeds. The proceeds from the sale of Obligations shall be allocated to purposes for which the Obligations are issued, and deposited and credited for those purposes, as provided in the applicable Series Resolution.

Section 7. Debt Service Fund; Accounts Therein. There is hereby created by the University and ordered maintained as a separate deposit account (except when invested as hereinafter provided) in the custody of the Trustee a Debt Service Fund (the "Debt Service Fund") which Fund and the accounts therein are hereby pledged to the payment of Debt Service Charges and any obligation of the University to Financial Institutions to the extent and except as provided in the applicable Bond Proceedings.

The following accounts shall be established and maintained (or authorized) in the Debt Service Fund or otherwise for the purposes of and pledged to the payment of Debt Service Charges in the manner provided in the sections of this Resolution referred to, but subject to other applicable provisions of the Trust Agreement:



<u>Account</u>	<u>Section References</u>
Debt Service Account	Sections 8 and 13
Bond Redemption and Purchase Account (optional)	Section 11
Special Subaccounts	Section 12
Debt Service Reserve Accounts (optional)	Sections 9 and 13

Section 8. Debt Service Account. The Debt Service Account in the Debt Service Fund is hereby pledged to and shall be used solely for the payment of Debt Service Charges as they fall due at maturity or by operation of redemption requirements pursuant to mandatory sinking fund requirements, or for the payment of any amounts due to a Financial Institution in reimbursement for amounts provided under a Credit Support Instrument, except as excess amounts in the Debt Service Account may be transferred or applied pursuant to this Section.

Without necessity for any further order of the University, not more than five days and not less than one day prior to a date when Debt Service Charges are due and payable the Trustee shall transmit from moneys in the Debt Service Account to any other Paying Agents, as appropriate, amounts sufficient to meet payments to be made by them of Debt Service Charges then due and payable; provided, however, that in the case of Debt Service Charges for a series of Bonds secured by a Credit Support Instrument and to the extent provided in Supplemental Trust Agreements, transfers to Paying Agents may be made no later than the date when such Debt Service Charges are due. To the extent that the amount needed by a Paying Agent to meet payments of Debt Service Charges to be made by it is not sufficiently predictable, the Trustee may make credit arrangements the Trustee considers necessary with that Paying Agent so as to permit such payments to be timely made.

Any amounts in the Debt Service Account in excess of the aggregate of the amounts, payable from that Account, (i) of Debt Service Charges theretofore due but not yet paid, (ii) of Debt Service Charges to become due in the following 12 month period, (iii) due to a Financial Institution in reimbursement for amounts provided under a Credit Support Instrument and (iv) of capitalized interest to be paid (to the extent not included in (ii) above) may be transferred upon order of the University to the credit of a Debt Service Reserve Account in which the Required Reserve does not exist or, if all Required Reserves exist in all Debt Service Reserve Accounts, may be applied to any payments to be made therefrom pursuant to Series Resolutions or if all such payments have been made, may be transferred as directed by the University.

Section 9. Debt Service Reserve Accounts. If and to the extent provided for in any Series Resolution, the University may create for purposes of maintaining a Required Reserve a Debt Service Reserve Account, with an appropriate designation, applicable to the Obligations referred to in that Series Resolution (which may include Obligations of any prior or future series, in addition to the Obligations authorized by that Series Resolution) as the Obligations to which that Debt Service Reserve Account pertains; that Debt Service Reserve Account shall, as provided in the Series Resolution, be established as an account in the Debt Service Fund in the custody of the Trustee. Any Debt Service Reserve Account is a trust fund and is hereby pledged to and shall be used, as provided in the Trust Agreement and the applicable Series Resolution,

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solely for the payment of Debt Service Charges on the Obligations to which that Account pertains or for the payment of any amounts due as reimbursement for amounts provided under a Credit Support Instrument to a Financial Institution providing a Credit Support Instrument in connection with the Obligations to which that Debt Service Reserve Account pertains pursuant to this Section.

Except as may be provided in the applicable Series Resolution, in the case of Obligations to which a Debt Service Reserve Account pertains, if by 10:00 a.m. (Ohio time) of the day upon which Debt Service Charges on those Obligations fall due, the amount in the Debt Service Account (after taking into account any amounts provided pursuant to a Credit Support Instrument) is insufficient to pay the Debt Service Charges to be paid therefrom on that date, the Trustee, without necessity for any further order of the University or other agency or officer thereof, shall immediately transfer to the Paying Agents for those Obligations from that Debt Service Reserve Account an amount sufficient to make up that insufficiency in the Debt Service Account allocable to those Obligations, by a pro rata allocation of amounts then in the Debt Service Account to amounts that should have been deposited to that Account by that date with respect to various series of Obligations. Except as may be provided in the applicable Series Resolution, if by 10:30 a.m. (Ohio time) of the day upon which amounts are due to a Financial Institution in reimbursement for amounts provided under a Credit Support Instrument, the amount in the Debt Service Account (other than from any amounts provided under a Credit Support Instrument) is insufficient to pay such amounts to such Financial Institution on that date, the Trustee, without necessity for any further order of the University or any agency or officer thereof, shall make available for such reimbursement any amounts in the Debt Service Reserve Account for the series of Obligations to which the Credit Support Instrument applies necessary to make up that insufficiency. The amount so transferred shall be applied only to the payment of Debt Service Charges on the Obligations to which that Debt Service Reserve Account pertains or for the payment of any amounts due as reimbursement of draws under a Credit Support Instrument to a Financial Institution providing a Credit Support Instrument in connection with the Obligations to which that Debt Service Reserve Account pertains.

Subject to the foregoing, and if all Debt Service Charges due on the Obligations secured by such Debt Service Reserve Account and all amounts due to any Financial Institution providing a Credit Support Instrument in connection with such Obligations have been paid, any amount in a Debt Service Reserve Account in excess of the Required Reserve may be transferred and credited, upon order of the University, to (1) another Debt Service Reserve Account or to a Bond Redemption and Purchase Account for the purposes of those Accounts or (2) the Debt Service Account for the payment of Debt Service Charges on the next succeeding Interest Payment Dates. That excess amount shall be determined by calculating the Required Reserve with reference to the applicable outstanding Obligations only, which outstanding Obligations shall exclude any outstanding Obligations for the payment, redemption or purchase of which that excess amount is being transferred.

Section 10. Facilities Fund. There is hereby created and ordered maintained as a separate deposit account the Facilities Fund which Fund is to be used for the purposes hereinafter described. The Facilities Fund, and any account therein, shall be held and disbursed as provided in any Series Resolution. There shall be deposited into the Facilities Fund (a) the proceeds of the

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Obligations in accordance with the applicable Series Resolution and (b) any gift, grant, appropriation or donation delivered to the Fiscal Officer with specific instructions for deposit into the Facilities Fund. Separate accounts and subaccounts may be established within the Facilities Fund as the University may determine.

Moneys in the Facilities Fund shall be applied and disbursed for the payment or reimbursement of the Costs of University Facilities, and shall be invested and reinvested in accordance with law and in accordance with procedures therefor established by the University. Any moneys in the Facilities Fund may be rebated or to be used as an amount in lieu of or in addition to any rebate amount to be paid to the federal government to maintain the exclusion from gross income for federal income tax purposes of interest on the Obligations pursuant to Section 148(f) of the Code.

Section 11. Bond Redemption and Purchase Account. If and to the extent provided for in any Series Resolution, the University may create a Bond Redemption and Purchase Account, with an appropriate designation. There shall be deposited in the Debt Service Fund and credited to the Bond Redemption and Purchase Account: (i) unless otherwise provided in the applicable Series Resolution or other resolution of the Board, that portion of the proceeds of refunding Obligations, as provided in that Series Resolution or other resolution of the Board authorizing their issuance, allocated to the payment of the principal or purchase price of and interest and any redemption premium on the Obligations to be refunded or retired through the issuance of those refunding Obligations, and any other amounts made available for the purposes of the Bond Redemption and Purchase Account; and (ii) any amounts to be transferred to the Bond Redemption and Purchase Account by resolution of the Board pursuant to this Resolution from the Debt Service Account or a Debt Service Reserve Account. Unless otherwise provided in the applicable Series Resolution, amounts for the redemption of Obligations in accordance with the mandatory sinking fund requirements or related mandatory redemption requirements of that Series Resolution shall not be credited to the Bond Redemption and Purchase Account, but shall be credited to the Debt Service Account.

Any amounts credited to the Bond Redemption and Purchase Account may be committed by Series Resolution or other resolution of the Board for the retirement of and Debt Service Charges on only specified Obligations, and so long as so committed shall be used solely for that purpose either directly or through transfer to the credit of the Debt Service Account. Unless otherwise provided in the applicable Series Resolution or other resolution of the Board, the Fiscal Officer may by order cause moneys credited to the Bond Redemption and Purchase Account to be used to purchase any Obligations for cancellation and to redeem any Obligations in accordance with the redemption provisions of this Resolution and of the applicable Series Resolution. From moneys credited to the Bond Redemption and Purchase Account the Trustee shall transmit or otherwise disburse such amounts at such times as are required for the redemption or purchase for cancellation of Obligations, and for payment of Debt Service Charges thereon, in accordance with the applicable Series Resolution or other resolution of the Board to facilitate payment of amounts due to be paid to the United States.

Section 12. Special Subaccounts; Rebate Fund. If and to the extent provided for in any Series Resolution, the University may, pursuant to that Series Resolution, create special



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subaccounts in the Debt Service Account, a Debt Service Reserve Account and any other account in the Debt Service Fund with reference to the Obligations authorized by that Series Resolution, and make special provisions, among others, for any proceeds of those Obligations allocated by the Series Resolution to capitalized interest or to funding the Required Reserve for those Obligations, and for any General Receipts (other than income from the investment of Special Funds and any other General Receipts pledged to all Obligations) pledged exclusively to those Obligations by the applicable Supplemental Trust Agreement, to be deposited to the credit of such special subaccounts, and for the holding, investing and disposition of any moneys credited to those subaccounts in accordance with that Series Resolution and for the primary or exclusive benefit of the Obligations authorized by or referred to in that Series Resolution. If moneys credited to such subaccounts and income from the investment of those moneys are so restricted, then the amounts credited to such subaccounts and to be derived from those investments, to the extent so restricted, shall not be deemed to be available for Debt Service Charges on other Obligations in determining the sufficiency of the Debt Service Account or any Debt Service Reserve Account applicable to those other Obligations under the provisions of this Resolution and the applicable Series Resolutions. A rebate fund which shall not be part of General Receipts may also be created under a Series Resolution to facilitate payment of amounts due to be paid to the United States.

Section 13. Deposits to Debt Service Fund and Credits to Debt Service Account and Debt Service Reserve Accounts.

(a) From Obligation Proceeds. Except as otherwise provided by the applicable Series Resolution, amounts from the proceeds of sale of Obligations (i) representing accrued interest and any capitalized interest shall be deposited in the Debt Service Fund to the credit of the Debt Service Account, and (ii) representing the full or partial funding of a Debt Service Reserve Account shall be deposited to the credit of that Account.

(b) From General Receipts. Not later than five Business Days prior to any date upon which any principal, interest or redemption premium on the Obligations falls due, the University shall pay over to the Trustee from the General Receipts amounts required to be paid to the Debt Service Account and the Debt Service Reserve Account, as follows:

(1) To the credit of the Debt Service Account, such amount as will, together with other moneys therein available therefor, be sufficient to pay such principal, interest and redemption premium, if any, on the Obligations as is due upon such date and payable from the Debt Service Account, including any mandatory sinking fund requirements; and

(2) To the credit of the Debt Service Reserve Account the respective amounts, if any, required at such time to be paid thereto in accordance with the Series Resolutions.

(c) From Other Sources. Any moneys from grants, gifts, donations and pledges, and the receipts therefrom, received by the University for the purposes of the Debt Service Account or Debt Service Reserve Account, and any other moneys transferred or allocated to or received for the purposes of those Accounts shall, subject to any restrictions pertaining thereto, be credited to the Debt Service Account and the applicable Debt Service Reserve Account or subaccounts therein in accordance with any governing provisions or restrictions pertaining to those moneys,

and in the absence of such provisions or restrictions shall be credited to those Accounts in amounts which first meet the purposes of the Debt Service Account for the next succeeding 12 month period and then provide for the establishment and maintenance of any Required Reserve in the Debt Service Reserve Account.

Any other receipts of the University which are hereafter authorized by law to be, and are by a Supplemental Trust Agreement, included in General Receipts pledged to the payment of Debt Service Charges, shall be deposited and credited as in subparagraph (b) above.

Section 14. Investment of Certain Funds. Moneys in the Debt Service Fund may be invested and reinvested by the Trustee, at the written direction or oral direction, confirmed in writing, of the University, in any Eligible Investments, except to the extent such investments may be further authorized with respect to individual Funds or Accounts therein by Supplemental Trust Agreements. Moneys in the Facilities Fund shall be invested in accordance with law. Investments of moneys credited to those Funds shall mature or be redeemable at the option of the holder at the times and in the amounts necessary to provide moneys to meet the payments required to be made from those Funds and, in particular, with respect to the Debt Service Fund, to meet the payment of Debt Service Charges as they fall due. Subject to any orders of the Fiscal Officer with respect thereto investments in funds held by the Trustee may be sold from time to time and the proceeds therefrom reinvested in Eligible Investments as the Fiscal Officer may determine. The Trustee shall sell or redeem investments as the Fiscal Officer may select to produce sufficient moneys at the times required as stated above. An investment made from moneys credited to a Fund or an Account in that Fund shall constitute part of that Fund or Account and that Fund or Account shall be credited with all income from that investment and charged with and loss resulting from the liquidation of that investment.

For purposes of determining the adequacy of amounts in the Debt Service Account or Debt Service Reserve Account and any excess amount in any other Accounts, an investment shall be valued, on a semi-annual basis (or more frequently as the University shall determine), at the lesser of face or at market value.

Section 15. Additional Covenants and Agreements. In addition to the covenants elsewhere contained in this Resolution and the Trust Agreement, the University further covenants, as authorized by the Act, as follows:

(a) Payment. The University will, from the sources provided in the Trust Agreement, pay or cause to be paid the Debt Service Charges and any obligations of the University to Financial Institutions on the dates, at the places and in the manner provided in this Resolution, the applicable Series Resolution, and in the Bonds, according to the true intent and meaning thereof.

(b) Maintenance of Pledge. The University will not make any pledge or assignment of or create or suffer any lien or encumbrance upon the Debt Service Fund or General Receipts prior to or on a parity with the pledge thereof hereunder, except for any such pledge, assignment, lien or encumbrance relating to Superior Obligations, or as authorized or permitted hereunder, and, in the case of a Debt Service Reserve Account, in the applicable Series Resolution.

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The University shall have the right to incur obligations other than pursuant to this Resolution and the Trust Agreement provided that any such obligations are Subordinated Obligations.

(c) General Covenant. So long as any Obligations are outstanding under the Trust Agreement, the University covenants and agrees that it will include in its budget for each Fiscal Year the amount required to be paid to the Debt Service Fund during such Fiscal Year, and that it will, to the extent permitted by law, fix, make, adjust and collect such fees, rates, rentals, charges and other items of General Receipts in each Fiscal Year so that there shall inure to the University General Receipts sufficient (i) to pay Debt Service Charges then due or to become due in such Fiscal Year, (ii) to pay any other amounts, costs and expenses payable under the Trust Agreement, and (iii) to pay all other costs and expenses necessary for the proper maintenance and successful and continuous operation of the University. The University shall from time to time determine, and reflect in such budgets, the amounts from respective sources of General Receipts to be applied to meet such payments, in such manner that the amounts from such sources, in aggregate, will at all times be sufficient in amounts and times of collection to meet all payments required to be made into the Debt Service Fund.

(d) Observance of Covenants. The University will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions contained in this General Resolution and the Trust Agreement, the Series Resolutions and the Obligations executed, authenticated and delivered under the Trust Agreement, and in all other Bond Proceedings.

(e) Extent of Duties; Enforcement by Mandamus. Each provision of the Bond Proceedings is binding upon the person or body as may from time to time have the authority under or be required by law to take such actions as may be necessary to perform all or any part of the duty required by that provision. Each duty of the University and the Board and their members, officers and employees undertaken or required pursuant to the Bond Proceedings or any related agreement made under authority of the Act and in every related agreement made with the University (including, without limitation, any agreements with Financial Institutions), is established as a duty of the University, the Board and each such officer, member or employee having authority to perform such duty, specifically enjoined by law resulting from an office, trust or station within the meaning of Section 2731.01 of the Ohio Revised Code providing for enforcement by writ of mandamus.

(f) Accounts and Reports. The University shall keep proper books of record and account in accordance with generally accepted accounting principles. The University shall annually, within 180 days after the close of each Fiscal Year, file with the Trustee, a copy of an annual report for such Fiscal Year, accompanied by a report, opinion or certificate of certified public accountants or certified municipal accountants of the University, setting forth financial statements which present fairly the financial position of the University as of the end of the preceding Fiscal Year and the results of the operations and the changes in the financial position of the University for the Fiscal Year then ended, all in conformity with generally accepted accounting principles applied (except as noted in such report, opinion or certificate) on a basis consistent with the prior Fiscal Year. If such report, opinion or certificate of certified public accountants or certified municipal accountants is not then available, the University shall

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nevertheless file its financial statements with the Trustee within the time limit set forth above, and shall file such report, opinion or certificate with the Trustee as soon as possible after such report, opinion or certificate becomes available.

(g) Further Assurances. The University will at any and all times issue, make, do, execute and deliver such further resolutions, acts, instruments and assurances as may be necessary or desirable to carry out the purposes of this Resolution and the Trust Agreement.

(h) Waiver of Laws. To the extent permitted by law, the University hereby covenants and agrees that it will not at any time insist upon or plead in any manner whatsoever, or claim or take the benefit or advantage of, any stay or extension law at any time in force which may affect the covenants and agreements contained in this Resolution, the Trust Agreement or in a Series Resolution or in the Bonds, and all benefit or advantage of any such law is expressly waived by the University.

(i) Additional Superior Obligations. No additional Superior Obligations (other than bond anticipation notes issued to renew notes outstanding on the date of delivery of the Original Trust Agreement) shall be initially issued unless at the time of authentication of those Superior Obligations the General Receipts of the University for the most recently completed Fiscal Year are at least 1.25 times the sum of (i) the Maximum Superior Obligations Annual Debt Service on all Superior Obligations outstanding and to be outstanding after the issuance of the Superior Obligations then under consideration, plus (ii) the Maximum Annual Debt Service on all outstanding Obligations. Compliance with this covenant shall be established by a certificate of the Fiscal Officer to such effect.

Section 16. Original Trust Agreement, Incorporation of Trust Agreement and Application to General Bond Resolution. In order to better secure the payment of Debt Service Charges and any obligations of the University to Financial Institutions as the same shall become due and payable, the President of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, shall execute and acknowledge, and deliver in the name and on behalf of the University, an Original Trust Agreement containing provisions authorized and permitted by the Act, in substantially the form submitted to the University and hereby approved with such changes therein not substantially adverse to the University as may be permitted by the Act and this Resolution and approved by the officer(s) executing the same on behalf of the University. The approval of those changes by such officer(s), and that the changes are not substantially adverse to the University shall be conclusively evidenced by the execution of the Original Trust Agreement by such officer(s).

This General Bond Resolution shall constitute part of the Original Trust Agreement for all purposes, including, without limitation, application to this General Bonds Resolution of the provisions contained in the Original Trust Agreement for amendment, modification, supplementation and separability. The execution and delivery of the Original Trust Agreement by the President of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, shall constitute certification and conclusive evidence that this General Bond Resolution as set forth in the Original Trust Agreement is a true and exact

copy of the General Bond Resolution as adopted by the Board and in effect at the time of execution and delivery of the Original Trust Agreement.

Section 17. General. The appropriate officers and employees of the University and the Board shall do all things necessary or proper to implement and carry out the orders and agreements set forth in or approved in this Resolution for the proper fulfillment of the purposes thereof.

Section 18. Open Meetings Determination. It is found and determined that all formal actions of the Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Board, and that all deliberations of the Board and of any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 19. Effective Date. This Resolution shall take effect and be in force immediately upon its adoption.

Adopted: December ____, 2000.

Committee Chairman Browning presented and Mr. Grover moved approval of the resolution. Mr. DeLawder seconded the motion. All voted aye with the exception of Mr. Walter who abstained.

RESOLUTION NO. 2000 - 1745

PROVIDING FOR THE AUTHORIZATION, ISSUANCE AND
SALE OF NOT TO EXCEED \$8,700,000 GENERAL RECEIPTS
BOND ANTICIPATION NOTES OF THE PRESIDENT AND
TRUSTEES OF THE OHIO UNIVERSITY

WHEREAS, by authority of Sections 3345.11 and 3345.12 of the Ohio Revised Code (the "Act"), the President and Trustees of the Ohio University (hereinafter called the "University"), a state university of Ohio created and existing under Chapter 3337 of the Ohio Revised Code, is authorized to acquire and construct "facilities", as therein defined, to issue its obligations to pay all or part of the costs of such facilities or to reimburse itself for such costs which it has paid from its own funds, and to refund obligations previously issued, in accordance with the applicable provisions of Section 3345.12 of the Act, and to secure said obligations by a pledge of and lien on all or such part of the "available receipts" of the University (as defined in such section) as may be provided for in the proceedings authorizing such obligations, excluding moneys raised by taxation and state appropriations; and

WHEREAS, the University, pursuant to Section 3345.12 of the Act and a General Bond Resolution adopted by this Board of Trustees (hereinafter called the "Board") on April 14, 1972, entered into a Trust Agreement (the "Indenture") dated as of June 1, 1972 (of which a resolution of the Board known as the "General Bond Resolution" constitutes a part), providing for the issuance from time to time of General Receipts Bonds of the University and pledging such available receipts as security for such bonds; and

WHEREAS, the University has previously issued general receipts bond anticipation notes in the principal amount of \$6,800,000 (the "Prior Notes") for the purpose of acquiring administrative information management systems including expenses necessary or incident to such acquisition of these systems and the placing of them in use and operation, and costs of issuance of such notes (collectively, the "Project"), which notes were issued in anticipation of the issuance of General Receipts Bonds of the University under and pursuant to Section 3345.12 of the Act and Resolution No. 1999-1682, adopted by the Board on December 3, 1999; and

WHEREAS, it is necessary and desirable to refund the Prior Notes in the principal amount of \$6,800,000 and issue additional general receipts bond anticipation notes in a principal amount not to exceed \$1,900,000 for the purpose of paying costs of the Project, which notes shall be issued pursuant to Section 3345.12 of the Act in anticipation of the issuance of General Receipts Bonds of the University under the Indenture and the General Bond Resolution, and which such bond anticipation notes are to be secured as hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE PRESIDENT AND TRUSTEES OF THE OHIO UNIVERSITY, AS FOLLOWS:

SECTION 1. In order to obtain funds for the purpose of refunding the Prior Notes and paying costs of the Project, the Board hereby determines that it is necessary and in the best interests of the University to issue notes in anticipation of the issuance of General Receipts Bonds of the University in a principal amount not to exceed \$8,700,000 (herein the "Notes") pursuant to the laws of the State of Ohio, and particularly the Act; and that the Project will constitute "auxiliary facilities" or "education facilities" as defined in the Act.

The Notes shall (i) be issued in a principal amount not to exceed \$8,700,000 in one or more series; (ii) be of the denominations, dated and numbered; (iii) bear interest at a rate or rates not exceeding six per cent (6%) per annum, based on a 360-day year comprised of twelve 30-day months, payable at maturity; and (iv) mature on a date not exceeding one year from the date of issuance; all as determined by the Vice President for Finance and Treasurer of the University (herein the "Treasurer"). The Notes may be subject to call for redemption prior to maturity, upon such terms as the Treasurer may determine. The principal of and interest on the Notes shall be payable upon presentation at maturity in lawful money of the United States of America at the office of the Treasurer or at such bank or trust company as may be designated by the Treasurer (herein the "Paying Agent"). The Notes may be issued in bearer or fully registered form, without coupons, as determined by the Treasurer, and the Paying Agent shall serve as Note registrar and transfer agent for any Notes issued as registered obligations. If the Notes are issued in registered form, principal and interest shall be paid only to the registered owner thereof as shown on the Note registration records maintained by the Paying Agent on behalf of the University.

Notes issued in registered form shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the principal office of the Paying Agent upon presentation and surrender thereof to the Paying Agent. The University and the Paying Agent shall not be required to transfer any registered Note during the 15-day period preceding any interest payment date or preceding any selection of Notes to be redeemed, or after such Note has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent. Upon such transfer, a new Note or Notes of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor. The University and the Paying Agent may deem and treat the registered holders of registered Notes as the absolute owners thereof for all purposes, and neither the University nor the Paying Agent shall be affected by any notice to the contrary.

SECTION 2. The Notes shall bear such designation to distinguish them from other obligations of the University as shall be made by the Treasurer, shall be negotiable instruments and shall express upon their face the purpose for which they are issued and that they are issued pursuant to general laws of Ohio, particularly the Act, and to this Resolution. The Notes shall bear the manual or facsimile signatures of the Chairman of the Board or the President of the University and the Treasurer and may bear the official seal of the University or a facsimile thereof, and shall bear the manual authenticating signature of the Paying Agent or an authorized representative of the Paying Agent.



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SECTION 3. The Notes shall be awarded and sold to Banc One Capital Markets, Inc., Columbus, Ohio (the "Original Purchaser"), at a price determined by the Treasurer provided that such price shall be not less than 100% of the principal amount thereof, plus accrued interest on the aggregate principal amount of the Notes from their date to the date of delivery to and payment by the Original Purchaser, all in accordance with, and subject to the terms and conditions of, the Original Purchaser's proposal contained in the hereinafter-described note purchase agreement. The determinations and designations to be made by the Treasurer pursuant to this Resolution and such award and sale shall be evidenced by the execution of a certificate of award (the "Certificate of Award") by the Treasurer setting forth such award and sale, the other matters to be set forth therein referred to in this Resolution, and such other matters as the Treasurer determines are consistent with this Resolution, including without limitation, restrictions on the issuance of additional notes on a parity with the Notes and requirements for payments into the Note Payment Fund. That the matters contained in the Certificate of Award are consistent with this Resolution shall be conclusively evidenced by the execution of the Certificate of Award by such officer.

The Treasurer is hereby further authorized and directed to execute and deliver, in the name and on behalf of the University, a note purchase agreement with the Original Purchaser upon such terms as approved by such officer not inconsistent with this Resolution, and not substantially adverse to the University. The approval of such officer, and that such note purchase agreement is consistent with this Resolution and not substantially adverse to the University, shall be conclusively evidenced by the execution of such note purchase agreement by such officer. The Treasurer is hereby authorized to make arrangements with Peck, Shaffer & Williams LLP to serve as bond counsel and underwriter's counsel for the Notes, and such firm is hereby appointed to serve in such capacities.

The Treasurer, and any other appropriate officers of the University, are each hereby separately authorized to make arrangements for the delivery of the Notes to, and payment therefor by, the Original Purchaser, to give all appropriate notices and certificates and to take all actions necessary to effect the due authorization, execution and delivery of the Notes pursuant to the provisions of the note purchase agreement. It is hereby determined that the price for and the terms of the Notes, and the sale thereof, all as provided in this Resolution, are in the best interest of the University and in compliance with all legal requirements.

SECTION 4. The proceeds from the sale of the Notes shall be deposited and allocated as follows:

- (a) \$6,800,000 shall be deposited in the Note Payment Fund created by the Prior Resolution and used, along with other moneys deposited by the University in the Note Payment Fund, to pay the principal of and interest on the Prior Notes at their maturity; and
- (b) the remainder of such proceeds shall be deposited in an appropriate fund or funds of the University, as determined by the Treasurer, and used to pay costs of the Project.

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Such proceeds shall be used for the purposes set forth above and for no other purpose. Pending such use, the proceeds of sale of the Notes may be invested in lawful University investments approved by the Treasurer. Any of such proceeds remaining after the completion of the Project shall be transferred to the Note Payment Fund and used to pay the principal of and interest on the Notes. Interest on such proceeds shall be deposited in such fund or account of the University as the Treasurer shall determine.

The Notes shall be payable from a special fund previously created in the custody of the University or the Paying Agent, as determined by the Treasurer (the "Note Payment Fund") which shall be used solely for the payment of the principal of and interest on the Notes. Moneys for the payment of the principal of and interest on the Notes, but only from the hereinafter-described sources, shall be deposited in the Note Payment Fund not later than the date on which payment the Notes is payable. Interest on such moneys shall be deposited in such fund or account of the University as the Treasurer shall determine.

SECTION 5. Principal of and interest on the Notes, together with the principal of and interest on any other notes that may currently be outstanding or that may hereafter be issued by the University on a parity therewith, shall be equally and ratably payable from and secured by a pledge of and a lien on, the "General Receipts" of the University as defined in Section 1 of the General Bond Resolution, but subject to the existing pledges thereof in favor of the University's General Receipts Bonds heretofore or hereafter issued pursuant to the General Bond Resolution and the Indenture. The principal of and interest on the Notes shall also be equally and ratably payable from, and secured by a pledge of and lien on, the moneys and investments in the Note Payment Fund and the proceeds of the sale of bonds or notes issued pursuant to the Act or other authorizing provisions of law to refund or retire the Notes which shall be deposited in the Note Payment Fund; provided that neither the State of Ohio, the University nor the Board shall be obligated to pay the principal of or interest on the Notes from any other funds or source, nor shall the Notes be a claim upon or lien against any property of the State of Ohio or any other property of or under the control of the University, and the Notes, as to both principal and interest, shall not be debts or bonded indebtedness of the State of Ohio, shall not constitute general obligations of the State of Ohio or the University, the full faith and credit thereof are not pledged thereto, and the owners of the Notes shall have no right to have any excises or taxes levied by the General Assembly of the State of Ohio for the payment of such principal or interest.

In consideration of the loan evidenced by the Notes, the University covenants and agrees that (i) it will use its best efforts to do all things necessary to effect the authorization, issuance and delivery, prior to the maturity of the Notes, of bonds or notes to refund or retire the Notes, pursuant to the Act, or other authorizing provisions of law, in such principal amount as shall be necessary together with other lawfully available funds, if any, to pay the principal of and interest on the Notes, (ii) it 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 or rates as shall be necessary in order to effect such sale, and (iii) it shall apply the proceeds of such bonds or notes to the extent necessary to make full payment of the principal of and interest on the Notes; such obligations are established as duties specifically enjoined by law upon the University and its officers, and resulting from their respective offices, trusts or stations within the meaning of Section 2731.01 of the Ohio Revised Code. In connection with the aforesaid covenant, it is the present intention of

the University that such bonds as may be issued to retire the Notes will be issued as "General Receipts Bonds" pursuant to the General Bond Resolution.

SECTION 6. The foregoing pledges in favor of the Notes shall be released upon the deposit by the University, in the Note Payment Fund, of cash or noncallable direct obligations of the United States of America, or a combination thereof (which United States government securities mature on or before the maturity date of the Notes) in an amount sufficient fully to discharge the principal and interest requirements of the Notes at and prior to maturity.

SECTION 7. In the event any of the Notes shall not be presented for payment when the principal thereof becomes due, if moneys for the purpose of paying, and sufficient to pay, such Note shall have been made available to the Paying Agent therefor, it shall be the duty of the Paying Agent to hold such moneys in trust, without liability to the University or the owner of the Note for interest thereon, for the benefit of such owner, who shall, subject to the provisions of this Section, thereafter be restricted exclusively to such moneys for any claim of whatever nature on his part under this Resolution or on, or with respect to, such Note. Any moneys which shall be so held by the Paying Agent, and which remain unclaimed by the owner of the Note not presented for payment, for a period of three years after the date on which such Note shall have become payable as provided above, shall, upon request in writing by the University, be paid to the University, and thereafter the owner of such note shall look only to the University for payment and then only to the amounts, or to the extent of amounts, so received by the University without any interest thereon, and the Paying Agent shall have no further responsibility with respect to such moneys.

The moneys paid to the University pursuant to this Section shall be credited by it to a special fund of the University, as a trust fund separate and apart from other funds of the University, to be maintained in an account or accounts with a bank or banks that are members of the Federal Deposit Insurance Corporation. The University shall keep a record of the amounts so deposited in said special fund, and moneys in such fund shall be applied to payment of principal of the Note or Notes with respect to which such money is transferred to the University. Moneys in such special fund unclaimed for fifteen years after such moneys are paid to the University shall become the absolute property of the University free from all claims of any kind.

SECTION 8. The Board hereby covenants, for and on behalf of the University, that the University will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Notes under Section 103(a) of the Internal Revenue Code of 1986 and regulations promulgated thereunder (the "Code"). Without limiting the generality of the foregoing, the University hereby covenants as follows:

(a) The University will not directly or indirectly use or permit the use of any proceeds of the Notes or any other funds of the University, or take or omit to take any action that would cause the Notes to be "arbitrage bonds" within the meaning of Sections 103(b)(2) and 148 of the Code. To that end, the University will comply with all requirements of Sections 103(b)(2) and 148 of the Code to the extent applicable to the Notes, including any expenditure requirement, investment limitations or rebate requirements. The Treasurer, or any other officer having responsibility with respect to the issuance of the Notes, is authorized and directed to give



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an appropriate certificate on behalf of the University, on the date of delivery of the Notes for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of such Sections 103(b)(2) and 148, and to execute and deliver on behalf of the University an IRS Form 8038G in connection with the issuance of the Notes.

Without limiting the generality of the foregoing, the University agrees that there shall be paid from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code. This covenant shall survive payment in full or defeasance of the Notes. The University specifically covenants to pay or cause to be paid to the United States at the times and in the amounts determined under such section.

Notwithstanding any provision of this sub-section (a), if the University shall obtain an opinion of nationally recognized bond counsel to the effect that any action required under this Section is no longer required, or to the effect that some further action is required, to maintain the exclusion from gross income of the interest on the Notes pursuant to Section 103(a) of the Code, the University may rely conclusively on such opinion in complying with the provisions hereof.

(b) So long as any of the Notes, or any obligations issued to refund the Notes, remain unpaid, the University will not operate or use, or permit the operation or use of, the Project or any part thereof in any trade or business carried on by any person within the meaning of the Code which would cause the Notes to be "private activity bonds" within the meaning of Section 141 of the Code.

SECTION 9. The Notes are hereby designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b)(3) of the Code. This Board finds and determines that the reasonable anticipated amount of qualified tax-exempt obligations (other than private activity bonds) which will be issued by the University during the calendar year in which the Notes are issued does not, and the Board hereby covenants that during such year, the amount of tax-exempt obligations issued by the University and designated as "qualified tax-exempt obligations" for such purpose will not, exceed \$10,000,000. The Treasurer and other appropriate officers, and any of them, are authorized to take such actions and give such certifications on behalf of the University with respect to the reasonably anticipated amount of tax-exempt obligations to be issued by the University during the calendar year in which the Notes are issued and with respect to such other matters as appropriate under Section 265(b)(3).

SECTION 10. For purposes of this Resolution, the following terms shall have the following meanings:

"Book entry form" or "book entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Notes may be transferred only through a book entry, and (ii) physical Note certificates in fully registered form are issued only to the Depository or its nominee as registered owner, with the Notes "immobilized" to the custody of the Depository, and the book entry maintained by others than the University is the record that identifies the owners of beneficial interests in those Notes and that principal and interest.



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“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Notes or principal and interest, and to effect transfers of Notes, in book entry form, and including and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

Upon a determination by the Treasurer, all or any portion of the Notes may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply to such Notes, notwithstanding any other provision of this Resolution. If and as long as a book entry system is utilized with respect to any of the Notes: (i) there shall be a single Note of each maturity; (ii) those Notes shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners of the Notes in book entry form shall have no right to receive Notes in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Notes in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the Board of Trustees. Debt service charges on the Notes in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in the University’s agreement with the Depository to the Depository or its authorized representative.

The Paying Agent may, with the approval of the Treasurer (if the Paying Agent is an entity other than the Treasurer), enter into an agreement with the beneficial owner or registered owner of any Note in the custody of a Depository providing for making all payments to that owner of principal and interest on that Note or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided in this Resolution, without prior presentation or surrender of the Note, upon any conditions which shall be satisfactory to the Paying Agent and to the officer executing the same. That payment in any event shall be made to the person who is the registered owner of that Note on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Paying Agent shall furnish a copy of each of those agreements, certified to be correct by the Paying Agent, to other paying agents for Notes and to the Treasurer (if the Paying Agent is an entity other than the Treasurer). Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for the purposes of, this Resolution.

The Treasurer is authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, a letter agreement with The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Notes to the Depository for use in a book entry system.

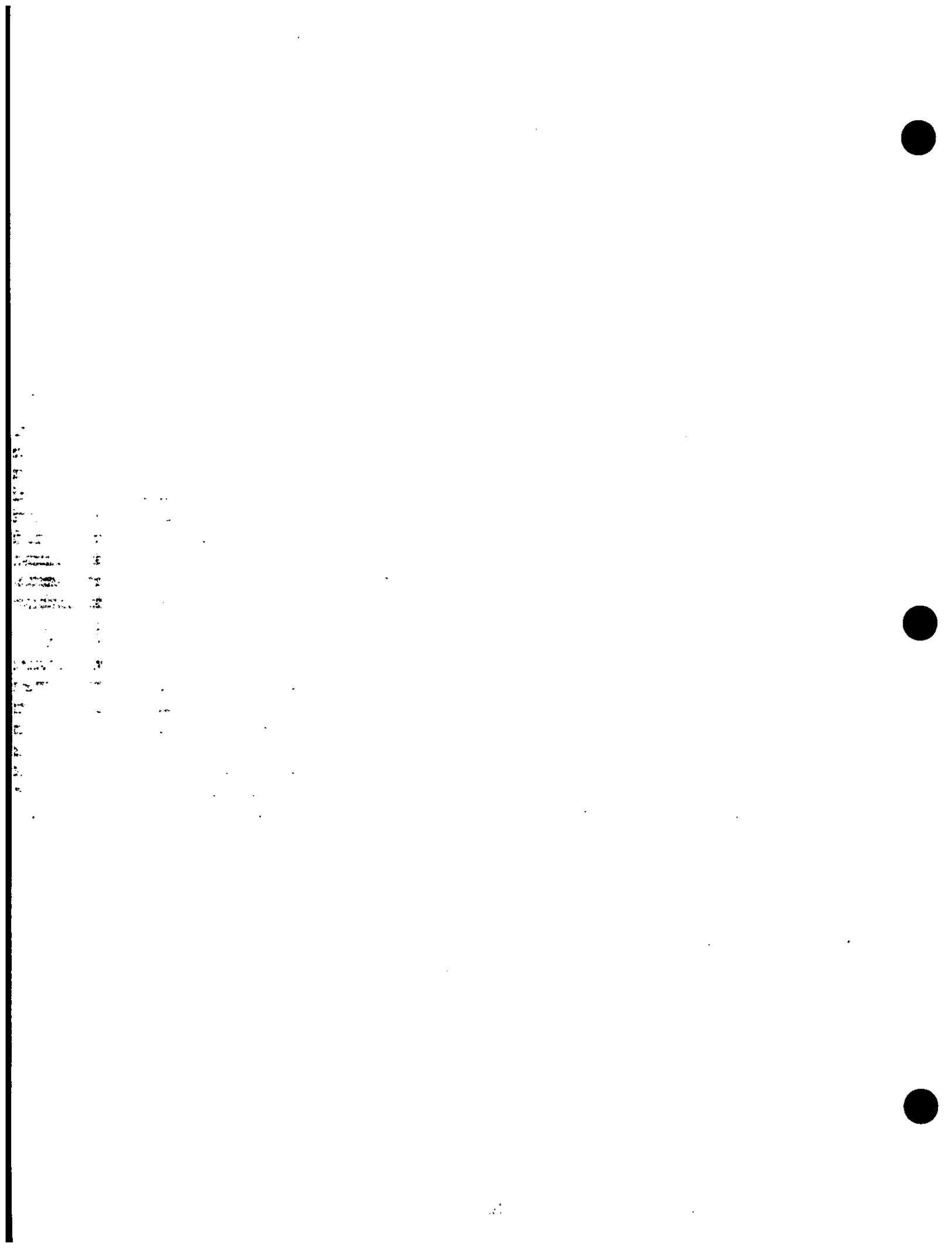
If any Depository determines not to continue to act as Depository for the Notes for use in a book entry system, the University and the Paying Agent may attempt to establish a securities depository/book entry relationship with another qualified Depository under this Resolution. If the University and the Paying Agent do not or are unable to do so, the University and the Paying Agent, after the Paying Agent has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Notes from the Depository and authenticate and deliver Note certificates in fully registered form to the assigns of the Depository of its nominee, all at the cost and expense (including costs of printing definitive Notes), if the event is not the result of action or inaction by the University or the Paying Agent; of those persons requesting such issuance.

SECTION 11. This Resolution and the pledges and covenants of the Board made herein shall constitute a contract between the University and the owners of the Notes, and no alteration or variation of any of the provisions of this Resolution, which shall have, in the opinion of the Treasurer, a material adverse affect on the then current holders of said Notes shall be made so long as any of said Notes remain outstanding and unpaid, except with the written consent of all of such owners.

SECTION 12. The officers of the University and of the Board are hereby authorized to take any and all action necessary or proper to comply with the terms of this Resolution and to effect timely delivery of the Notes, and to execute all necessary and appropriate certifications with respect to the Notes and the disposition of the proceeds of sale thereof.

SECTION 13. This Board hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

SECTION 14. The proper and appropriate officers of the Board and of the University, to the extent authorized by law, are hereby authorized to take such actions, and to execute and deliver appropriate closing certificates, and such other documents, certificates and statements, as may be required in connection with sale and delivery of the Notes. Without limiting the generality of the foregoing, the Treasurer and other appropriate officers of the University are hereby authorized to apply to the Ohio Board of Regents for any required approvals with respect to the Project or the Notes, and any such actions heretofore taken are hereby approved, ratified and confirmed.. Should all the Project or the Notes not receive such approvals by the time the Notes are sold, the Treasurer shall set forth in the Certificate of Award the portions of the Project and the amount of Notes that have received such approvals. Thereupon, the Notes shall be issued in a principal amount not exceeding the amount approved



by the Ohio Board of Regents and the Project shall include only the portions approved by the Ohio Board of Regents. In addition, the Treasurer is hereby authorized to enter into an agreement with the Paying Agent for its services if the Paying Agent is an entity other than the Treasurer.

SECTION 15. The Treasurer is hereby authorized to execute and deliver preliminary and final official statements on behalf of the University, in such forms as such officer may approve, and to deem such official statements to be "near final" and "final" for purposes of Securities and Exchange Commission Rule 15c2-12, if such officer determines that doing so is in the best interests of the University, such officer's execution thereof on behalf of the University to be conclusive evidence of such authorization, determination, approval and deeming, and copies thereof are hereby authorized to be prepared and furnished to the Original Purchaser for distribution to prospective purchasers of the Notes and other interested persons.

The Treasurer on behalf of the University is hereby authorized to execute and deliver a continuing disclosure certificate or agreement dated as set forth in the Certificate of Award (the "Continuing Disclosure Certificate") in connection with the issuance of the Notes in such form as such officer may approve. The University hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Notes; however, any holder or owner of the Notes may take such action as may be necessary and appropriate, including seeking specific performance, to cause the University to comply with its obligations under this paragraph and the Continuing Disclosure Certificate

The Treasurer on behalf of the University is hereby authorized to furnish such information, to execute such instruments and to take such other actions in cooperation with the Original Purchaser as may be reasonably requested to qualify the Notes for offer and sale under the Blue Sky or other securities laws and regulations and to determine their eligibility for investment under the laws and regulations of such states and other jurisdictions of the United States of America as may be designated by the Original Purchaser; provided however, that the University shall not be required to register as a dealer or broker in any such state or jurisdiction or become subject to the service of process in any jurisdiction in which the University is not now subject to such service.

SECTION 16. This Resolution shall take effect and be in force from and after its adoption.

Adopted: _____, 2000

Committee Chairman Browning presented and Mr. Walter moved approval of the resolution. Mr. DeLawder seconded the motion. The resolution was approved.

**1999-00 FY TREASURER'S AUDITED FINANCIAL STATEMENTS AND
FY AUDIT PURSUANT TO THE SINGLE AUDIT ACT
OF 1984 AND OBM CIRCULAR A-133**

RESOLUTION 2000 – 1746

WHEREAS, the Ohio University Board of Trustees has reviewed the fiscal year financial statements of the Treasurer and Vice President For Finance, and audit reports,

NOW, THEREFORE, BE IT RESOLVED, that the Ohio University Board of Trustees hereby accepts the Treasurer's Audited Financial Statements for fiscal year 1999-2000 ending June 30, 2000 and

BE IT FURTHER RESOLVED, that the board hereby accepts KPMG Peat Marwick LLP's Audit Report issued pursuant to OMB Circular A-133 for the fiscal year 1999-2000 ending June 30, 2000.

Committee Chairman Browning presented and Mr. Walter moved approval of the resolution. Mr. Grover seconded the motion. All agreed.

APPROVAL OF CONSTRUCTION DOCUMENTS BENTLEY HALL RENOVATION PROJECT

RESOLUTION 2000— 1747

WHEREAS, the 121st. and 123rd. General Assembly, Regular Session, has introduced and approved Substitute Senate Bill Number 245, and

WHEREAS, Substitute Senate Bill Number 245 included an appropriation in the amount of \$5,519,600.00 and House Bill Number 640 included an appropriation in the amount of \$6,564,450 for the Bentley Hall Renovation Project, and

WHEREAS, the balance of the project funding in the amount of \$8,403,220 will be available in 2003-20004 Biennium, Ohio University deems this project to be of sufficient institutional importance to provide a bridge loan in order to enter into contracts with the successful contractors for this project, and

WHEREAS, Ohio University in conjunction with the Department of Administrative Services, Division of Public Works, and Office of the State Architect did interview, select, and contract with the firm of Moody/Nolan Ltd. To provide consulting services for this project, and

WHEREAS, final plans and specifications have been prepared and are ready for advertisement for construction contracts on the Bentley Hall Project.

NOW, THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does hereby approve plans and specifications for the project.

BE IT FURTHER RESOLVED that the Ohio University Board of Trustees does hereby empower the President or his designee to receive bids for the work and the award construction contracts so long as the total bids received are within proposed funding for the Project.

BENTLEY2000.RES

INTEROFFICE MEMORANDUM

OHIO UNIVERSITY
FACILITIES PLANNING OFFICE
Building 19, The Ridges
Athens, Ohio 45701
TELEPHONE: (740) 593-2727
FAX: (740) 593-4081

John Kotowski 
Assistant V.P. For Facilities Planning
E-MAIL: kotowski@oak.cats.ohiou.edu

TO: Dr. Gary B. North, Vice President for Administration

DATE: November 27, 2000

SUBJECT: APPROVAL OF CONSTRUCTION DOCUMENTS FOR
THE BENTLEY HALL RENOVATION PROJECT

Substitute Senate Bill Number 245 makes available a capital appropriation for the planning and construction of the rehabilitation and expansion of Bentley Hall. The amount appropriated was \$5,519,600. The new biennium, 2001-2002, includes an appropriation of \$6,564,450 and the next biennium, 2003-2004 will have an appropriation of \$8,403,220. The final funding will need to be guaranteed with a University bridge loan. Since receiving the appropriation in July 1996 we have used \$800,000 to acquire the Delta Upsilon House to the South of the facility and \$50,000 to program the project and develop a strategy for moving forward. The outcome of the programming and pre-planning effort is a strategy that suggests the implementation of a two-phased approach to addressing the facilities needs. The first phase is the construction of an office building addition to the South and West of Bentley Hall and the second phase would be a classroom renovation of the existing building.

Bentley Hall presently contains 56,772 gross square feet of space. When this project is completed, the facility will be expanded to 110,308 gross square feet. With funds currently in place; we will plan this project, do demolition work to prepare the site and possibly make some minor improvements to the existing mechanical system until we can start the major renovation. The first phase, or office building addition, will be programmed to start construction in March 2001. Bentley Hall, when the addition and rehabilitation work is complete, will serve the Departments of History, Political Science,

Page Two
Dr. Gary B. North
November 27, 2000

Sociology/Anthropology and Economics and a part of the University's need for large classroom spaces.

Ohio University in conjunction with the Department of Administrative Services, Division of Public Works, and the Office of the State Architect and Engineer interviewed prospective consultants and as an outcome of the interviews, hired Moody/Nolan Ltd. To provide consulting services. The Board of Trustees approved the hiring process in April 1999.

I have enclosed a resolution for consideration by the Board of Trustees at their December 8, 2000 meeting that seeks authority to award construction contracts as long as the total bids received are within the proposed funding parameter. If I can be of further assistance or provide additional information regarding this matter, please let me know.

JKK/slw/BENTLEY2000.GBN

enclosure

pc: Dr. Sharon S. Brehm
Dr. Leslie A. Flemming
Mr. Richard Shultz

Committee Chairman Browning presented and Mr. DeLawder moved approval of the resolution. Mr. Grover seconded the motion. Approval was unanimous.

ELSON HALL REHABILITATION, PHASE II

RESOLUTION 2000 --- 1748

WHEREAS, the 122nd General Assembly, Regular Session, introduced and approved Amended Substitute House Bill Number 850, and

WHEREAS, the 123rd General Assembly, Regular Session, introduced and approved Substitute Senate Bill No. 245, and

WHEREAS, Amended Substitute House Bill Number 850 and Substitute Senate Bill No. 245 include funding totaling \$1,234,774.00 for the second phase of a project designed to completely rehabilitate Elson Hall on the Ohio University Zanesville Campus, and

WHEREAS, the Ohio University Board of Trustees did, at their regular meeting on June 30, 2000 approve the hiring of a consultant to prepare plans and specifications for the Project, and

WHEREAS, final plans and specifications have been prepared for advertisement on the rehabilitation of Elson Hall,

NOW, THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does approve construction documents for the Elson Hall Rehabilitation, Phase II Project.

BE IT FURTHER RESOLVED that the Ohio University Board of Trustees does hereby authorize the advertisement for and receipt of bids on the Elson Hall Project, and does empower the President or his designee to accept and award construction contracts provided total bids do not exceed available funds.

ELSN2000.RES

INTEROFFICE MEMORANDUM

OHIO UNIVERSITY
FACILITIES PLANNING OFFICE
Building 19, The Ridges
Athens, Ohio 45701
TELEPHONE: (740) 593-2727
FAX: (740) 593-4081

John Kotowski
Assistant V.P. For Facilities Planning
E-MAIL: kotowski@ohio.edu

TO: Dr. Gary B. North, Vice President for Administration

DATE: November 27, 2000

SUBJECT: APPROVAL OF PLANS AND SPECIFICATIONS AND
RECOMMENDATION OF CONTRACT AWARD FOR THE
ELSON HALL REHABILITATION, PHASE II PROJECT

Substitute Senate Bill No. 245 makes \$1,085,613.00 available to the University for the second phase of the Elson Hall Rehabilitation Project on the Ohio University Zanesville Campus. Appropriations in Amended Substitute House Bill 850 CAP 172 identified \$149,161.00 for the Elson Hall Rehabilitation Project. The total of these funds, \$1,234,774.00, will be used to complete Phase II of the Elson Hall Rehabilitation Project.

Phase II continues the renovation of the first floor of Elson Hall. This project includes new faculty offices as well as renovated classrooms and a dark room facility.

This project is ready for advertisement to seek construction bids. It is the goal of this office to begin construction in February of 2001. In order that I may proceed, I have enclosed a resolution for consideration by the Board of Trustees at their December 8, 2000 meeting which seeks approval of construction documents and provides authority to receive bids and recommend the award of contracts as long as total bids do not exceed available funding.

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Dr. Gary B. North
November 27, 2000

I will provide you with a set of construction documents early the week of December 4, 2000 for use at the board meeting. If I can be of further assistance or provide additional information regarding this matter, please let me know.

JKK/pwc/ELSN2002.GBN

pc: Dr. James Fonseca
Mr. Tim Miller
Dr. Charles Bird
Ms. Pamela W. Callahan

Committee Chairman Browning presented and Mr. Walter moved approval of the resolution. Mrs. Ong seconded the motion. All said aye. This supercedes Resolution 1999--1643, April 16, 1999, page 600, which pertains to the same subject matter.

**HIRING OF A CONSULTANT FOR THE
HUMAN RESOURCES OFFICE / TRAINING CENTER
TO BE LOCATED ON WEST UNION STREET
IN ATHENS, OHIO**

RESOLUTION 2000- 1749

WHEREAS, Ohio University has a need to develop training and professional development facilities to better prepare staff to meet the needs of their jobs and to help them grow professionally with the institution, and

WHEREAS, there is also a need to provide better facilities that are more accessible for employees of the University's Human Resources unit, and

WHEREAS, funding was identified from several sources to develop training and professional development facilities that were to be at the Ridges, and

WHEREAS, it has been determined that the Ridges site is probably not the best location for this type of facility and its need for accessibility to the general University population, and

WHEREAS, the Office of Facilities Planning and Construction would like to change the scope and location of the project, and at the same time utilize the services of the consultant team hired for the Ridges project,

NOW, THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does hereby empower the President or his designee to extend the contract of Robert S. Davis Ltd. as associate architect for the Human Resources Offices / Training Center Project.

BE IT FURTHER RESOLVED that the Ohio University Board of Trustees does hereby approve the change in project site, and authorize the preparation of plans and specifications for this work.

Hrtraining.res

INTEROFFICE MEMORANDUM

OHIO UNIVERSITY
FACILITIES PLANNING OFFICE
Building 19, The Ridges
Athens, Ohio 45701
TELEPHONE: (740) 593-2727
FAX: (740) 593-4081

John Kotowski
ASSISTANT VICE PRESIDENT FOR FACILITIES PLANNING
E-MAIL: kotowski@ohio.edu

TO: Dr. Gary B. North, V.P. For Administration

DATE: November 27, 2000

SUBJECT: APPROVAL OF HIRING A CONSULTANT FOR THE
HUMAN RESOURCES OFFICE/TRAINING CENTER

In April of 1999 approval was granted for the hiring of a consultant for the Conference/Training Center Project originally planned for Buildings 16 and 17 at the Ridges, and in December of 1999 approval of construction documents was granted. Prior to the receipt of bids, however, the University determined that the Ridges site did not provide adequate parking to support the project, and that short-term development of adequate parking was not feasible. Since that time, the project scope has been partially redefined. The component of the project providing training and conferencing spaces for Professional Development programs has been maintained. The offices of University Human Resources, currently housed in insufficient space in McKee House, are being added to this facility. Also, in order to address the need for parking adjacent to the facility, it is the desire of the University Facilities Planning and Construction Office to relocate this project to the former Athens Lumber Company site on West Union Street. When complete, the facility will contain office space for University Human Resources, as well as meeting rooms, training and testing spaces, computer laboratories, conference rooms, and offices to support the University's training programs and professional development activities. The facility will be a two-story structure with an area of 25,400 gross square feet. The anticipated cost of the project, including furnishings, equipment, and design fees are \$4,468,000. Of this amount, \$611,400 is the available balance from the 1999 Bond Issue, \$170,000 from local resources, \$1,000,000 from State Capital dollars, and \$2,686,600 from a 2001 Bond Issue.

Page #2
Dr. Gary B. North
November 27, 2000

In April of 1999, approval of the Board was sought and received to hire a professional design consultant for the original project to be located at the Ridges. As a result of that approval, and the ensuing selection process, Robert S. Davis, Ltd. was selected as the design consultant, and has been asked to continue with this modified project. In order that the project may proceed, I have enclosed a resolution for consideration by the Board at their December 8, 2000 meeting to allow the extension of the existing contract with the Consultant that he may proceed with the development of design and construction documents for this new facility.

If you have any questions, or I can be of further assistance with this matter, please let me know. Thank you.

JKK/sw/hrtraining.GBN

enclosure

pc: Mr. Richard N. Planisek

EDUCATIONAL POLICIES COMMITTEE

Committee Chairman Goodman stated the Committee is to meet as a part of the committee of the whole to receive a report from Vice President Sostarich and to present matters to the Trustees for action.

Athena Theater Acquisition and Reuse

Vice President for Student Affairs Michael Sostarich provided Trustees with a report on the pending purchase of the Athena Theater and plans for its use by the University. Mr. Sostarich reported the request to purchase is moving through State channels and should be completed by the end of December 2000. Mr. Sostarich stated the University would contract with the current owner and operator through June 2001 to keep the theater in operation. He commented on the variety of needed and desired renovations to accommodate student affairs and academic needs and noted the basic cost for such purposes is in the \$500,000 range. He closed by commenting the future operation of the theater would probably be undertaken by outside management contract.

Committee Chairman Goodman presented and Mr. Walter moved approval of the resolution. Mr. Browning seconded the motion. All agreed.

**ESTABLISHMENT OF THE
CENTER FOR eBUSINESS
RESOLUTION 2000 - 1750**

WHEREAS, Ohio University has received funding for faculty development in the eBusiness area, and

WHEREAS, these funds will provide faculty in business disciplines (MIS, marketing, strategy, and finance) with training in eBusiness areas, and

WHEREAS, the faculty resources will be able to conduct cutting-edge research and create curricular innovations invaluable to regional businesses struggling with eBusiness issues, and

WHEREAS, a center will focus on the application of technology within business and how business functions are changing as a result of technology.

THEREFORE, BE IT RESOLVED that the Board of Trustees establish the Center for eBusiness.



Office of the Vice President for Research
Research & Technology Center 120, Athens OH 45701-2979

tel 740 593 0370
fax 740 593 0380
research@ohio.edu

DATE: November 17, 2000
TO: Robert Glidden, President
FROM: Jack Bantle, Vice President for Research *Jack Bantle*
SUBJECT: Establishment of the Center for eBusiness

Attached is a request for the establishment of the Center for e-Business. This proposal is one that I fully support and recommend that it be approved.

The Center will coordinate efforts related to eBusiness across various departments (Marketing, Finance, Accounting, Management, and Management Information systems) in the College of Business. The Center will focus on the impact of internet technology on the strategy and processes within established businesses as well as issues related to the startup of internet within the new emerging economy.

The eBusiness Center will be housed within the College of Business; the director will report to the Associate Dean.

Enclosures



Members of the Board of Trustees;

The College of Business fully supports the creation of the proposed Center for eBusiness which will involve a collaboration of faculty in the following units within the college:

School of Accountancy
Finance Department
Management Systems Department
Management Information Systems Department
Marketing Department

Faculty across these units are in the process of developing interdisciplinary curricula related to eBusiness and are interested in using the proposed center as a single point of contact where businesses in the Southeastern Ohio region can interact with faculty and students in these departments on class projects, research and consulting.

Daniel E. Innis
Associate Dean, College of Business

Glenn E. Corlett
Dean, College of Business

**Proposal for
The Center for eBusiness
College of Business, Ohio University**

Introduction

Internet-based exchange is expected to account for retail sales (eCommerce) of \$10 billion and business to business exchange (eBusiness) of \$140 billion by 2000. The magnitude of the impact of technology on internal business processes (eBusiness) compared to external sales (eCommerce) illustrates how the very nature of what it means to do business is being turned upside down. All basic business functions including accounting, finance, strategy, information systems, marketing, legal, operations, human resources, and management are being affected by this paradigm shift. With the pace of change, businesses are increasingly looking to universities to provide leadership in terms of the transfer of theoretical and practical research, providing executive training initiatives and offering consulting services related to this transformation.

This proposal creates the Center for eBusiness at Ohio University to coordinate efforts related to eBusiness across various departments (Marketing, Finance, Accounting, Management, and Management Information Systems) in the College of Business and ultimately could attract interested faculty across the university. The proposed eBusiness Center will serve as a focal point for eBusiness and eCommerce research and outreach activities at Ohio University and will dovetail with current plans in the College of Business to offer both undergraduate and graduate courses in eBusiness including development of a potential eBusiness emphasis for the award-winning MBA Without Boundaries program. Computer Science faculty are also currently working with the Management Information Systems faculty on developing an interdisciplinary certificate in eBusiness. As faculty are developed to teach and conduct research in these various programs, this evolving expertise will be of great value within the business community as well as having an impact within the curriculum.

Relationship to Existing Initiatives

The College of Business recently received \$50,000 from the Ohio Learning Network (Professional Development Partnerships for Ohio's Teaching Faculty) to provide funds for faculty development in the eBusiness area. These funds will be used to provide faculty in various business disciplines (especially MIS, marketing, strategy, and finance) with training in eBusiness areas. Once developed, these faculty resources will be able to conduct cutting-edge research and create curricular innovations that will be invaluable to regional businesses that are struggling with eBusiness issues.

The proposed Center for eBusiness will focus on the impact of internet technology on the strategy and processes within established businesses as well as issues related to the startup of internet within the emerging new economy. There are obviously technology issues related to this but the focus is on the application of technology within business and how business functions are changing as a result of technology. Because of this overlap between business and technology, coordination with the recently approved Center for Information Technology Education (CITE) can provide the Center for eBusiness with access to a broader range of students and faculty when dealing with technology issues. CITE, however, is primarily focused on maximizing the impact of Ohio University academic programs on addressing the current shortage of IT workers both within the state and nationally. CITE's primary goal is to strengthen academic programs by improving student recruitment, strengthening faculty resources, obtaining grants and partnerships for lab facilities, and improving student placement. Thus, CITE is focused on IT education while the proposed Center for eBusiness is primarily an outreach effort to focus university resources on the problems businesses face in applying technology within their external strategy and internal operations.

The Appalachian Regional Entrepreneurship Initiative (AREI) has started a broad mission of supporting economic development opportunities within the Southeast Ohio region. This will involve a wide range of general business assistance including business plans, financing, marketing plans and eBusiness applications. The College of Business is already working with AREI to develop seminars in eBusiness to become a part of their overall outreach within the region. Since AREI will need to rely heavily on the College of Business for expertise in developing content for its eBusiness initiatives and working with client

businesses, the proposed Center for eBusiness will provide a single point of contact through which AREI and other regional business development groups such as the Small Business Development Center (SBDC), the National Business Incubator Association (NBIA), and ACENet can obtain assistance in the eBusiness area (see attached letters of interest). These regional business development groups will, in turn, provide the Center for eBusiness with a direct conduit into businesses in need of assistance.

In addition to AREI, other regional entities including regional campuses, local and regional media, and individuals have contacted the college for information relating to eBusiness. Unfortunately, these requests often do not reach the most appropriate faculty member or go unanswered because of the interdepartmental nature of eBusiness issues. The proposed Center for eBusiness is designed to create an externally visible point of contact between Ohio University and the region for providing resources to address needs related to eBusiness issues.

The Center for eBusiness will provide executive development seminars and other professional services to businesses in the region primarily through linkages with existing outreach programs (AREI, SBDC, NBIA, ACENet, etc) that have direct contact with these businesses. The Center for eBusiness will provide support to faculty to encourage research in eBusiness and eCommerce and related exchange processes. The goal is to create a connection between the educational and research activities of the College of Business and the critical need in business for practical expertise that can help them leverage the eBusiness environment.

Interest in eBusiness and in an eBusiness program at Ohio University has grown considerably over the past several years. As interest from businesses has increased, the College of Business at Ohio University has initiated conversations about the potential structure and content of an eBusiness program. Conversations have occurred with experts from firms like PriceWaterhouse Coopers, Convista, EDS, Andersen Consulting, and Charles Schwab. In addition, the CoB has consulted with Ashok Trivedi, the founder of Mastech, and with David Snyder, a University Trustee and the founder of Realogic. The existence of a Center for eBusiness can be used to leverage fund-raising related to the eBusiness area.

eBusiness Center Activities

- The Center for eBusiness will repackage eBusiness course content to provide training in the rapidly changing field of eBusiness application development and present them in the form of executive training to be offered to professionals that are facing the need to deploy eBusiness applications within their companies.
- Additional activities will include interaction with the corporate world to bring outside experts to campus and create internships and placement opportunities for students.
- The center will also work on providing avenues for sharing faculty research and expertise with regional businesses as well as seeking external funding to support research in eBusiness areas. Through contacts with regional businesses, faculty will be able to develop research opportunities which would result in findings that may be beneficial to other businesses facing similar issues.
- Through the partnership with AREI, the Center for eBusiness will be able to offer businesses in Southeastern Ohio the opportunity to have students work on eBusiness applications as class projects. In addition, faculty could be involved in such projects on a consulting basis.

Plan for Center Establishment and Growth

The proposed Center for eBusiness will initially be housed within the College of Business at Ohio University. The center will be established using a phased approach to minimize the need for University resources as follows:

Startup Phase

During the creation and startup of the center, a faculty member will serve as the director responsible for the following startup activities:

- Establishing an advisory board consisting of professionals from the eBusiness field to provide guidance on matters relating to the design of curriculum and various programs offered through the center. One of the first steps in establishing this center will be the creation of this board and its subsequent involvement in the planning for center activities.
- Working with the AREI to create initial eBusiness seminars and serving as a focal point for college activities related to eBusiness.
- Pursuing opportunities to secure funding for the center through coordination with College of Business fund raising efforts and corporate contacts.
- Creation of a web site for the center that will provide information and an external point of contact.

The AREI has already agree to fund a \$5000 faculty stipend (see attached letter) for this individual to begin work in this area and the MIS department has committed a \$5000 faculty stipend for another individual to coordinate eBusiness faculty development and curricular innovations. This will help create a core group of faculty that will have interest in the activities of the center.

The faculty director will initially report to the Associate Dean of the College of Business and work with the chair of the five departments within the college (see attached letter of support from the Associate Dean). Administrative matters will be handled through the college with minimal expenditure of funds for items such as stationary, phone calls and travel related to development of the center. An annual budget of \$5000 will be created for these expenses. Existing space within the MIS departmental office will be used for records and secretarial support similar to the way the Marketing department is currently supporting the highly successful Sales Centre within the college. The web site will be developing on existing servers within the department using existing staff and faculty.

Growth Phase

Contingent upon successful startup of the center, the AREI is willing to consider funding the faculty stipend for the director beyond the first year. The intention is to use the eBusiness Center as a basis for external fund-raising from donors, grants or partnerships with eBusiness companies. If the director is successful in raising external funding, then the operations of the center will expand. During the growth phase, a separate director's position would be created as well as the adding of any necessary support staff and budget. This Director would then become responsible for promoting the eBusiness Center and expanding its relationships and would continue to report to the Associate Dean within the College of Business.

Complete Funding

The ultimate goal for the eBusiness Center would be to interest a large donor or corporation in having the eBusiness Center named after them. Under that scenario, an endowment of several million dollars would be required and operations of the center would be funded through that endowment. In this scenario, the center

would become a separate entity but would still be closely associated with the College of Business. Current priorities for funding within this scenario include:

Student Scholarships
Visiting Executives Program
Endowed Professorships
eBusiness proposal competition
Faculty Development
Center Director, technician and staff positions
Space to provide visibility for the center

Goals and Assessment

The initial goal for the center would be to reach the Growth Phase within 5 years. The success of this goal would be evaluated as follows:

- Center will have an established advisory board
- Center will have established contacts/relationships with at least five external entities/corporations
- Web site for the center will be completed
- Funding sufficient to run the center and hire a director will be obtained
- Executive training seminars will be designed and at least 5 will have been delivered

Voinovich Center for
Leadership and Public Affairs

Technology and Enterprise
Building, #143
Athens OH 45701-2979
740-593-9381 phone
740-593-4398 fax

<http://www.voinovichcenter.ohio.edu>



OHIO UNIVERSITY

November 15, 2000

**John Day
Chair, Management Systems
College of Business
Copeland Hall
Ohio University
Athens, Ohio 45701**

Dear John:

We are pleased to support the creation of the E-Commerce Center in the College of Business. This Center would greatly enhance our ability to provide e-commerce assistance to entrepreneurs in Southeast Ohio through the Appalachian Regional Entrepreneurship Initiative (AREI) of the Voinovich Center.

The AREI is a partnership between the Voinovich Center and College of Business. The AREI is charged with development of a web-based technical assistance program to improve the management skills of existing small businesses and emerging entrepreneurs and the provision of specialized services and technology support training to regional economic development organizations in Appalachia Ohio. E-commerce is a crucial part of our external service mission.

AREI is developing a technology-related training module on e-commerce with the assistance of your faculty from the Management Information Systems for entrepreneurs in the region. AREI has used \$5000 to support a faculty member in the College of Business in the development of e-Commerce materials for the seminars. We plan to continue that support in the future and expand our relationship with the E-Commerce Center. For example, we are currently discussing jointly sponsoring a regional MIS business competition.

The new E-Commerce Center would also be invaluable to the Small Business Development Center (SBDC). The College of Business has chosen to organizational

Page 2

integrate the SBDC into the AREI. For the last year, the SBDC has expanded its E-Commerce offerings in partnership with the University's Innovation Center.

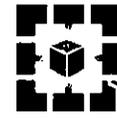
We strongly support the creation of this Center by the Ohio University Board of Trustees.

Sincerely,



Mark L. Weinberg
Director

Cc: Hugh Sherman, Faculty Director, AREI and Associate Director, Voinovich Center
Leslie A. Flemming, Dean, Arts and Sciences
Glenn Corlett, Dean, College of Business



NBIA

NATIONAL BUSINESS INCUBATION ASSOCIATION

DATE: November 17, 2000

TO: College of Business, Ohio University

FROM: Dinah Adkins, Executive Director

SUBJECT: Support for the Proposed Center for eBusiness

We were pleased to read the proposal for creating an eBusiness Center at Ohio University. We believe such a center would be key to bridging the gap between research and knowledge about eBusiness and its application in local and regional businesses and not-for profits.

The National Business Incubation Association (NBIA) has members from 50 nations and thus it services incubators and their clients all over the world, as well as throughout Ohio. We could certainly utilize the expertise of the Center for eBusiness ourselves and partner with the Center to spread word of its activities and programs.

Indeed, more than 300 (of approximately 900) U.S. incubators have as their main focus Internet-based entrepreneurial clients. Additionally, virtually every incubator in North America houses eCommerce and eBusiness, or IT hardware and software firms. The proposed Center would provide an educational and research clearing house on eBusiness, internship and training opportunities for students and executive training for regional businesses on eBusiness. Such a Center would mutually benefit both regional companies and the regional economy. It could also serve as a model program of its type in the United States.

NBIA would also be willing to provide supportive services for the eBusiness Center. We look forward to taking advantage of its benefits, and we would assist the program to achieve recognition throughout the United States and beyond.



November 17, 2000

Members, Board of Trustees
Ohio University
Athens, Ohio

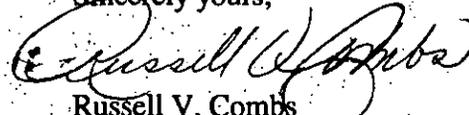
Dear members,

For the past sixteen years, ACEnet, Inc of Athens, Ohio has been a leader in innovative thinking in the arena of economic development. Focusing first on the food industry by beginning one of the first kitchen incubators in the state. This initiative was one of the first successful projects of its type in the country. Now, ACEnet has expanded into a Tech Ventures initiative. This project will include the refocusing of the use of our mixed use incubator to develop a fully functioning technical sector incubator. The incubator will include not only the traditional assistance to tech sector businesses but will avail the businesses to one of the most intense technical assistance programs available.

In an effort to utilize every option available to afford businesses the opportunity to grown in Southeastern Ohio as well as to also be drawn to the area to establish anew, we wish to lend our support to the initiative which will create a "single point of referral" resource center. We would be very please to not only be listed at such a resource but would also like to assist in any way possible, using our expertise.

Please let me know if, and when, we can be of further assistance.

Sincerely yours,



Russell V. Combs
Director, Tech Ventures

/rvc

Committee Chairman Goodman presented and Mr. Grover moved approval of the resolution. Mr. DeLawder seconded the motion. All voted aye.

**ESTABLISHMENT OF THE
INSTITUTE for QUANTITATIVE BIOLOGY**

RESOLUTION 2000 - 1751

WHEREAS, Ohio University has identified expertise in the field of Quantitative Biology, and

WHEREAS, such expertise exists with the College of Arts and Sciences in the Departments of Mathematics, Physics, and Biological Sciences, and

WHEREAS, an Institute will stimulate and focus interdisciplinary research and training efforts in Quantitative Biology, and

WHEREAS, an Institute will provide important opportunities that do not currently exist at Ohio University or in the state of Ohio.

THEREFORE, BE IT RESOLVED, that the Board of Trustees establishes the Institute for Quantitative Biology.



Office of the Vice President for Research
Research & Technology Center 120, Athens OH 45701-2979

tel 740 593 0370
fax 740 593 0380
research@ohio.edu

DATE: November 17, 2000
TO: Robert Glidden, President
FROM: Jack Bantle, Vice President for Research *Jack Bantle*
SUBJECT: Establishment of the Institute for Quantitative Biology

Attached is a request for the establishment of the Institute for Quantitative Biology at Ohio University. This proposal is one that I fully support and recommend approval.

The Institute will provide an environment for interdisciplinary collaborations between life scientists and researchers, and provide unique opportunities for graduate and undergraduate education in the rapidly growing field of quantitative biology. Federal funding agencies stress the importance of such collaborations and view adequate training of graduate and undergraduate students as an extension of their research mission.

The Institute's activities will be conducted within existing research facilities of the participating departments and report to an advisory committee through the Dean of the College of Arts and Sciences.

Enclosures

College of Arts and Sciences
Wilson Hall, College Green
Athens OH 45701-2979
740-593-2850 phone
740-593-0053 fax



OHIO UNIVERSITY

Date: November 17, 2000
To: Jack Bantle, Vice President for Research
From: Leslie A. Flemming, Dean, College of Arts and Sciences /LAF
Subject: Institute for Quantitative Biology

I enthusiastically support the formation of an interdisciplinary Institute for Quantitative Biology to be housed within the College of Arts and Sciences. The groundwork for the formation of an institute in this emerging field has been carefully prepared over the past few years. An active interdisciplinary group including faculty from Biology, Mathematics, and Physics has been meeting for several years to share common research interests related to quantitative biology. Upon the initiative of this faculty group, together with their respective department chairs, and in response to initiatives by the provost in support of interdisciplinary research, the college submitted two successful proposals in this area. As a result, a new interdisciplinary faculty position in the area of Quantitative Neuroscience was filled in 1999, and a faculty position in the area of Bioinformatics or Genomics has been partially funded. We clearly have the core faculty who are interested and ready to take advantage of the new academic and administrative infrastructure provided by the institute to assist in the coordination and focusing of our research and programmatic efforts.

The Institute for Quantitative Biology will enhance the ability of our research faculty in several related disciplines to attract federal and state funding to Ohio University. Several new initiatives in this area have already been announced at the federal level. In addition, the Ohio Plan for Technology and Economic Development put forward by the Ohio Board of Regents lists Biotechnology and Information Technology as areas of high priority. The Institute for Quantitative Biology will also assist Ohio University in meeting the academic challenge of providing the state with well-prepared technologically accomplished professionals to work in this dynamic new interdisciplinary field.

Cc Robert Rakowski, Chair, Department of Biological Sciences
Sergiu Azicovici, Chair, Department of Mathematical Sciences
Louis Wright, Chair, Department of Biological Sciences
Roger Rollins, Associate Dean, College of Arts and Sciences

Proposal for the Establishment of a Quantitative Biology Institute At Ohio University

A. Role of the Institute

The increasing power and sophistication of laboratory computers over the past 15-20 years has placed many scientific disciplines in a position to incorporate formal mathematical analyses and computer modeling techniques into their methodologies. At the same time, there has been a growing interest among mathematicians, physicists, computer scientists, and engineers in the complex systems and databases of the life sciences. The resulting natural alliance of biologists with mathematicians, physicists, computer scientists, and engineers has led to the emergence of the rapidly growing and highly interdisciplinary field of *Quantitative Biology* (see Selected References, below). *We seek to make Ohio University the dominant player, state-wide, in this significant new field by establishing an Institute for Quantitative Biology (IQB).*

The role of the IQB is to stimulate and focus interdisciplinary research and training efforts in Quantitative Biology. We expect that Ohio University will realize two benefits from this Institute.

1. The IQB will enhance our ability to attract federal funding to Ohio University.

First, it will catalyze basic and applied research collaborations between life scientists and researchers in the traditionally more quantitative fields of Mathematics, Physics, Computer Science, and Engineering. Federal funding agencies have underscored the importance of such collaborations with several new initiatives to support interdisciplinary, quantitative research in areas such as neurobiology, bioinformatics/functional genomics, animal behavior, ecology, and evolutionary physiology. (see Nature 407: 435). *Over the past few years, faculty at Ohio University have initiated a number of interdisciplinary collaborations in these areas, and are now in a position to capitalize on these emerging funding opportunities.*

Second, it will increase the competitive position of our research grants because of its integrated student training programs. Funding agencies often view adequate training of graduate and undergraduate students as an extension of their research mission. For example, the announcement describing the Quantitative Environmental and Integrative Biology (QEBI) program (see <http://www.nsf.gov/pubs/2000/nsf00149/nsf00149.htm>) explicitly states: "The most competitive proposals will be those that include an explicit training element for graduate and/or undergraduate students. These students should be full partners in the research, conceptually and operationally." In addition, the NSF program solicitation for proposals in Information Technology Research (<http://www.nsf.gov/pubs/2000/nsf00126/nsf00126.htm>) explicitly mentions "Integration of Research and Education" among the review criteria. This initiative lists "Biological Informatics" (research on advanced computational algorithms and functional linkages among diverse biological databases, including those arising from functional genomics and computational simulations, and support for tele-medicine) and "Advanced Computation in Biological Sciences" (analysis of biological information, simulation of biological systems, visualization in computational biology) among the targeted fundable areas. *Thus, by extending our interdisciplinary collaborations into the areas of graduate and undergraduate education, Institute members will enhance their abil-*

ity to attract extramural research funding.

2. The IQB will enhance the visibility and reputation of Ohio University by providing opportunities that are unique in, and important to, the state.

Currently, no interdisciplinary program in Quantitative Biology exists in Ohio. For example, Ohio State University has a sizable biophysics program but it emphasizes biochemistry; the OSU Biophysics Program does not include faculty from physics or mathematics. Neither the University of Cincinnati nor Case Western has interdisciplinary programs in Quantitative Biology. Several Ohio universities have bioengineering programs. But no university in Ohio has a truly interdisciplinary program that unites research and training in Biology, Mathematics, and Physics. *By moving quickly to create such an Institute for Quantitative Biology, we can establish Ohio University as the premier institution in the state for research as well as graduate and undergraduate education in this important and growing new field.* As such, it will play a role similar to such institutions as the University Of Pennsylvania Institute for Medicine and Engineering, the University of Pennsylvania Institute for Bioinformatics, the Georgia Tech/Emory joint Department of Biomedical Engineering and the University of Chicago Institute for Biophysical Dynamics (see Nature 406:107).

The IQB will be important to Ohio because it will enhance the economic development of the state. In addition to attracting new federal research dollars, the IQB will contribute to economic growth in Ohio by its graduate and undergraduate training programs. Both employment and entrepreneurial opportunities abound for individuals with advanced training that combines biology with sophisticated mathematical or computer skills (see references). Indeed, the Ohio Plan for Technology and Economic Development of the Ohio Board of Regents lists the preparation of technologically competent workers for emerging high technology fields such as Biotechnology and Information Technology as a major priority (see <http://www.regents.state.oh.us/hefc/2000ohioplan.html>). However, meeting the challenges and capturing the opportunities arising from this dynamic new interdisciplinary field will require individuals whose training encompasses the knowledge, theoretical approaches, and experimental strategies of biology, mathematics, physics and computer science. Thus, *the Institute will help Ohio develop the cadre of trained knowledge professionals that our state must have to meet the economic challenges of the future.*

B. Necessity for Establishing the Institute

The last 50 years have witnessed the birth and maturation of two of today's most dynamic and successful fields: Neuroscience and Molecular Biology. Both of these emerged as hybrids of two or more traditional disciplines. Quantitative biology is only the latest example of such a hybrid field, one that is just now in its infancy. *We must nurture this field if Ohio University and its graduates are to remain competitive in the decades to come.* To understand this, consider the impact of molecular biology. Today, in many areas of biology, research that does not address molecular issues or use molecular techniques is not considered "up to date". In the not too distant future, biological research that does not incorporate formal mathematical analysis or computational models will have reduced credibility and will receive a low priority for external funding. Similarly, graduate training programs and undergraduate curricula that have not incorporated concepts and methods from more quantitative disciplines will soon be at a disadvantage in competing for students, and the students we *do* train will be at a disadvantage professionally and economi-

cally. *The time for all research and educational institutions to begin laying the foundation for these future developments is now, and the creation of the Quantitative Biology Institute is a necessary first step in this process for Ohio University.*

C. Unique Value of the Institute.

The IQB will provide important opportunities that do not currently exist at Ohio University or in the state.

First, the IQB will provide a rich environment for interdisciplinary collaborations in the important and rapidly growing field of quantitative biology. Research collaborations that successfully cross disciplinary boundaries do not come about by accident. The individual disciplines of biology, mathematics, physics, computer science, and engineering each have their own distinct intellectual histories, cultures, and their own ways of identifying and solving problems of interest. Successful collaboration in the emerging field of quantitative biology will require individuals to learn not only new methods, but new ways of thinking about traditional subjects. These changes can *only* come about through extensive interactions designed to foster an interdisciplinary perspective. *The Institute will provide a venue for these interdisciplinary interactions at Ohio University, and we anticipate that it will become a state-wide magnet for investigators interested in this important new field.* Through formal colloquia and informal interactions, the Institute will become a place where interdisciplinary collaborations will be encouraged and where quantitative approaches to problems can be discussed profitably. In short, the Institute will break down the communication barriers that commonly stifle productive collaborations between individuals from different departments within Ohio University and around the state.

Second, the IQB will provide unique opportunities for graduate and undergraduate education in this increasingly important new field. The necessary ingredients for interdisciplinary *graduate training in Quantitative Biology* are not currently available in any single department at Ohio University. Through the years we have been approached by students in mathematics or engineering who wanted to pursue graduate studies in biology, but these students lacked the biological course work to be considered for admission by the Biological Sciences graduate committee. A Quantitative Biology Institute would provide such students an academic home and an academic program that would allow them to develop the necessary interdisciplinary expertise. Similarly, the Institute will provide a venue in which Biological Sciences graduate students with quantitative interests can develop their talents in close collaboration with appropriately trained faculty drawn from mathematics, physics, computer science, and engineering. The Institute will also oversee *undergraduate preparation in Quantitative Biology*. At present, beginning graduate students rarely matriculate with adequate preparation in both biology and a quantitative field; this needs to change if our undergraduates are to enter the most competitive graduate programs. Interestingly, we have recently seen undergraduate students seeking Biology/Computer Science double majors; such students could benefit from a formal program developed by faculty of the Institute. *When undergraduates that are well trained in quantitative approaches to biological problems move on to positions in graduate schools and businesses, the visibility and reputation of Ohio University will necessarily be enhanced.*

D. Personnel and Departments Involved

Initially the Institute will be comprised of faculty in Biological Sciences (Rowe, DiCaprio, Holmes, Hooper, Peterson, Miles, Rakowski), Mathematics (Connor, Just, Young) and Physics and Astronomy (Jung, Gailey). In recent years, these faculty have expressed considerable interest in forming an Institute for Quantitative Biology, and several initiatives in this area have already been undertaken. (1) An interdisciplinary position in Quantitative Neuroscience was filled last year, and (2) partial funding for a position in Bioinformatics/Functional Genomics has just been approved. (3) Since 1994, these faculty have been awarded 6 grants from NIH and NSF in Quantitative Neuroscience and (4) additional proposals have been submitted for the recent Biocomplexity Initiative from NSF and the Bioengineering Research Grant initiative at the NIH. (5) The department recently received a \$30,000 grant from the Ohio University Council for Research that is being partially used to invite some of the leaders in Quantitative Biology to visit the University and to share their insights about establishing an Institute in this rapidly growing field. (6) In the Mathematics Department this year Winfried Just established two well attended graduate level courses in the mathematical aspects of Bioinformatics. (7) An "Algorithms and Complexity Research Group" (Just, along with Juedes and Cai from Electrical Engineering and Computer Science) has been conducting a seminar series on algorithms in computational biology since Spring 1999. Some of this work is being published and has been presented at national and international meetings. (8) This increasing emphasis on quantitative issues is also being extended into the undergraduate curricula. Faculty in Mathematics have recently developed a calculus series, to be required of Biology majors, that will focus on problems of interest to biologists. A similar initiative is planned for Physics in the 2001-2002 academic year. In turn, faculty in Biological Sciences are revising their courses to include more quantitative approaches to biological problems. As the Institute develops, we anticipate that faculty in the School of Electrical Engineering and Computer Science in the College of Engineering will also become involved.

E. Fiscal Resources and Sources of Funding

The primary research and graduate training activities of the Institute will be supported largely through direct grant funds obtained by Institute members. Additional funding will also be sought from federal sources that support interdisciplinary graduate training, e.g., the Interdisciplinary Graduate Education and Research Training (IGERT) initiative of the National Science Foundation. Indirect grant funds received by the Institute will be used for three purposes. In order of priority these are: (1) to provide competitive graduate student stipends; (2) to allow Institute faculty and students to take advantage of interdisciplinary education and training opportunities at other institutions (attendance at conferences, workshops, and short courses in areas in which they need to upgrade their skills in order to develop externally fundable research projects); (3) research support. Allocation of funds for these purposes will be made by the director in consultation with Institute members. Resources requested from the University will be limited to fee waivers for graduate students and initial funds to support faculty development and retraining.

F. Space and Equipment Needs

Initially, all activities will be conducted within existing research facilities of the participating departments. It is anticipated that over the next few years web-based applications will be devel-

oped that will require one or more dedicated servers; in that event, a small amount of space will be required to house them.

G. Administration of the Institute

Officers of the Institute will include a director, an assistant director, and a budget manager. The director of the Institute will be appointed by the Dean of Arts and Sciences, with the advice and consent of Institute members. The other two officers will be elected by Institute members. These three officers will form an internal advisory committee. The director will report annually to an external advisory committee appointed by the Dean of the College of Arts and Sciences. It is expected that the external advisory committee will include representation from all participating departments. The operations of the Institute will be managed according to by-laws that will be established upon creation of the Institute. In brief, Institute officers will be elected, major policy decisions made, and new membership in the Institute decided by majority vote of Institute members. Officers will serve for fixed terms, but can be removed by majority vote at any time. Graduate student input will be ensured by election of one graduate student representative to the internal advisory committee of the Institute; this representative will have voting privileges on issues of graduate curriculum and other issues that directly affect students. Awards and research funding obtained by the Institute itself will be managed by the PI's listed on the funding proposal in consultation with the officers and other Institute members.

H. Selected References

- "Hot property: biologists who compute," *Science* 272:1730 June 21, 1996.
- "Biologists put on mathematical glasses," *Science* 274:2039 December 20, 1996.
- "Mathematical and computational challenges in population biology and ecosystems science", *Science* 275:334 January 17, 1997.
- "Bioinformatics boom," *The Scientist* 12(24):17 December 7, 1998.
- "NIH urged to fund centers to merge computing and biology," *Science* 284:1742 June 11, 1999.
- "Interdisciplinary research 'being stifled'," *Nature* 396:202 November 19, 1998.
- "Profile: Smashing through Science's Glass Ceiling" (A profile of the new NSF head Rita Colwell and views on biocomplexity), *Scientific American* December 1998 p. 36.
- "US universities create bridges between physics and biology," *Nature* 397:3 January 7, 1999.
- "Help! The data are coming," *Nature* 399:505 June 10, 1999.
- "Bioinformatics in the information age," *Science* 287:1221 February 20, 2000.
- "The Human Genome Business Today," *Scientific American* July, 2000 p. 50-55
- "The Bioinformatics Gold Rush," *Scientific American* July, 2000, p. 58-64
- "Laying a firm Foundation for Interdisciplinary research Endeavours", *Nature*, 406:107 July 6, 2000
- "NSF aims to inject more maths into biology", *Nature*, 407: 435 September 28, 2000

Department of
Mathematics

College of Arts & Sciences
Morton Hall 321
Athens OH 45701-2979
740-593-1252



OHIO UNIVERSITY

Date: November 8, 2000

To: John A. Bantle, Vice President for Research

From: Sergiu Aizicovici, Department Chair, Department of Mathematics

S. Aizicovici

Re: Planned Quantitative Biology Institute

I strongly support the proposal to establish an interdisciplinary Quantitative Biology Institute at Ohio University.

Over the last few years, our Department has been building up strength in highly promising areas of applied and computational mathematics. Applications of mathematics to the biological sciences have been among the most rapidly developing areas of applied mathematics in recent years, and we are very pleased that a number of our faculty have become actively interested in this promising field. We believe that the establishment of the planned institute may play a crucial role in catalyzing interactions between some of our faculty and life scientists at Ohio University with related interests. The following faculty members of our department have expressed interest in the possibility of becoming members of the planned institute: Arian, Connor, Hogan, Just, Vinogradov, Young.

The proposal for establishing the planned institute was presented by Winfried Just at a departmental faculty meeting on November 7, 2000. There was some discussion of the proposal, and a number of faculty expressed enthusiastic support for the institute. No views opposing involvement of our faculty in the institute were voiced.

Ohio University

Department of Physics and Astronomy
Clippinger Research Laboratories
Ohio University
Athens, Ohio 45701-2979
740-593-1718
FAX: 740/593-0433

College of Arts and Sciences

Louis E. Wright
email: wright@ohio.edu
phone: 740-593-1713

November 13, 2000

Dr. Leslie Flemming, Dean
College of Arts and Sciences
Ohio University
Athens, Ohio

Dear Dean Flemming:

I have reviewed the proposal to establish an Institute for Quantitative Biology, and am very pleased to provide my endorsement. With the initial hiring of Peter Jung and subsequently, Paul Gailey, the Department of Physics and Astronomy has demonstrated its interest in interdisciplinary research in physics, biology and mathematics. In my opinion, an Institute will provide the needed focus for further development of this field.

I attended the Mid-West Physics Chairs meeting in Chicago on November 5, 2000 and of the thirty research intensive universities represented at the meeting, over half have created or are creating research groups in biological physics. The physics community is convinced that recent developments in biology, physics, computer science and mathematics are such that significant advances can now be made using interdisciplinary approaches. We look forward to participating in such an Institute.

Sincerely yours,



Louis E. Wright,
Professor and Chair

Ohio University

Department of Biological Sciences
Ohio University
Irvine Hall
Athens, Ohio 45701-2979
740-593-2290
FAX: 740-593-0300

College of Arts and Sciences

November 16, 2000

John A. Bantle, Ph.D.
Vice President for Research
Ohio University
120 Research & Technology Center
Athens, OH 45701

Dear Dr. Bantle:

I fully support the proposal to establish a Quantitative Biology Institute at Ohio University and hope that the proposal can be implemented as soon as possible. In addition to the justification in the proposal, I wish to add that it represents an important step towards the goal of strengthening the interdisciplinary and interdepartmental cooperation at the University. Such interdisciplinary cooperation will be absolutely crucial for the future development of the life sciences at Ohio University. I am particularly pleased to see that this initiative has arisen from the faculty and that the pathways for interdepartmental cooperation have already been established by such initiatives as courses in physics and mathematics designed for biological sciences majors.

Sincerely,



Robert F. Rakowski, Ph.D.
Chair

xc: Dean Flemming

/dh

BOARD ADMINISTRATION COMMITTEE

Committee Chairwoman Ong stated the Committee had no matters for Trustee action and would review staff reports.

Budget Update

Provost Brehm, Vice President Siemer, Vice President Bird, and Assistant Vice President Darrell Winefordner presented.

Budget discussion materials were sent earlier to Trustees and served as the basis for discussion. These are included with the official minutes.

President Glidden began the discussion by reporting on the current and best understanding of State budget-planning issues. He noted state revenues have been below estimate for the past five months and with increasing health-related costs, the funding picture is not too optimistic. He stated the University presidents were in agreement, however, that the number one state funding priority was support for instruction.

The President noted our budget planning is moving ahead, albeit conservatively. He noted several academic excellence initiatives he is proposing for the next budget including supporting the revised General Education Plan and accompanying faculty positions; increasing scholarship for "bright students"; rewarding outstanding teaching; expanding undergraduate research opportunities; and encouraging greater student study abroad.

Provost Brehm reported budget-planning efforts through UPAC were proceeding well and that work is moving into more detail at the group studies funding issues. Dr. Brehm noted the Committee has recommended increasing the number and size of undergraduate scholarships. She distributed the scholarship recommendations and explained their recruiting and financial ramifications. The Provost noted it was critical to do this, and that the timing was urgent if we were to attract incoming students meeting scholarship requirements and retain those current scholarship students. Trustees concurred with the recommendation of the increase of scholarship monies by \$643,106.

Mr. Winefordner reported the operating budget being prepared is based upon stable enrollment at the undergraduate level and conservative projections of graduate enrollment. He noted management of the enrollment projections is critical to their planning efforts. Mr. Winefordner also reported on "majors" as requested by Trustee Snyder.

Vice President Bird stated budget preparations for the regional campuses parallel the Athens Campus. He stated the system was planning for a "flat" budget for FY 2001/2002.

Dr. Bird stated each campus is to earn its own income, and that any budget issues or problems could be responded to at the system level and that financial incentives were in place for each campus dean to realize with good management practices.

Vice President Siemer briefly commented on budget preparation by the College of Osteopathic Medicine and noted their state funds were received as a line item separate from the rest of the University. Mr. Siemer outlined health-care planning issues affecting the College and possible responses thereto.

Provost Brehm concluded the presentation by noting the effect scholarship funding would have on next year's Financial Aid budget.

Regional Campuses Campaign Update

Vice President for Advancement Leonard Raley briefed the Trustees on the preparation needed to complete a successful \$200 million campaign. Mr. Raley outlined campaign priorities, needed donor commitments by level, and the progress to date of various colleges and units. He then described, with pleasure, the progress of the Bicentennial Campaign and the favorable tracking and sources of the \$115 million realized to date. Mr. Raley introduced Regional Campus Deans James Newton, Bari Watkins, James Fonseca, and Interim Dean Eric Cunningham. He also introduced Assistant Deans for Development for each of the regional campuses, Cindy Linn, Bob Smith, Jan Chambers, and Mary Ellen Chafin

VIII. GENERAL DISCUSSION - CALL OF MEMBERS

Members, in turn, thanked and congratulated retiring Chillicothe Campus Dean Delbert E. Meyer for his fourteen years of good leadership and service to the Chillicothe campus and community, and Ohio University. Trustees also thanked those from the Chillicothe and Athens campuses for their reports and noted the interest and excitement evident in their work. Members wished others present a happy holiday season and New Year.

President Glidden especially thanked Provost Brehm, Vice President Siemer, Vice President Bird, and Assistant Vice President Darrell Winefordner for their comprehensive update on University budget planning. He noted this activity provides a blueprint for him and the Trustees as final budget plans are prepared next spring. The President also thanked Nancy Harris, senior secretary, Chillicothe Campus, for her good effort in making the Trustees meeting on the Chillicothe Campus a success.

Chairwoman Patricia Ackerman noted her pleasure and excitement about meeting on the Chillicothe Campus and her anticipation of the Trustees' next meeting on a regional campus. Dr. Ackerman reported on her recent trip to Asia where she represented the Trustees and University at several functions. She commented on the enthusiasm of our alumni there and the good reputation the University enjoys abroad. She noted she looked forward to the results of the study of the diversity issues and to the planning activities associated with the bicentennial year.

IX. ANNOUNCEMENT OF NEXT STATED MEETING

Chairwoman Ackerman announced the Board of Trustees would meet next on Thursday, February 1, 2001, for committee/study sessions and Friday, February 2, 2001, for the formal board meeting.

X. ADJOURNMENT

Determining there was no further business to come before the Board, Chairwoman Ackerman adjourned the meeting at 3:40 p.m.

XI. CERTIFICATION OF SECRETARY

Notice of this meeting and its conduct was in accordance with Resolution 1975 - 240 of the Board, which resolution was adopted on November 5, 1975, in accordance with Section 121.22(F) of the Ohio Revised Code and of the State Administration Procedures Act.

Patricia A. Ackerman
Chairwoman

Alan H. Geiger
Secretary