

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

Friday, June 28, 2002

Ohio University, Athens Campus

THE OHIO UNIVERSITY BOARD OF TRUSTEES
MINUTES OF June 28, 2002 MEETING

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EXECUTIVE SESSION

7:30 am, Friday, June 28, 2002
President's Residence, 29 Park Place
11:45 a.m. McGuffey Hall, Trustees Conference Room
Ohio University, Athens Campus

On a motion by Mr. Brunner and a second by Mr. DeLawder, the Ohio University Trustees resolved to hold an executive session to consider matters of personnel evaluation and compensation 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) on the 28th day of June 2002.

On a roll call vote Dr. Ackerman, Mr. Browning, Mr. Brunner, Mr. DeLawder, Mr. Schey, and Mr. Walter voted aye. This constituted a quorum. President Robert Glidden and Board Secretary Alan Geiger attended parts of the sessions.

Personnel

Matters here are reported under action taken by the Board Administration Committee.

Real Estate

No real estate issues were considered.

Litigation

Matters of litigation were not discussed.

I. ROLL CALL

Six members were present—Acting Chairman Robert D. Walter, Patricia A. Ackerman, Gordon F. Brunner, R. Gregory Browning, C. Daniel DeLawder, and Larry L. Schey. This constituted a quorum.

Student Trustee Barry Spurlock also attended, as did President Robert Glidden, Secretary Alan H. Geiger, and William J. Burke, D.O., chairman of the Ohio University Alumni Board of Directors, who sits by invitation of the Board.

Trustee C. David Snyder was unable to attend, as was Trustee M. Lee Ong, whose husband, John, is the United States ambassador to Norway. Replacements have not yet been appointed for retiring Trustee Brandon T. Grover and Student Trustee Amy Vargas-Tonsi.

II. APPROVAL OF THE MINUTES OF THE MEETING Of April 12, 2002 (Previously distributed)

Mr. Brunner moved approval of the previously distributed minutes. Mr. Schey seconded the motion. All agreed.

III. COMMUNICATIONS, PETITIONS, AND MEMORIALS

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

IV. ANNOUNCEMENTS

Secretary Geiger stated there were no announcements.

V. REPORTS

Housing Report

President Robert Glidden commented on the recently completed Housing Committee's final report. He indicated the committee's charge was to examine the University's two-year parietal rule and the changes, should any be considered, to our community, employees, local housing stock, and residential housing (dormitories) space. The committee's recommendations include retaining the existing two-year parietal rule, a review of capital and facility needs of the residence hall system, and how to best maintain

computer program in the residence halls. A copy of the report was given to all present and a copy is included in the official minutes.

VI. UNFINISHED BUSINESS

Secretary Geiger reported no unfinished business.

VII. NEW BUSINESS

BUDGET, FINANCE, AND PHYSICAL PLANT COMMITTEE

Acting chairman Robert Walter coordinated the presentation of matters before the Committee.

Proposed Heating Plant

Vice President for Administration Gary North provided an overview of the proposed project and introduced Sherwood Wilson, associate vice president for administration and facilities and auxiliary, and David J. Bayless, associate professor of mechanical engineering.

Mr. Wilson reviewed the status of the current heating plant and described the studies undertaken to either retrofit the aging plant or replace it with one that will expand its generating capacity (via coal gasification) to meet the needs of the campus in the future, plus generate electricity and create the opportunity for expanded research utilizing southeast Ohio coal. In either case, the University's cost will be approximately \$25 million and either plant will need to be operational by the year 2010. The US Department of Energy is being asked to provide \$50 million of the funding with the University, state, and private partners providing the balance. All partners must participate in order for the project to proceed.

Professor Bayless described in detail the gasification process and noted the energy conversion with this process will recover 90 to 95 percent of the fuel utilized. Dr. Bayless stated the proposed program will benefit the environment, reduce pollutants, and expand coal research opportunities.

Dr. Bayless responded to questions regarding the comparative advantages of the proposed system, relative and projected fuel costs, and financial and technology risks as well as projected operating costs.

A copy of the abstract for the project was made available to those present and is included with the official minutes.

BOND SERIES 2002
Resolution 2002 - 1826

Following a discussion regarding the size of the proposed Bond Series 2002 sales, Trustees explored the possibility or desirability of delaying, but not eliminating, some or all of the proposed capital projects. Treasurer Siemer asked that he be permitted to seek approval for the sale of bonds from the Ohio Board of Regents with the understanding he will return to the Trustees for final approval this fall or early next year to authorize the sale. This sale action will be dependent upon the availability of a state capital budget and the University's portion thereof.

Trustees then, on a motion by Dr. Browning, and a second by Mr. Schey, with approval by all, voted to amend by adding to Section 18, page 20 the following statement "Furthermore, the Ohio University Board of Trustees hereby confirms its authority to delay or eliminate any or all of the listed projects set forth in this resolution prior to the issuance of the Series 2002 Bonds."

Trustees on a motion by Dr. Ackerman and a second by Dr. Browning voted unanimously to approve the amended resolution.

BOND SERIES 2002**RESOLUTION 2002 - 1826**

Providing for the authorization, issuance and sale of not to exceed \$15,000,000 Subordinated Variable Rate General Receipts Bonds, Series 2002, of The Ohio University, authorizing a Second Supplemental Trust Agreement securing such bonds, and authorizing matters related thereto

WHEREAS, The Ohio University (herein called the "University"), a state university of the State of Ohio created and existing under Chapter 3337 of the Ohio Revised Code, by Resolution No. 2000-1744 adopted by its Board of Trustees (herein called the "Board") on December 8, 2000 (herein called the "General Bond Resolution") and by a Trust Agreement dated May 1, 2001 (together with amendments and supplements thereto, the "Trust Agreement"), comprised in part of the General Bond Resolution, has provided for the issuance from time to time of Obligations (as defined in the General Bond Resolution) of the University, each such issue to be authorized by a Series Resolution adopted by the Board pursuant to the Trust Agreement; and

WHEREAS, the General Bond Resolution was adopted and the Trust Agreement was authorized by the Board pursuant to Sections 3345.11 and 3345.12 of the Ohio Revised Code, enacted by the General Assembly of Ohio under authority of the Constitution of Ohio, particularly Section 2i of Article VIII thereof, which authorizes the University to issue its Obligations from time to time to pay costs of certain capital facilities, defined as "auxiliary facilities" or "education facilities" in Section 3345.12 of the Ohio Revised Code and called "University Facilities" in the General Bond Resolution and in this Series Resolution, and to refund, fund or retire such Obligations or other obligations previously issued for such purpose; and

WHEREAS, the University has heretofore issued its \$48,025,000 principal amount of Bonds (as defined in the General Bond Resolution) under the Trust Agreement designated "Subordinated Variable Rate General Receipts Bonds, Series 2001" (the "Series 2001 Bonds"), pursuant to a First Supplemental Trust Agreement dated as of May 1, 2001 (the "First Supplemental Trust Agreement"); and

WHEREAS, the University has heretofore entered into an Interest Rate Hedge (as defined in Section 9.98 of the Ohio Revised Code) for a portion of the Series 2001 Bonds in the form of an ISDA Master Agreement, dated December 1, 2001 (which, together with the schedule and confirmations related thereto, are collectively referred to as the "Series 2001 Swap Agreement") in a maximum notional amount of \$31,020,000 with Morgan Guaranty Trust Company of New York, under the Trust Agreement with respect to amounts payable by the University under the Series 2001 Swap Agreement (other than any Early Termination Amount, as defined in the Series 2001 Swap Agreement, and any amounts payable pursuant to Section 11 of the Series 2001 Swap Agreement by the University); and

WHEREAS, the University has previously determined, and does hereby confirm, that it is necessary to acquire, construct, equip, furnish, reconstruct, alter, enlarge, remodel, renovate, rehabilitate or improve the following University Facilities at the respective currently estimated costs (being collectively referred to herein as the "2002 Projects"):

<u>Project Name</u>	<u>Description</u>	<u>Currently Estimated Cost</u>
University Center	Planning and initial project costs for the construction of a new approximately 180,000 square foot facility at the southern end of South Court Street which is expected to contain food service facilities, office and meeting space, a number of social/activity spaces, and an associated 300 automobile parking facility.	\$5,000,000
Lecture Hall/Classroom Facility	Final costs to complete construction of a 40,000 square foot facility including general lecture halls and a large public meeting room.	\$4,000,000
Pickerington Center	Acquisition costs of two 15,000 square foot buildings located on approximately 12 acres in Fairfield County. These facilities will be used for academic programming and training programs.	\$3,900,000

; and

WHEREAS, the University has determined to issue not to exceed \$15,000,000 principal amount of Bonds under the Trust Agreement, to be designated "Subordinated Variable Rate General Receipts Bonds, Series 2002", or such other designation as authorized hereby (the "Series 2002 Bonds"), for the purposes aforesaid, and desires to provide therefor by this Resolution; and

WHEREAS, the Board finds that all conditions precedent to the authorization and sale of the Series 2002 Bonds have been or will be met by the time the Series 2002 Bonds are issued;

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

Section 1. Definitions and Interpretations. All words and terms defined in the General Bond Resolution and elsewhere in the Trust Agreement and all interpretations therein provided shall have the meanings, respectively, and be subject to the same interpretations as therein provided where used in this Resolution, unless the context or use indicates another or different

meaning or intent, except that this Resolution is sometimes herein called and may be known as the "Series 2002 Resolution", the Bonds authorized by this Resolution are referred to herein and in the Second Supplemental Trust Agreement hereby authorized as the "Series 2002 Bonds", and the terms "hereof", "herein", "hereby", "hereto" and "hereunder", and similar terms, mean this Resolution. All words and terms defined in the preambles hereto shall have the respective meanings provided in the preambles hereto.

In addition, when used in this Resolution and the Second Supplemental Trust Agreement hereby authorized, the following words shall have the indicated meanings:

"Authorized Denominations" means with respect to the Series 2002 Bonds, the denominations designated as such in the Series 2002 Certificate of Award.

"Beneficial Owner" means with respect to the Series 2002 Bonds, the Person owning the Beneficial Ownership Interest therein, as evidenced to the satisfaction of the Trustee.

"Beneficial Ownership Interest" means the right to receive payments and notices with respect to the Series 2002 Bonds held in a book entry system for which the Depository does not act on behalf of a Beneficial Owner with respect to the optional or mandatory tender for purchase of the Series 2002 Bonds pursuant to the Trust Agreement.

"Book entry form" or "book entry system" means, with respect to the Series 2002 Bonds, a form or system, as applicable, under which (i) the ownership of beneficial interests in such Bonds and Debt Service Charges may be transferred only through a book entry and (ii) physical Series 2002 Bond certificates in fully registered form are registered only in the name of a Depository or its nominee as Bondholder, with the physical Series 2002 Bond certificates "immobilized" in the custody of the Depository. The book entry system maintained by and the responsibility of the Depository and not maintained by or the responsibility of the University or the Trustee is the record that identifies, and records the transfer of the interests of, the owners of beneficial (book entry) interests in such Series 2002 Bonds.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book entry system to record ownership of beneficial interest in the Series 2002 Bonds, and to effect transfers of book entry interests in such Bonds, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"Interest Payment Date" means, as to the Series 2002 Bonds, each of the dates set forth as such in the Series 2002 Certificate of Award.

"Interest Rate Hedge" means an "interest rate hedge" as defined in Section 9.98 of the Ohio Revised Code.

"Interest Rate Mode" means any of those modes of interest with respect to the Series 2002 Bonds permitted by the Second Supplemental Trust Agreement and specified in the Series 2002 Certificate of Award.

“Mandatory Redemption Date” means, as to the Series 2002 Bonds, each of the dates set forth in the Series 2002 Certificate of Award for the retirement of a portion of the principal of the Series 2002 Bonds pursuant to any Mandatory Sinking Fund Requirements set forth therein.

“Mandatory Sinking Fund Requirements” means, as to the Series 2002 Bonds, the amounts required to be deposited in the Debt Service Fund for the purpose of redeeming Series 2002 Bonds (less the amount of any credit as provided in Section 4(c) of this Resolution) on each Mandatory Redemption Date, as may be set forth in the Series 2002 Certificate of Award.

“Maximum Rate” means twelve percent (12%) per annum or such lesser rate designated as such in the Series 2002 Certificate of Award.

“Memorandum of Instructions” means the Memorandum of Instructions Regarding Use of Proceeds, Investment Limitations and Rebate Requirements delivered to the University and the Trustee at the time of the issuance and delivery of the Series 2002 Bonds, as the same may be amended or supplemented in accordance with its terms.

“Original Purchaser” means, as to the Series 2002 Bonds, the purchaser or purchasers of the Series 2002 Bonds designated as such in the Series 2002 Certificate of Award.

“Pledged Bonds” means Series 2002 Bonds or Beneficial Ownership Interests registered in the name of the Series 2002 Financial Institution and securing the obligations of the University to reimburse the Series 2002 Financial Institution for advances made pursuant to the Series 2002 Credit Support Instrument as may be provided in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

“Rebate Fund” means the fund by that name referred to in Section 10 hereof.

“Second Supplemental Trust Agreement” means the Second Supplemental Trust Agreement dated as determined in the Series 2002 Certificate of Award, by and between the University and the Trustee supplementing the Trust Agreement and securing the Series 2002 Bonds, as the same may be amended as provided therein.

“Series 2002 Certificate of Award” means the certificate of the Fiscal Officer establishing certain terms of the Series 2002 Bonds and authorized in Section 5 hereof.

“Series 2002 Closing Date” means the date on which the Series 2002 Bonds are delivered to the Original Purchaser for payment.

“Series 2002 Credit Support Instrument” means any Credit Support Instruments relating to the Series 2002 Bonds described in the Series 2002 Certificate of Award and issued by the Series 2002 Financial Institution for the benefit of the holders of the Series 2002 Bonds.

“Series 2002 Financial Institution” means the Financial Institution issuing the Series 2002 Credit Support Instrument described in the Series 2002 Certificate of Award.

“Series 2002 Projects Account” means the account by that name created in the Facilities Fund pursuant to Section 6 hereof.

“Series 2002 Remarketing Agent” means the Remarketing Agent designated as such in the Series 2002 Certificate of Award.

“Taxable Series 2002 Bonds” means any Series 2002 Bonds other than Tax-Exempt Series 2002 Bonds.

“Tax-Exempt Series 2002 Bonds” means Series 2002 Bonds the interest on which is intended by the University at the time of initial issuance, to be exempt from federal income taxation under the Code, such intent to be conclusively evidenced by a determination to that effect contained in the Series 2002 Certificate of Award.

Section 2. Determinations by Board. The Board hereby finds and determines that (a) each of the 2002 Projects will constitute “auxiliary facilities” or “education facilities” as defined in the Act; (b) the issuance of the Series 2002 Bonds will be in the best interests of the University; and (c) this Resolution is adopted pursuant to the General Bond Resolution, the Trust Agreement, the Act and Section 2i of Article VIII of the Ohio Constitution.

The Board finds that the conditions stated in numbered subparagraphs (1) and (2) of Section 3(a) of the General Bond Resolution will be satisfied by the time of authentication of the Series 2002 Bonds. The Fiscal Officer shall confirm these findings by a certificate in form satisfactory to, and to be filed with, the Trustee prior to the authentication of the Series 2002 Bonds, and the Fiscal Officer may provide such other evidence with respect thereto as the Trustee may reasonably request.

Section 3. Authorization, Designation and Purpose of Series 2002 Bonds. It is hereby declared to be necessary and in the best interests of the University to, and the University shall, issue, sell and deliver, as provided and authorized herein not to exceed \$15,000,000 principal amount of Bonds of the University, on a parity with all other outstanding Obligations from time to time, which shall be designated “Subordinated Variable Rate General Receipts Bonds, Series 2002” or such other designation as may be specified in the Series 2002 Certificate of Award (the “Series 2002 Bonds”), for the purposes of paying costs of the 2002 Projects, including “costs of facilities”, as defined in the Act, related to the 2002 Projects. For such purposes, the proceeds from the sale of the Series 2002 Bonds shall be allocated and deposited as provided in Section 6 hereof. Proceeds of the Series 2002 Bonds may be allocated among the 2002 Projects other than as shown in the preambles to this Resolution (even if doing so results in a reduction or elimination of one or more of the Series 2002 Projects), and deviations from the descriptions of particular Series 2002 Projects as shown in the preambles to this Resolution may be made, if the Fiscal Officer determines that doing so is in the best interest of the University. The principal amount of the Series 2002 Bonds to be issued shall be determined by the Fiscal Officer and specified in the Series 2002 Certificate of Award. The Series 2002 Bonds shall initially consist of Variable Rate Obligations bearing interest at, and convertible to, one or more Interest Rate Modes as described herein and in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement. The Series 2002 Bonds may be issued in separate series of Tax-Exempt Series 2002 Bonds and Taxable Series 2002 Bonds as the Fiscal Officer may determine in the Series 2002 Certificate of Award.

Section 4. Terms and Provisions Applicable to the Series 2002 Bonds.

(a) Forms, Denominations, Dates and Numbering. The Series 2002 Bonds shall be negotiable instruments in accordance with the Act, shall be issued only in fully registered form, without coupons, shall be substantially in the respective forms thereof set forth in the Second Supplemental Trust Agreement, shall be in Authorized Denominations and shall express upon their faces the purpose for which they are issued and that they are issued pursuant to the Act. Each Series 2002 Bond shall have only one principal maturity date, except for interim certificates, receipts or temporary Series 2002 Bonds which may be issued pending preparation of definitive Series 2002 Bonds. The Series 2002 Bonds shall be dated and numbered as set forth in the Series 2002 Certificate of Award.

Subject to the provisions of this Resolution for the use of a book entry system, the Series 2002 Bonds shall be exchangeable for other Series 2002 Bonds in the manner and upon the terms set forth in the Trust Agreement.

(b) Execution, Interest Rates and Maturities. (i) The Series 2002 Bonds shall be executed by the Chairman of the Board or the President of the University and by the Fiscal Officer or the Secretary of the Board and may have the seal of the University affixed or printed thereon; provided that all of such signatures and such seal may be facsimiles.

(ii) The Series 2002 Bonds shall mature on the date or dates and in the amounts set forth in the Series 2002 Certificate of Award, provided that the final maturity of the Series 2002 Bonds shall be not later than December 1, 2027. Interest on the Series 2002 Bonds shall be calculated and payable as provided in the Series 2002 Certificate of Award. The interest rate payable by the University on the Series 2002 Bonds shall not exceed the Maximum Rate except that Pledged Bonds (or the economic equivalent thereof as may be determined in the Series 2002 Certificate of Award) may bear interest at a rate greater than the Maximum Rate as provided in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

(iii) At the University's option, portions of the Series 2002 Bonds may be converted to or from one Interest Rate Mode to another as provided in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

(c) Mandatory Sinking Fund Redemption. The Series 2002 Bonds shall be subject to mandatory sinking fund redemption in part on each Mandatory Redemption Date, in the manner provided in the Trust Agreement, at a redemption price of 100% of the principal amount thereof to be redeemed plus accrued interest to the redemption date in such amounts and in the manner as may be set forth in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

(d) Optional Redemption. The Series 2002 Bonds shall be callable for redemption at the option of the University, in the manner provided in the Trust Agreement, in whole or in part, at such price or prices (but in any case not greater than 103% of the principal amount of Series 2002 Bonds to be redeemed plus accrued interest to the redemption date) at such times and in the manner as may be set forth in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

(e) Method and Notice of Redemption. If less than all of the outstanding Series 2002 Bonds of one maturity are to be called, the selection of such Series 2002 Bonds of such maturity to be called shall be made in the manner provided in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement. Notice of call for redemption of Series 2002 Bonds shall be given at the times and in the manner provided in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

(f) Place of Payment; Record Dates. Debt Service Charges on the Series 2002 Bonds when due shall be payable to the registered holders thereof at the places and in the manner provided in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement. The Fiscal Officer may establish a Regular Record Date and a Special Record Date for the Series 2002 Bonds which shall be set forth in the Series 2002 Certificate of Award.

(g) Paying Agent and Registrar. The Trustee shall serve as Paying Agent and Registrar for the Series 2002 Bonds.

(h) Payment. Debt Service Charges with respect to the Series 2002 Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Trustee or the Paying Agent, in the manner provided in the Trust Agreement.

(i) Book Entry System. The Series 2002 Bonds shall only be originally issued to a Depository for use in a book entry system and: (i) such Series 2002 Bonds shall be registered in the name of the Depository or its nominee, as Bondholder, and immobilized in the custody of the Depository; (ii) there shall be a single Series 2002 Bond representing each maturity; and (iii) such Series 2002 Bonds shall not be transferable or exchangeable, except for transfer to another Depository or another nominee of a Depository or to the Series 2002 Financial Institution in order to obtain payment of principal of Series 2002 Bonds in accordance with the Trust Agreement and in exchange for any Series 2002 Bonds so transferred without further action by the University. The Beneficial Owners shall not have any right to receive Series 2002 Bonds in the form of physical certificates.

So long as a book entry system is in effect for the Series 2002 Bonds, the University and Trustee shall recognize and treat the Depository, or its nominee, as the Holder of the Series 2002 Bonds for all purposes, including payment of Debt Service Charges, giving of notices, and enforcement of remedies. The crediting of payments of Debt Service Charges on the Series 2002 Bonds and the transmittal of notices and other communications by the Depository to Beneficial Owners are the responsibility of the Depository and are not the responsibility of the University or the Trustee; provided, however, that the University and the Trustee understand that neither the Depository or its nominee shall provide any consent requested of Holders of Series 2002 Bonds pursuant to the Trust Agreement, and that the Depository will mail an omnibus proxy (including a list identifying the owners of the book entry interests in the Series 2002 Bonds) to the University which assigns the Depository's, or its nominee's, voting rights to the owners of the book entry interests in the Series 2002 Bonds (as credited to their accounts at the Depository as of the record date for mailing of requests for such consents). Upon receipt of such omnibus proxy, the University shall promptly provide such omnibus proxy (including the list identifying the owners of the book entry interests in the Series 2002 Bonds attached thereto) to the Trustee,

who shall then treat such owners as Holders of the Series 2002 Bonds for purposes of obtaining any consents pursuant to the terms of the Trust Agreement.

As long as the Series 2002 Bonds are registered in the name of a Depository, or its nominee, the University and the Trustee agrees to comply with the terms and provisions of their agreement with the Depository including the provisions thereof with respect to any delivery of the Series 2002 Bonds to the Trustee which shall supersede the provisions of the Trust Agreement with respect thereto.

Notwithstanding any other provision of this Resolution or any provision of the General Bond Resolution, the Trust Agreement, the Second Supplemental Trust Agreement or any Series 2002 Bond to the contrary, with the approval of the Fiscal Officer, the Trustee may enter into an agreement with a Depository, or the nominee of a Depository, that is the registered owner of a Series 2002 Bond in the custody of that Depository providing for making all payments to that registered owner of principal of and interest and any premium on that Series 2002 Bond or any portion of that Series 2002 Bond (other than any payment of its entire unpaid principal amount) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Series 2002 Bond, upon any conditions which shall be satisfactory to the Trustee and the Fiscal Officer. That payment in any event shall be made to the person who is the registered owner of that Series 2002 Bond 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 Paying Agents for Series 2002 Bonds, if any, 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, this Resolution and Trust Agreement.

(j) Change of Depository and Replacement Series 2002 Bonds. If any Depository determines not to continue to act as a Depository for the Series 2002 Bonds for use in a book entry system, the University may attempt to have established a securities depository/book entry system relationship with another qualified Depository under the Trust Agreement. If the University does not or is unable to do so, the University and the Trustee, after the Trustee has made provision for notification of the owners of book entry interests in the Series 2002 Bonds by appropriate notice to the then Depository, shall permit withdrawal of the Series 2002 Bonds from the Depository, and authenticate and deliver Series 2002 Bond certificates in fully registered form to the assignees of the Depository or its nominee. If the event is not the result of University action or inaction, such withdrawal, authentication and delivery shall be at the cost and expense (including costs of printing or otherwise preparing, and delivering, such replacement Series 2002 Bonds), of those persons requesting that authentication and delivery unless University action or inaction shall have been the cause of the termination of the book entry system in which event such cost and expense shall be borne by the University. Such replacement Series 2002 Bonds shall be in Authorized Denominations.

(k) Tender Options. Each Holder and Beneficial Owner shall have the option to tender Series 2002 Bonds for purchase upon such terms as may be set forth in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

(l) Mandatory Tender. The Series 2002 Bonds shall be subject to mandatory tender by the Holders and Beneficial Owners thereof for purchase upon such terms as may be set forth in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement. The Fiscal Officer shall determine in the Series 2002 Certificate of Award whether any obligation on the part of the University to purchase Series 2002 Bonds from their Holders upon the completion of the term of the Series 2002 Credit Support Instrument shall be treated for purposes of the third paragraph of Section 2 of the General Bond Resolution as the conclusion of the term of Series 2002 Bonds.

(j) Remarketing of Series 2002 Bonds. Series 2002 Bonds which have been tendered for purchase shall be remarketed by the Series 2002 Remarketing Agent in the manner set forth in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement.

Section 5. Sale of the Series 2002 Bonds; Series 2002 Certificate of Award. The Series 2002 Bonds shall be awarded and sold to the Original Purchaser at the price set forth in the Series 2002 Certificate of Award, such price for any maturity of the Series 2002 Bonds shall be not less than 95% of the principal amount thereof, plus accrued interest on the aggregate principal amount of the Series 2002 Bonds from their dates 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 bond purchase agreement. Such award and sale shall be evidenced by the execution of a Series 2002 Certificate of Award by the Fiscal Officer 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 Fiscal Officer determines are consistent with this Resolution, the Trust Agreement and the Second Supplemental Trust Agreement. That the matters contained in the Series 2002 Certificate of Award are consistent with this Resolution, the Trust Agreement and the Second Supplemental Trust Agreement shall be conclusively evidenced by the execution of the Series 2002 Certificate of Award by such officer. The Series 2002 Certificate of Award shall be and hereby is incorporated into this Resolution and the Second Supplemental Trust Agreement.

The Fiscal Officer is hereby further authorized and directed to execute and deliver, in the name and on behalf of the University, a bond purchase agreement with the Original Purchaser upon such terms as approved by such officer not inconsistent with this Bond Legislation and not substantially adverse to the University. The approval of such officer, and that such bond purchase agreement is consistent with this Resolution and not substantially adverse to the University, shall be conclusively evidenced by the execution of such bond purchase agreement by such officers. The Fiscal Officer is hereby authorized to make arrangements with Peck, Shaffer & Williams LLP to serve as bond counsel and underwriter's counsel for the Series 2002 Bonds, and such firm is hereby appointed to serve in such capacities.

The Fiscal Officer, and any other appropriate officer of the University, are each hereby separately authorized to make arrangements for the delivery of the Series 2002 Bonds to, and payment therefor by, the Original Purchaser. It is hereby determined that the price for and the terms of the Series 2002 Bonds, and the sale thereof, all as provided in this Resolution, the Second Supplemental Trust Agreement and the Series 2002 Certificate of Award are in the best interest of the University and in compliance with all legal requirements.

Section 6. Allocation of Proceeds of Series 2002 Bonds. All of the proceeds from the sale of the Series 2002 Bonds shall be received and receipted for by the Fiscal Officer, and shall be deposited and allocated as follows:

(a) To the Bond Service Account in the General Receipts Bond Service Fund, the portion of such proceeds representing accrued interest and any capitalized interest directed to be deposited in the Bond Service Account by the Series 2002 Certificate of Award; and

(b) To the Series 2002 Projects Account which is hereby created as separate deposit account within the Facilities Fund (except when invested as hereinafter provided) in the custody of the University or the Trustee or other entity, as the Fiscal Officer shall determine, such amount as set forth in the Series 2002 Certificate of Award, as is necessary to provide for the costs of the 2002 Projects, including costs associated with the issuance of the Series 2002 Bonds and any capitalized interest directed to be deposited in the Series 2002 Projects Account by the Series 2002 Certificate of Award. Any such capitalized interest may be deposited in a separate sub-account of the Series 2002 Projects Account as the Fiscal Officer may determine. Upon a determination by the Fiscal Officer that any portion of such amount designated to be used for capitalized interest is not needed for such purpose, such portion may be expended for other purposes permitted for other moneys in the Series 2002 Projects Account.

Such proceeds are hereby appropriated for the purposes of the respective funds and accounts into which such proceeds are deposited.

No provision shall be made for a Debt Service Reserve Account with respect to the Series 2002 Bonds, and there shall be no Required Reserve for the Series 2002 Bonds. The Series 2002 Bonds shall not be payable from, and the Series 2002 Bonds shall not be secured by, any moneys in or investments credited to the Debt Service Reserve Account, and therefore, Debt Service Charges on the Series 2002 Bonds shall not have access to or claims upon the Debt Service Reserve Account.

Section 7. Series 2002 Projects Account; Recordkeeping; Application of Moneys. A record of each deposit into and disbursement from the Series 2002 Projects Account shall be made and maintained by the party having custody of such account.

Moneys in the Series 2002 Projects Account shall be used for the purpose of paying costs of the 2002 Projects, including "costs of facilities", as defined in the Act, related to the 2002 Projects, and capitalized interest to a date as may be set forth in the Series 2002 Certificate of Award, and any costs associated with the issuance of the Series 2002 Bonds, and shall be disbursed upon the written request of the Fiscal Officer on behalf of the University.

The University covenants that it will proceed with due diligence to complete the 2002 Projects and pay such costs. Upon completion of the 2002 Projects and the final payment of such costs, the University shall deliver to the Trustee a certificate of the Fiscal Officer on behalf of the University stating that fact and setting forth the amount, if any, then remaining in the Series 2002 Projects Account which shall be transferred to the Debt Service Account of the Debt Service Fund pursuant to this Section.

Upon such certification, any moneys remaining in the Series 2002 Projects Account and certified pursuant to the preceding paragraph shall be transferred by the party having custody of such Fund to the Debt Service Account of the Debt Service Fund as set forth in the immediately preceding paragraph.

Moneys in the Series 2002 Projects Account may be invested in any lawful University investments in amounts maturing not later than the times when such amounts in the Series 2002 Projects Account are required to pay any costs payable from such Fund. Any investment made by the Trustee shall be at the written or oral (and, if oral, promptly confirmed in writing) direction of the Fiscal Officer. The term "lawful University investments" shall mean those investments made in accordance with the *Statement of Objectives and Policies for Non-Endowment Invested Funds*, approved by the Board on October 2, 1998, as the same may be amended or supplemented from time to time. Such investments may include qualifying money market mutual funds for which the Trustee or any of its affiliates provide services for a fee, whether as an investment advisor, custodian, transfer agent, registrar, sponsor distributor, manager or otherwise.

Any investment of moneys in the Series 2002 Projects Account shall constitute a part of the Series 2002 Projects Account and the Series 2002 Projects Account shall be credited with all proceeds of sale, and gain or loss, from such investment. Interest earnings on moneys in the Series 2002 Projects Account shall be credited when received to the Series 2002 Projects Account. For investment purposes only, moneys in the Series 2002 Projects Account may be commingled with moneys from one or more funds held by the Trustee pursuant to the Trust Agreement; provided that separate records are maintained for each such fund, the investments made therefrom, and the interest earnings credited thereto.

Section 8. Second Supplemental Trust Agreement. The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, a Second Supplemental Trust Agreement pursuant to the Trust Agreement in connection with the issuance of the Series 2002 Bonds, in a form not substantially adverse to the University as may be permitted by the Act and the Trust Agreement and approved by the officer or officers executing the same on behalf of the University. The approval of such forms by the Board and such officer or officers, and the fact that such forms are not substantially adverse to the University, shall be conclusively evidenced by the execution of the Second Supplemental Trust Agreement by such officer or officers.

Consistent with Section 8.02 of the Original Trust Agreement, the University and the Trustee, without the consent of or notice to any of the Bondholders, may enter into agreements supplemental to the Trust Agreement and the Second Supplemental Trust Agreement to the extent necessary or desirable to permit (i) the transfer of Series 2002 Bonds from one Depository to another, and the succession of Depositories or (ii) the withdrawal of Series 2002 Bonds issued to a Depository for use of a book entry system and the issuance of replacement Series 2002 Bonds in fully registered form to others than a Depository.

The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer are each separately authorized to execute and deliver, on behalf of the

University, such other certificates, documents and instruments as are necessary in connection with the transactions authorized in this Resolution, and to do all other things required of them or the University pursuant to the Trust Agreement and this Resolution.

The appropriate officers of the University 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 of the General Bond Resolution and this Resolution. The Secretary of the Board shall furnish to the Original Purchaser a true and certified transcript of all proceedings taken with reference to the authorization and issuance of the Series 2002 Bonds along with other information as is necessary or proper with respect to the Series 2002 Bonds.

Section 9. Tax Matters. The University hereby covenants that it 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 Tax-Exempt Series 2002 Bonds under Section 103(a) of 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 Tax-Exempt Series 2002 Bonds or any other funds of the University, or take or omit to take any action that would cause the Tax-Exempt Series 2002 Bonds 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 Tax-Exempt Series 2002 Bonds. In the event that at any time the University is of the opinion that for purposes of this sub-section (a) it is necessary to restrict or limit the yield on the investment of any moneys held by the Trustee under the Trust Agreement, the Fiscal Officer shall so instruct the Trustee in writing, and the Trustee shall take such action as may be necessary in accordance with such instructions. The Fiscal Officer, or any other officer having responsibility with respect to the issuance of the Tax-Exempt Series 2002 Bonds, is authorized and directed to give an appropriate certificate on behalf of the University, on the date of delivery of the Tax-Exempt Series 2002 Bonds 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 Tax-Exempt Series 2002 Bonds.

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 Tax-Exempt Series 2002 Bonds. The University specifically covenants to pay or cause to be paid to the United States at the times and in the amounts determined under Section 10 hereof the Rebate Amounts, as described in the Memorandum of Instructions. The Trustee agrees to perform all tasks required of it in the Memorandum of Instructions.

Notwithstanding any provision of this sub-section (a), if the University shall provide to the Trustee an opinion of nationally recognized bond counsel to the effect that any action required under this Section and Section 10 of this Resolution 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 Tax-Exempt Series 2002 Bonds pursuant to Section 103(a) of the Code, the University and the Trustee may rely conclusively on such opinion in complying with the provisions hereof.

(b) So long as any of the Tax-Exempt Series 2002 Bonds, or any obligations issued to refund the Tax-Exempt Series 2002 Bonds, remain unpaid, the University will not operate or use, or permit the operation or use of, the 2002 Projects or any part thereof in any trade or business carried on by any person within the meaning of the Code which would cause the Tax-Exempt Series 2002 Bonds to be "private activity bonds" within the meaning of Section 141 of the Code.

Section 10. Rebate Fund.

(a) There has previously been created and ordered maintained in the custody of the Trustee (except when invested as herein provided), the Rebate Fund, which shall not constitute a Special Fund or Account securing the Series 2002 Bonds or other Obligations. There shall be deposited in the Rebate Fund such amounts as are required to be deposited therein pursuant to the Memorandum of Instructions. Subject to the transfer provisions provided in paragraph (d) below, all money at any time deposited in the Rebate Fund shall be held by the Trustee in trust, to the extent required to satisfy the Rebate Amount (as defined in the Memorandum of Instructions), for payment to the United States of America, and neither the University nor the owner of any Bonds shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be governed by this Section, by Section 9 of this Resolution and by the Memorandum of Instructions (which is incorporated herein by reference).

(b) The Trustee shall have no obligations to rebate any amounts required to be rebated pursuant to this Section, other than from moneys held in the funds created under the Trust Agreement or from other moneys provided to it by the University upon its request for said moneys from the University as set forth in the Memorandum of Instructions.

(c) The Trustee shall, at the direction of the University, invest amounts held in the Rebate Fund and deposit all earnings on such amounts as provided in the Memorandum of Instructions.

(d) The Trustee shall remit moneys in the Rebate Fund to the United States, as directed in the Memorandum of Instructions. Any funds remaining in the Rebate Fund after redemption and payment of all of the Bonds and payment and satisfaction of any Rebate Amount, or provision made therefor satisfactory to the Trustee shall be withdrawn and remitted to the University.

(e) Notwithstanding any other provision of this Resolution or the Trust Agreement, the obligation to remit the Rebate Amounts to the United States and to comply with all other requirements of this Section, Section 9 of this Resolution and the Memorandum of Instructions shall survive the defeasance or payment in full of the Bonds.

Section 11. Official Statement. The Fiscal Officer 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 "final" for purposes of Securities and Exchange Commission Rule 15c2-12, such officer's execution thereof on behalf

of the University to be conclusive evidence of such authorization, 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 Series 2002 Bonds and other interested persons.

The Fiscal Officer on behalf of the University is hereby authorized to execute and deliver a continuing disclosure certificate or agreement dated as set forth in the Series 2002 Certificate of Award (the "Continuing Disclosure Certificate") in connection with the issuance of the Series 2002 Bonds 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 Series 2002 Bonds; however, any holder or owner of the Series 2002 Bonds 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 Fiscal Officer 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 Series 2002 Bonds 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 12. Series 2002 Credit Support Instrument. The Fiscal Officer is hereby authorized to apply for a Credit Support Instrument with respect to the Series 2002 Bonds. The Fiscal Officer is hereby authorized to select a Financial Institution having qualifications and duties as set forth in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement to serve as the Series 2002 Financial Institution and to provide the Series 2002 Credit Support Instrument, and to accept the commitment of the Series 2002 Financial Institution therefor, and the payment of the fees, premiums and expenses relating to the Series 2002 Credit Support Instrument from sources described in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement is hereby authorized. The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, a reimbursement agreement or other agreement with the Series 2002 Financial Institution providing for the payment of the fees and expenses of the Series 2002 Financial Institution and the reimbursement, and security for the reimbursement, of the Series 2002 Financial Institution for advances made pursuant to the Series 2002 Credit Support Instrument, in such form as may be permitted by the Act and approved by the officer or officers executing the same on behalf of the University. The approval of such form by the Board and such officer or officers shall be conclusively evidenced by the execution of such agreement by such officer or officers.

Section 13. Series 2002 Remarketing Agent. The Fiscal Officer is hereby authorized to select a Remarketing Agent having qualifications and duties as set forth in the Series 2002

Certificate of Award and the Second Supplemental Trust Agreement to serve as the Series 2002 Remarketing Agent for the Series 2002 Bonds, and the payment of the fees and expenses relating to the remarketing of the Series 2002 Bonds from sources described in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement is hereby authorized. The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, an agreement with the Series 2002 Remarketing Agent providing for its services and the payment of the fees and expenses of the Series 2002 Remarketing Agent, in such form as may be permitted by the Act and approved by the officer or officers executing the same on behalf of the University. The approval of such form by the Board and such officer or officers shall be conclusively evidenced by the execution of such agreement by such officer or officers.

Section 14. Interest Rate Hedges. The Fiscal Officer is hereby authorized to (i) apply for one or more Interest Rate Hedges with respect to all or a portion of the Series 2002 Bonds, (ii) select a provider of such Interest Rate Hedge by negotiation or by a bidding process, based on the Fiscal Officer's best judgment as to which approach best serves the interest of the University, and (iii) accept the commitment of such provider therefor. The Fiscal Officer is authorized to retain such consultants and professional advisors as the Fiscal Officer deems necessary to accomplish the Interest Rate Hedge in the manner most beneficial to the University, and if a negotiated process is to be used, to select the counterparty and to approve the market-based terms for such Interest Rate Hedge. The payment of the fees and expenses of such consultants and advisors or otherwise related to any Interest Rate Hedge from the moneys in the Series 2002 Projects Account, or other sources described in the Series 2002 Certificate of Award and the Second Supplemental Trust Agreement is hereby authorized.

Any Interest Rate Hedge may be secured by a pledge of the General Receipts, either on a parity basis with the outstanding Obligations payable from the same sources as the Series 2002 Bonds, or on a subordinated basis payable as provided in the documentation for the Interest Rate Hedge (the "Hedge Documents"). The Chairman of the Board, the President of the University, the Secretary of the Board and the Fiscal Officer, or any one or more of them, are each authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the University, any Hedge Documents, in such form as may be permitted by the Act and approved by the officer or officers executing the same on behalf of the University. The approval of such form by the Board and such officer or officers shall be conclusively evidenced by the execution of such Hedge Documents by such officer or officers.

Consistent with Sections 8.02 and 10.02 of the Original Trust Agreement, the University and the Trustee, without the consent of or notice to any of the Bondholders but with the consent of any applicable Financial Institutions, may enter into agreements supplemental or amendatory to the Trust Agreement and the Second Supplemental Trust Agreement to the extent necessary or desirable to permit an Interest Rate Hedge to take place upon terms acceptable to the University, particularly with respect to how the amounts to be paid by the University pursuant to the Hedge Documents are to be treated for calculating annual amounts payable on the Obligations. Any Authorized Officer is hereby authorized and directed, in the name and on behalf of the University, and as its corporate act and deed, to negotiate, execute and deliver amendments or supplements to the Trust Agreement and the Second Supplemental Trust Agreement determined

by the Authorized Officer to be necessary and appropriate to accomplish any Interest Rate Hedge in such forms not substantially adverse to the University as may be permitted by the Act and approved by the Authorized Officer executing the same on behalf of the University. The approval of such forms by the Board and such officer or officers, and the fact that such forms are not substantially adverse to the University, shall be conclusively evidenced by the execution of such amendments or supplements by such Authorized Officer.

Section 15. Temporary Series 2002 Bonds. Pending the preparation of definitive Series 2002 Bonds the University may execute and the Trustee shall authenticate and deliver temporary Series 2002 Bonds in printed or typewritten form. Temporary Series 2002 Bonds shall be issuable in fully registered form, of any denomination, and substantially in the form of the definitive Series 2002 Bonds but with such omissions, insertions and variations as may be appropriate for temporary Series 2002 Bonds, all as may be determined by the Fiscal Officer. Every temporary Series 2002 Bond shall be executed on behalf of the University, and be authenticated by the Trustee upon the same conditions and in substantially the same manner, and with like effect, as the definitive Series 2002 Bonds. If one or more temporary Series 2002 Bonds are issued, then without unnecessary delay the University shall execute and furnish to the Trustee in exchange therefor without charge, and the Trustee shall authenticate and deliver in exchange for such temporary Series 2002 Bonds an equal aggregate principal amount of definitive Series 2002 Bonds. Until so exchanged the temporary Series 2002 Bonds shall be entitled to the same benefits under the Trust Agreement as definitive Series 2002 Bonds.

Section 16. Prior Actions Approved. All actions hereto taken by officers and employees of the Board and the University in connection with the approval, authorization, sale, execution, delivery and issuance of the Series 2001 Bonds, Series 2001 Swap Agreement, the Series 2002 Bonds, or the security therefor, or any Interest Rate Hedge or Credit Support Instrument related thereto, are hereby approved, ratified and confirmed.

Section 17. Additional Special Funds and Accounts. The Fiscal Officer is hereby authorized to create such additional Special Funds and Special Accounts in connection with the Series 2002 Bonds and the security therefor and the remarketing thereof as the Fiscal Officer deems necessary. Any such Special Funds and Accounts and the permitted investment thereof shall be described in the Series 2002 Certificate of Award.

Section 18. Relationship of this Resolution to General Bond Resolution. It is understood and acknowledged by the University that the Series 2002 Bonds are being issued pursuant to the terms of the General Bond Resolution, as amended and supplemented by the terms of this Resolution; that the Series 2002 Bonds are subject to all of the terms and conditions of the General Bond Resolution, as amended, except as otherwise provided herein; and that all of the terms, conditions, covenants and warranties contained in the General Bond Resolution, as amended, except as otherwise provided herein, shall apply with like force and effect to the Series 2002 Bonds as if originally made in connection therewith. The General Bond Resolution, as amended and supplemented to date including by this Resolution, is hereby approved, ratified and confirmed.

Section 19. General. This Resolution is adopted pursuant to the General Bond Resolution and the Trust Agreement. The appropriate officers of the University shall do all

things necessary and proper to implement and carry out the orders and agreements set forth in or approved in the General Bond Resolution and this Resolution for the proper fulfillment of the purposes thereof. Without limiting the generality of the foregoing, the Fiscal Officer 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 2002 Projects or the Series 2002 Bonds. Should all the Series 2002 Projects or the Series 2002 Bonds not receive such approvals by the time the Series 2002 Bonds are sold, the Fiscal Officer shall set forth in the Series 2002 Certificate of Award the 2002 Projects and the amount of Series 2002 Bonds that have received such approvals. Thereupon, the Series 2002 Bonds shall be issued in a principal amount not exceeding the amount approved by the Ohio Board of Regents and the 2002 Projects shall include only the projects approved by the Ohio Board of Regents.

Section 20. Inconsistencies. All orders, resolutions and other official actions, or parts thereof, inconsistent herewith or with the documents hereby authorized, approved, ratified or confirmed are hereby repealed, but only to the extent of such inconsistency. This Resolution shall not be construed as otherwise revising any order, resolution or other official action, or part thereof.

Section 21. Open Meeting 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 all legal requirements, including Section 121.22 of the Revised Code of Ohio.

Section 22. Effective Date. This Resolution shall take effect and be in force immediately upon its adoption.

Adopted: June ___, 2002

Interim Provost Gary Schumacher presented and explained in some detail the purpose of the project and identified the participating partners. Dr. Ackerman moved approval of the resolution. Mr. Brunner seconded the motion. All voted aye.

CONSULTANT FOR THE APPALACHIAN BEHAVIORAL HEALTH CARE RENOVATION AND EXPANSION PROJECT

RESOLUTION 2002 -- 1827

WHEREAS, Ohio University has been examining ways to improve its clinical facilities and better meet the healthcare needs of the citizens of Ohio's Appalachian region, and

WHEREAS, representatives from the Appalachian Behavioral Health Care Center, Tri-County Mental Health and Counseling, Health Recovery Services, and the Ohio University have been investigating one possible model for an integrated facility that involves the expansion of the Appalachian Behavioral Health Care facility, and

WHEREAS, the existing Appalachian Behavioral Health Care facility is a stand-alone psychiatric hospital that contains a total of 128,983 square feet and the facility is under utilized, and

WHEREAS, preliminary discussions suggest that an expanded and renovated facility totaling about 187,500 square feet would allow Appalachian Behavioral Health Care, Tri-County Mental Health and Counseling, Health Recovery Services, and clinics for the Colleges of Osteopathic Medicine, Arts and Sciences, Health and Human Services, and Fine Arts to integrate and collaborate in a highly productive manner, and

WHEREAS, an initial investigation suggests that all units can be accommodated with the construction of an addition that totals approximately 58,000 square feet and with the renovation of about 11,900 square feet and this work has been estimated to cost close to \$16,000,000, and

WHEREAS, Ohio University would like to hire a consultant to continue with the planning of the renovation and expansion of the Appalachian Behavioral Health Care facility at 100 Hospital Drive.

NOW, THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does hereby empower the President or his designee to interview and select a consultant for the Appalachian Behavioral Health Care Renovation and Expansion Project.

BE IT FURTHER RESOLVED that the Ohio University Board of Trustees does hereby authorize the preparation of plans and specifications for this project.

ABHCO201.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@oak.cats.ohiou.edu



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

DATE: June 5, 2002

SUBJECT: CONSULTANT FOR THE
APPALACHIAN BEHAVIORAL HEALTH CARE
FACILITY RENOVATION AND EXPANSION PROJECT

Over the last several years, Ohio University has been looking at ways to improve and expand the delivery of health care services at the College of Osteopathic Medicine. More recently, we have been looking at how to expand our Psychology Clinic and how to plan for the growth projected in other clinical services on the campus. These discussions have lead to more closely looking at a combined clinical facility. With the leadership of our interim provost, he has directed the examination of the possible of development of a comprehensive health care facility that would not only include the University but would involve other health related providers in Athens County. With representatives of the Appalachian Behavioral Health Care Center, Tri-County Mental Health and Counseling, Health Recovery Services, and the colleges of Osteopathic Medicine, Arts and Sciences, Health and Human Services and the Fine Arts, one possible model for an integrated facility that involves the expansion of the Appalachian Behavioral Health Care Center was examined. A preliminary study was completed that suggested that all units could be accommodated at the facility if an addition totaling approximately 58,000 square feet were constructed and about 11,900 square feet of space was renovated in the building. This study indicated that a project of this scope and magnitude would require close to \$16,000,000.

Page Two
Dr. Gary B. North
June 5, 2002

Ohio University would like to expand on the work done to date. We want to better define the scope and examine more closely what a project of this scale will cost. We would like to hire a consultant to develop the program more fully, design the project to better see how the various units will fit into the building, plan what work needs to be done to the site to accommodate the users better, and develop a more accurate cost estimate. It is anticipated that it will cost approximately \$1,000,000 in consulting fees to accomplish the work describe above.

I have enclosed a resolution for consideration by the Board of Trustees at their regular meeting of June 28, 2002. This resolution seeks the authority to interview and select a consulting architect and develop plans and specifications for the Appalachian Behavioral Health Care Center Renovation and Expansion Project. If additional information is necessary regarding this matter, please let me know.

JKK/mb/ABHC0201.GBN

enclosure

Dr. Gary M.Schumacher
Mr. Richard P. Siemer



Vice President for Administration
Cutler Hall 209
Athens OH 45701-2979

tel 740.593.2556
fax 740.593.2124

June 6, 2002

Dr. Robert Glidden
Office of the President
Cutler Hall #209

CAMPUS MAIL

Dear President Glidden:

Dr. Gary Schumacher is leading an effort to forge a partnership between the Ohio Department of Mental Health and Ohio University that would allow the local Mental Health Clinic to continue its service operation in Southeastern Ohio and, through expansion of the facility, permit clinical units from the university to move operations to that location.

Although final agreements have not been reached on how best to accomplish the merger, John Kotowski is requesting authorization to hire a consultant to better define the scope of the project and generate cost estimates to assist planning.

I recommend approval.

Sincerely,

Gary B. North
Vice President for Administration

GB:jt

Approved
Robert Glidden
6/7/02

Vice President Gary North presented the resolution and Mr. DeLawder moved its approval. Mr. Browning seconded the motion. All agreed.

CONSULTANT FOR THE AVIONICS ENGINEERING RESEARCH FACILITY

RESOLUTION 2002--- 1828

WHEREAS, the Ohio University College of Engineering, Avionics Engineering Center has identified a need for additional space for their research activities, and

WHEREAS, these research activities are most effectively accomplished at the Ohio University Bush Airport, and

WHEREAS, the airport runway extension, currently under construction, will provide additional aircraft capability and additional opportunities for research at the Airport, and

WHEREAS, this office, in conjunction with the Vice President for Research, and the Director of the Avionics Engineering Center has done a needs assessment and established that a new office and research facility at the Airport would best address these needs, and

WHEREAS, the Vice President for Research and the Avionics Engineering Center have raised a portion of the funding necessary to hire a consultant for the project, and

WHEREAS, Ohio University has advertised for qualified consulting firms and will be receiving proposals and conducting a process to select the consultant.

NOW, THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does hereby empower the President or his designee to interview and select an associate architect for the Avionics Engineering Research Facility.

BE IT FURTHER RESOLVED that the Ohio University Board of Trustees does hereby authorize the preparation of construction plans and specifications for the project.

AVIONICSENGRESBLDG.RES



Vice President for Administration
Cutler Hall 209
Athens OH 45701-2979

tel 740.593.2556
fax 740.593.2124

June 6, 2002

Dr. Robert Glidden
Office of the President
Cutler Hall #103

CAMPUS MAIL

Dear President Glidden:

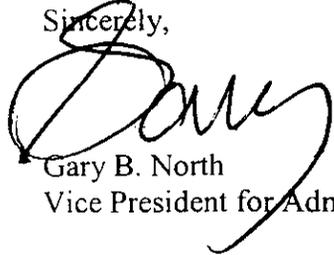
Dr. Jack Bantle has identified funds to support planning for an Avionics Engineering office and research facility which will allow faculty to do more research activity at the airport.

The proposed facility will be approximately 10,000 square feet and is estimated to cost in the range of \$1,400,00 to \$2,000,000.

John Kotowski has requested authorization to hire a consultant to develop plans and specifications for the project.

I recommend approval.

Sincerely,



Gary B. North
Vice President for Administration

GN:jt

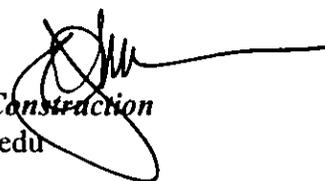
Approved

6/7/02

INTEROFFICE MEMORANDUM

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

John Kotowski
Director, Facilities Planning and Construction
E-MAIL: kotowski@ohio.edu



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

DATE: June 4, 2002

SUBJECT: APPROVAL TO HIRE A CONSULTANT FOR THE
AVIONICS ENGINEERING RESEARCH FACILITY

The Ohio University Airport serves as a General Aviation Airport for Southeastern Ohio, provides academic programs for the School of Aviation, and also provides research facilities for the Avionics Engineering Center, part of the College of Engineering.

The Avionics Engineering Center currently utilizes a hangar facility at the airport for its research activities. Due to limited space in this building, most researchers in that department use offices in Stocker Center. In order to locate those researchers at a location more conducive to the successful completion of their research activities, and to better provide the spaces necessary for those activities, the Avionics Engineering Center would like to construct a new research facility on the Airport grounds. The Vice President for Research, in conjunction with the Avionics Engineering Center, has identified a portion of the funds necessary to construct the new facility. This facility will be 8,000 to 10,000 square feet in area, and will contain offices and several research spaces. Construction costs are anticipated to be \$1,400,000, with total project costs of \$ 2,000,000.

I have enclosed a resolution for consideration by the Board of Trustees at their regular meeting of June 28, 2002, which seeks authorization to interview and select a consulting architect and develop construction documents for the Avionics Engineering Research Facility. If I can be of further assistance or provide additional information regarding this matter, please let me know.

JKK/dp/AVIONICSENGBLDG.GBN
enclosure

pc: Mr. Richard Park Siemer, Dr. Jerrel Mitchell, Dr. Jack Bantle,
Dr. Dennis Irwin, Dr. James Rankin

Budget, Finance, and Physical Plant Committee (Con't.)

On a motion by Dr. Browning and a second by Mr. Brunner, Trustees unanimously agreed to approve the following resolutions:

Approval of Construction Plans and Specifications for Bennett Hall HVAC
Renovation, OU Chillicothe – Resolution 2002 – 1829

Approval of Construction Plans and Specifications for the Elson Hall Roof
Replacement, OU Zanesville – Resolution 2002 – 1830

Approval of Construction Plans and Specifications for the Innovation Center –
Resolution 2002 – 1831

**APPROVAL OF CONSTRUCTION DOCUMENTS FOR
BENNETT HALL HVAC RENOVATIONS PROJECT**

RESOLUTION 2002 -- 1829

WHEREAS, House Bill Number 640 includes an appropriation of \$212,447.00, Senate Bill Number 245 includes an appropriation of \$2,035,292.00, and Senate Bill Number 245 makes available an additional \$50,925.00 all for the Bennett Hall HVAC Improvements Project, and

WHEREAS, the balance of the project funding in the amount of \$1,071,256.00 has been recommended by the Ohio Board of Regents in the 2003-2004 Biennium Capital Improvements bill, and

WHEREAS, Regional Higher Education deems this project to be of sufficient institutional importance to obtain a bridge loan in order to enter into contracts for the HVAC Improvements and accept the risk that the FY 2003 – 2004 Capital Improvements bill will be passed into law and it will contain the necessary dollars to fund the balance being loaned, and

WHEREAS, Ohio University did interview, select, and contract with the firm of ZDS Design/Consulting Services to provide consulting services for this project, and

WHEREAS, final plans and specifications have been prepared and are ready for advertisement for construction contracts,

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 to award construction contracts so long as the total bids received are within proposed funding for the project.

BENNETT2002.RES



Vice President for Administration
Cutler Hall 209
Athens OH 45701-2979

tel 740.593.2556
fax 740.593.2124

June 6, 2002

Dr. Robert Glidden
Office of the President
Cutler Hall #209

CAMPUS MAIL

Dear President Glidden:

John Kotowski has worked with Dean Richard Bebee and the staff at the Chillicothe Campus to develop plans and specifications for a Bennett Hall HVAC renovation and other work to the building. Construction documents are now completed and John is seeking approval to seek bids and award a construction contract within the limits of available funds.

I recommend approval.

Sincerely,

Gary B. North
Vice President for Administration

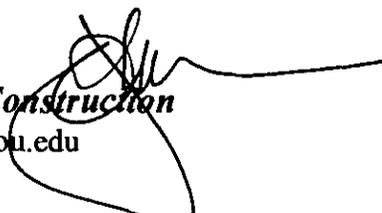
GB:jt

Approved
[Signature]
6/7/02

INTEROFFICE MEMORANDUM

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

John Kotowski
Director, Facilities Planning and Construction
E-MAIL: kotowski@oak.cats.ohiou.edu



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

DATE: May 17, 2002

SUBJECT: APPROVAL OF CONSTRUCTION DOCUMENTS FOR THE
BENNETT HALL HVAC RENOVATIONS PROJECT

House Bill Number 640 makes \$212,447.00 available and SB 245 makes \$2,035,292.00 available to the University for the Bennett Hall HVAC and Lab Improvements Project on the Ohio University Chillicothe Campus. Capital recommendations for fiscal year 2003-2004 will make available \$828,166 for Bennett Hall Interior Renovations Phase II and \$243,090 for basic renovations at the Ohio University Chillicothe Campus. All of these funds are being combined along with available balances from previous capital projects on the Chillicothe Campus totaling \$50,925.00, to fund a \$3,355,776.00 project, **Bennett Hall HVAC Renovations Project**. This project will modify the air distribution systems, modify controls systems, replace suspended ceiling systems and upgrade interior lighting. This project also includes bid alternates to replace the roof of Bennett Hall, upgrade the laboratory fume hoods and replace the boilers for the building.

This building will need to remain partially occupied during construction and in order to sequence and perform work on this project, it is intended to enter into construction contracts during July of 2002. As noted above, a portion of the funding for this project is identified in the pending capital bill for fiscal year 2003 - 2004. Because these funds will not be available until after work has started, the office of the Vice President for Finance has approved and issued a bridge loan to fully fund this project until the capital funds are available.

Page Two
Dr. Gary North
May 17, 2002

The Ohio University Board of Trustees approved the hiring of the consulting firm of ZDS Design/Consulting Services to provide engineering services for this project at their June 2000 meeting. Construction documents are now complete.

With this memo, I have enclosed a resolution for consideration by the Board of Trustees at their June 2002 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.

Construction documents will be available for review, if desired, at the Board of Trustees Meeting.

JKK/pwc/BENT2002.GBN

pc: Dr. Richard Bebee
Dr. Charles Bird
Ms. Pamela W. Callahan

**APPROVAL OF ELSON HALL ROOF
REPLACEMENT PLANS, SPECIFICATIONS, AND
AUTHORIZATION OF CONTRACT AWARD**

RESOLUTION 2002--- 1830

WHEREAS, in 2001 and 2001, the Zanesville Campus, with Assistance from the Facilities Planning & Construction Office completed the last of several phases of work intended to organize and improve Elson Hall, and

WHEREAS, as a part of upgrading Elson Hall, the next area of focus is the building's roof system, and

WHEREAS, continued maintenance activities have become cost-ineffective relative to the expected longevity of the roof system, and

WHEREAS, the expected life of a new roof system will protect the institution's investment and minimize operating costs of the existing roof system, and,

WHEREAS, Ohio University, utilizing the services of Mays Consulting, has completed plans and specifications, and obtained all necessary permits for this project, and

NOW, THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does hereby approve the plans and specifications for the Elson Hall Roof Replacement Project.

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



Vice President for Administration
Cutler Hall 209
Athens OH 45701-2979

tel 740.593.2556
fax 740.593.2124

June 6, 2002

Dr. Robert Glidden
Office of the President
Cutler Hall #209

CAMPUS MAIL

Dear President Glidden:

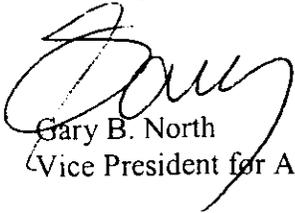
John Kotowski has worked with Dr. James Fonseca, Dean of the Zanesville campus and members of his staff, to finalize plans for the replacement of the Elson Hall roof. This is a project that is being done in cooperation with Muskingum Area Technical College.

Capital funds are available to finance the project through awards to Ohio University Zanesville and the Muskingum Area Technical College. The estimated cost is \$410,000.

John is seeking approval to seek bids and award a construction contract.

I recommend approval.

Sincerely,



Gary B. North
Vice President for Administration

GB:jt

Approval
Robert Glidden
6/7/02

INTEROFFICE MEMORANDUM

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

John Kotowski
Director, Facilities Planning and Construction
E-MAIL: kotowski@oak.cats.ohiou.edu



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

DATE: June 5, 2002

SUBJECT: APPROVAL OF CONTRACTOR SELECTION AND
RECOMMENDATION OF CONTRACT AWARD FOR THE
ELSON HALL ROOF REPLACEMENT PROJECT

The Ohio University Zanesville Campus plans, in cooperation with the Muskingum Area Technical College, to completely replace the roof on Elson Hall. Work to be performed includes the complete removal of the existing single ply fabric system, as well as all deteriorated insulation. Funding for this project is coming from House Bill Number 640. That bill makes \$409,618.00 available for the roof replacement project at Elson Hall. As part of this total funding package, \$210,122.00 was appropriated to basic renovations for Ohio University-Zanesville (OU-Z), and the remaining \$208,496.00 was appropriated to basic renovations for Muskingum Area Technical College (MATC).

Ohio University has the authority to manage this project locally and would like to proceed with advertising and award of construction contract in accordance with State of Ohio established procedures. In order that this office may proceed, I have enclosed a resolution for consideration by the Board of Trustees at their June 28, 2002 meeting that seeks this authority to award a contract.

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

pc: Dr. James Fonseca
Dr. Charles Bird
Mr. Timothy Kern

ELSNRR2002.GBN

**APPROVAL OF CONSTRUCTION DOCUMENTS
FOR THE
INNOVATION CENTER PROJECT**

RESOLUTION 2002-- 1831

WHEREAS, the Ohio University Board of Trustees, at their regular meeting of February 1, 2001 approved the issuance and sale of General Receipts Bonds and provided the authority to plan the development of a number of capital projects, and

WHEREAS, one of the projects approved by the Board was this project, the Innovation Center, and

WHEREAS, the Ohio University bond issuance in April 2001 contains \$5,775,000 for this facility, and

WHEREAS, the office of the Vice President for Research successfully sought and received an EDA grant for \$1,422,588, a HUD grant for \$400,000 and an Appalachian Regional Commission grant for \$1,000,000 which will be used to retire a portion of the debt for this facility, and

WHEREAS, the balance of the debt, or \$2,952,412 will be paid from University generated revenues, and

WHEREAS, the University did select the Reiser, Valentour and Callahan Architects, Inc. as consulting architects for the project, and

WHEREAS, final plans and specifications have been prepared for the construction of the Innovation Center.

NOW, THEREFORE, BE IT RESOLVED that the Ohio University Board of Trustees does hereby approve construction documents for this project.

BE IT FURTHER RESOLVED that the Ohio University Board of Trustees does hereby authorize the President or his designee to accept and recommend to Purchasing an Materials Management, award of construction contracts provided the total bids do not exceed funds available.

INNOVATION2002.RES



Vice President for Administration
Cutler Hall 209
Athens OH 45701-2979

tel 740.593.2556
fax 740.593.2124

June 6, 2002

Dr. Robert Glidden
Office of the President
Cutler Hall #103

CAMPUS MAIL

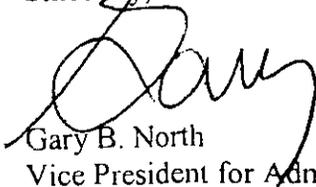
Dear Dr. Glidden:

John Kotowski has worked with Dr. Jack Bantle, Vice President for Research, to finalize plans and specifications for the construction of a 32,000 gross square foot Innovation Center on West State Street. Vice President Bantle will fund \$1.2 million from rental income with the balance of rental income committed to Plant Operation Maintenance cost. Dr. Bantle advised that Richard Siemer, Vice President for Finance, agreed to finance \$1.7 million of the project cost from other revenue sources. The balance of debt service and Plant Operation Maintenance will be paid from grants and with revenue generated from leases and contracts.

Project cost is estimated at \$5,775,000 and construction cost is estimated at \$4,721,000. Final plans have been completed and bids have been received. John is seeking approval to award a construction contract.

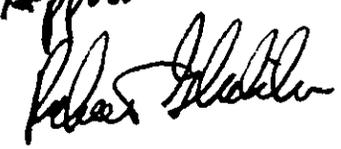
I recommend approval.

Sincerely,



Gary B. North
Vice President for Administration

GN:jt

Approved

6/7/02

INTEROFFICE MEMORANDUM

PRESIDENT'S OFFICE
JUN 17 2002

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 and Construction
E-MAIL: kotowski@ohio.edu

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

DATE: June 5, 2002

**SUBJECT: APPROVAL OF CONSTRUCTION DOCUMENTS AND
AWARD OF CONTRACTS FOR THE INNOVATION CENTER PROJECT
ATHENS CAMPUS**

The Innovation Center will be a 32,500 gross square foot, two story building located at the West State Street research park. The new facility will be a mixed-use business incubator. The building will have 4,500 square feet of Biotechnology laboratory space, 1,500 square feet of light manufacturing area and the balance will be general office space. The building will have shared amenities space such as public restrooms, conference room, mail and copier room, reception area, elevator, and a loading dock.

The anticipated project cost for this facility is \$5,775,000 with the cost of construction estimated to be \$4,721,000. The 2001 Series Bond Issue, being finalized by the institution, will contain \$5,775,000 for this project. This debt will, in part, be retired with pending grant awards. These grants include \$1,422,588 from Economic Development Administration, \$400,000 from Housing and Urban Development and \$1,000,000 from Appalachian Regional Commission. The balance, or \$2,952,412, will be retired with other University generated revenues.

The final plans and specification are complete and bids have been received. In order that I may proceed with construction of this facility, I am writing to seek your support to proceed and enter into contracts with the contractors whose bids are the best and lowest. Towards that end, I have enclosed a resolution for consideration by the board

Page Two
Dr. Gary B. North
June 6, 2002

of trustees at their regular meeting of June 28, 2002 that seeks approval of plans and specifications and the authority to award construction contracts.

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

JKK/slw/INNOVATION2002.GBN

Enclosure

pc: Dr. Jack Bantle
Mr. Richard P. Siemer
Mr. Richard J. Shultz

EDUCATIONAL POLICIES COMMITTEE

Committee Chairman C. Daniel DeLawder presented matters before the committee.

Promotion and Tenure Review

Interim Provost Schumacher provided Trustees with a listing of promotion and tenure awards for the academic year 2002. He noted 53 University faculty received one or both this year. That compares to 56 such individuals last year. A copy of the awards list is included with the official minutes.

Committee Chairman DeLawder presented matters before the Committee. Interim Provost Schumacher presented the resolution and Mr. DeLawder moved its approval. Approval was unanimous.

PROPOSED MASTER OF SCIENCE IN NURSING

RESOLUTION 2002 – 1832

WHEREAS, the School of Nursing has proposed the Master of Science in Nursing, and

WHEREAS, the proposal has the support of the dean and faculty of the School of Nursing, the College of Health and Human Services, and the University Curriculum Council, and

WHEREAS, the proposed degree will allow the School of Nursing to provide a graduate program based on the faculty and curricular strengths currently existing in the School of Nursing, and

WHEREAS, the proposed degree will provide students with the knowledge and skills essential to enhance professional credentials,

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of Ohio University approves offering a Master of Science in Nursing.

Office of the Provost
Cutler Hall 306
Athens OH 45701-2979
740-593-2600 phone
740-593-9191 fax



OHIO UNIVERSITY

1804

DATE: June 12, 2002
TO: Robert Glidden, President
FROM: Gary Schumacher, Interim Provost *ms*
SUBJECT: Proposed Master of Science in Nursing

I support the proposal for a new degree to be offered by the School of Nursing in the College of Health and Human Services. The Master of Science in Nursing is designed to provide the opportunity for enhanced professional credentials for nurses. The proposed new degree is endorsed by the faculty and administration of the College of Health and Human and Services and will serve to strengthen their curriculum offerings to their students.

GS/jt



Office of the Dean

College of Health and Human Services
Grover Center W379
Athens OH 45701-2979

tel 740.593.9336
fax 740.593.0285
web www.ohiou.edu/healthandhuman

DATE: May 22, 2002

TO: Gary Schumacher, Interim Provost

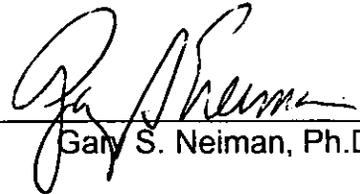
FROM: Gary S. Neiman, Dean

SUBJECT: Master of Science in Nursing Proposal

MAY 24 2002
Office of the Provost

I am pleased to endorse the proposal of the School of Nursing to establish a Master of Science in Nursing degree program. This program will represent the only state supported graduate program in nursing in the southeast quadrant of Ohio and will do much to enhance health care in a medically under served area of Ohio. In addition, enhanced professional credentials for nurses should increase job satisfaction, thereby fortifying the workforce in this under supplied profession.

It is important to note that this proposal is an outgrowth, in part, between collaborations between the School of Nursing (CHHS) and the Associate Degree in Nursing Programs (RHE). It is expected that resources of both the School of Nursing and RHE will be deployed to collaborate on the delivery of this program.



Gary S. Neiman, Ph.D.

Interim Provost Schumacher presented the resolution and Mr. DeLawder moved its approval. Mr. Schey seconded the motion and approval was unanimous.

**GRADUATE CERTIFICATE PROGRAM IN
HEALTH SERVICES ADMINISTRATION**

RESOLUTION 2002 - 1833

WHEREAS, the College of Health and Human Services has proposed a graduate certificate program in Health Services Administration, and

WHEREAS, this proposal has the support of the dean and faculty of the College of Health and Human Services, and the University Curriculum Council, and

WHEREAS, the proposed certificate will allow the College of Health and Human Services to deliver a high-quality program built on the faculty and curricular strength currently existing in various departments, and

WHEREAS, the proposed certificate will provide health practitioners with information about health care business and administrative practices, and

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of Ohio University approves offering a graduate certificate in Health Services Administration.

Office of the Provost
Cutler Hall 306
Athens OH 45701-2979
740-593-2600 phone
740-593-9191 fax



OHIO UNIVERSITY
1804

DATE: June 12, 2002
TO: Robert Glidden, President
FROM: Gary Schumacher, Interim Provost ^{cms}
SUBJECT: Proposed Graduate Certificate Program in the College of Health and Human Services

I support the proposal for a new graduate certificate to be offered by the College of Health and Human Services. The graduate certificate is designed to provide health practitioners with a significant orientation to health care business and administrative practices. The proposed certificate is endorsed by the faculty and administration of the College of Health and Human Services and will serve to strengthen their curriculum offerings to their students.

GS/jt



Office of the Dean

College of Health and Human Services
Grover Center W379
Athens OH 45701-2979

tel 740.593.9336
fax 740.593.0285
web www.ohiou.edu/healthandhuman

DATE: May 22, 2002

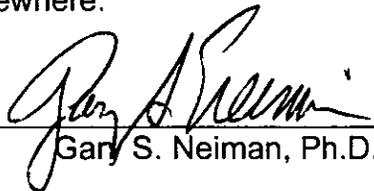
TO: Gary Schumacher, Interim Provost

FROM: Gary S. Neiman, Dean

SUBJECT: Graduate Certificate Program in Health Services Administration

MAY 24 2002
Office of the Provost

I am pleased to endorse the proposal of the School of Health Sciences to establish a Graduate Certificate Program in Health Services Administration. This program will be targeted to a large market of health practitioners in the medically under served areas of southeast Ohio and beyond. In so doing, Ohio University will augment health care capabilities by providing professionals with a significant orientation to health care business and administrative practices. It is expected that many of these individuals will use this education to migrate toward administrative roles or enroll in Masters in Health Administration degree programs at Ohio University or elsewhere.



Gary S. Neiman, Ph.D.

Educational Policies Committee(Con't.)

Interim Provost Schumacher and Vice President Bird presented the following resolutions. Mr. DeLawder moved their approval with a second by Dr. Browning. All voted aye.

Comparative Arts Name Change – Resolution 2002 – 1834

Appointments to Regional Coordinating Council for Southern Campus –
Resolution 2002 – 1835

NAME CHANGE FOR THE SCHOOL OF COMPARATIVE ARTS

RESOLUTION 2002 - 1834

WHEREAS, the School of Comparative Arts comprises a diverse faculty with many professional activities; and

WHEREAS, the current school designation does not adequately recognize this diversity of faculty and their professional activities; and

WHEREAS, the faculty have thoroughly discussed the desirability of a change of name for the school and the dean of the College of Fine Arts supports this recommendation.

NOW, THEREFORE, BE IT RESOLVED that the School of Comparative Arts be changed to the School of Interdisciplinary Arts.

Office of the Provost
Cutler Hall 306
Athens OH 45701-2979
740-593-2600 phone
740-593-9191 fax



OHIO UNIVERSITY
1804

DATE: June 12, 2002
TO: Robert Glidden, President
FROM: Gary Schumacher, Interim Provost *GS*
SUBJECT: Name Change

The dean of the College of Fine Arts and the faculty of the School of Comparative Arts are requesting a change in name from the School of Comparative Arts to the School of Interdisciplinary Arts. This name change reflects the mission of the school and meets currently recognized standards.

It seems to me that the rationale presented by the dean of the College of Fine Arts is sound and that the name change is in the best interests of the college. I therefore concur with the name change and recommend that it be approved.

GS/jt



Interoffice Communication

DATE: June 5, 2002

TO: Barbara Reeves, Associate Provost, Cutler 311

FROM: Jan Chubb, Secretary, University Curriculum Council

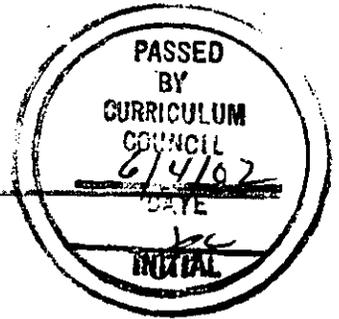
RE: **School of Comparative Arts (MCF prefix CA) name/MCF change, to:
School of Interdisciplinary Arts (MCF prefix IA)**

Enclosed please find two copies of the above captioned request to change the name of the School of Comparative Arts, which was presented by the Programs Committee and unanimously approved by the University Curriculum Council on Tuesday, June 4. These copies are being forwarded to you for implementation of this name change.

Encl.

cc William F. Condee, Director, School of Comparative Arts
Chuck McWeeny, Associate Dean, College of Fine Arts
Kathy Rose-Grippa, Chair, Programs Committee

To: Margret Appel, Chair, University Curriculum Council
From: William F. Condee, Director, School of Comparative Arts
Date: 5/18/02
Re: School of Interdisciplinary Arts



I am writing with the exciting news that the faculty of the School of Comparative Arts has voted unanimously to recommend changing the name to the School of Interdisciplinary Arts. The faculty has been discussing this idea informally for over a year, and intensively and formally throughout Winter Quarter. In addition, I have discussed the idea with colleagues at benchmark institutions, former faculty and alumni. All have endorsed the change enthusiastically.

This change reflects a shift in the School's focus going back to the internal and external review process during AY 2000-01. Before I became Director, the Dean asked that I work with the faculty to develop a proposal for a new program. By the end of Winter Quarter, 2001, we had the new program in place and approved, and a positive evaluation from Professor Simon Williams, Professor of Theater at University of California—Santa Barbara.

The new program focuses on interdisciplinary studies, as indicated in the current Mission Statement: "The School of Comparative Arts at Ohio University offers a unique interdisciplinary program of study in the arts. The Ph.D. program educates scholars who are grounded in a single discipline and able to view that area through the lens of the other arts." In addition, the statement on dissertations stresses interdisciplinarity: "The subject should be inherently interdisciplinary. The given thesis should be proven through the combined methodologies, subjects and/or theories of two or more arts, or disciplines outside the arts. The dissertation may focus on one art discipline and integrate another discipline or disciplines in or outside of the arts." The proposed change in name is therefore an inevitable result of the mission, program and guidelines determined a year ago, and now in place.

In addition, this name change is consistent with national academic standards for use of these terms. A "Briefing Paper," published by the *Council of Arts Accrediting Associations* (March 1994), entitled "Disciplines in Combination: Interdisciplinary, Multidisciplinary, and Other Collaborative Programs of Study," defines "interdisciplinary" as,

An adjective describing the *interaction* among two or more different disciplines. This interaction may range from simple communication of ideas to the mutual integration of organizing concepts, methodologies, procedures,



Interoffice Communication

OHIO UNIVERSITY

DATE: May 30, 2002

TO: Margret Appel, Chair, University Curriculum Council

FROM: Raymond Tymas-Jones, Dean, College of Fine Arts

SUBJECT: Name Change for the School of Comparative Arts

This memorandum is to affirm my support for the proposed change in the name for the School of Comparative Arts to the School of Interdisciplinary Arts. It is germane to the public persona of the School that the name more aptly describes the academic focus of its program. Recently, the program underwent a major revision and refocusing of its curriculum. The consequence of this curricular revision is the study of the interaction among two or more different disciplines within the context of the arts. Using the name of Interdisciplinary Arts is congruent with the mission statement and curriculum. The name of Comparative Arts implies the study is centered on "comparing" two or more different disciplines rather than an examination of the interconnections among the arts disciplines.

I fully agree with Professor Condee's statement in his memorandum to you dated May 30, 2002, "the name School of Interdisciplinary Arts indicates that this program is cutting-edge and meets current nationally recognized standards." The College of Fine Arts takes pride in its graduate education programs and the refocusing of the Ph.D. program has been the result of the commitment of the faculty to provide distinctiveness in graduate education. This is in agreement to the University Mission Statement set forth this academic year.

Thank you for your consideration.

RTJ/sb

cc: William Condee, Director, School of Comparative Arts



Appointments to Regional Coordinating Council

RESOLUTION 2002-1835

BE IT RESOLVED BY the Board of Trustees of Ohio University that the following persons be appointed to membership on the Coordinating Council at the Regional Campus of Ohio University - Southern.

Ohio University - Southern

James A. Payne

For a eight-year term beginning July 1, 2002, and ending at the close of business June 30, 2010, vice Bernard Edward, whose term expired.

Jodi Rowe-Collins

For a three-year term beginning July 1, 2002, and ending at the close of business June 30, 2005, vice Betty Douglas, whose term expired.



COPY

UPDATED
2000

JAMES A. PAYNE
607 South Fifth Street
Ironton, Ohio 45638
Residence: (740) 533-9585
Office: (740) 532-6451

MAJOR STRENGTHS

More than 13 years professional experience as a district superintendent. Have a strong finance background as well as knowledge and expertise in the areas of collaborative planning and the acquisition of funds through referendum, state allocations, and grants.

EDUCATION

Ph.D. in Education Administration, Ohio University, Athens, Ohio. March 1998.

Superintendent's Certificate, Ohio University, Athens Ohio and University of Dayton, Dayton, Ohio. 1985.

M.A. in Education Administration, Ohio University, Athens, Ohio. 1983.

B.S. in Secondary Education, Mississippi State University, Starkville, Mississippi. 1977.

PROFESSIONAL EXPERIENCE

Superintendent, Dawson-Bryant Local Schools, July 1999–present. Responsible for overall operation of the district, which serves 1,340 students and employs 80 teachers and administrators and 40 classified staff. The budget for 1999-2000 is \$7,000,000.

Superintendent, Ironton City Schools, 1993 to 1999. Was responsible for the overall operation of the district, which included 120 teachers and professional staff members, 60 classified employees, and more than 1,800 students. During the seven-year period, district personnel and community members completed a five-year strategic plan which formed the basis for the district's continuous improvement plan, completed in 1999.

Superintendent, Symmes Valley Local School District in Lawrence County, 1987–1993. Was responsible for the overall operation of the district, which included 68 teachers and professional staff members, 42 classified employees, and more than 1,000 students. The general fund budget in 1993 was \$3,700,000. During the six-year period, directed the planning and building of a consolidated K–8 building and the renovation of the existing high school. Procured \$10,870,000 in project funding through a referendum, state appropriations, and grants.

PROFESSIONAL EXPERIENCE (CONTINUED)

Lawrence County Auditor, Ironton, Ohio, 1985–1987. Was responsible for all aspects of county finance—revenue collection and distribution, budgeting, bond issues, accounting procedures. Through effective planning, eliminated a previously existing \$600,000 deficit within two years.

Lawrence County Treasurer, Ironton, Ohio, 1981–1985. Was responsible for investing county funds and locating additional sources of revenue. Developed a cash management program which increased investment revenue from \$278,000 to \$542,000 within a two-year period.

Teacher, Lawrence County Joint Vocational School, Getaway, Ohio, 1978–1981. Taught history and government.

Assistant Coach, Ironton High School, Ironton, Ohio, 1978–1981. Coached football, basketball, and girls' track.

OTHER PROFESSIONAL ACTIVITIES

1999–present

Member, Advisory Committee to Dr. Susan Tave Zelman, Ohio Superintendent of Public Instruction

Member, Executive Committee, Ohio Association of Local School Superintendents (OALSS)

As superintendent of Dawson-Bryant Local District provide leadership for the following programs and improvement activities:

- *Technology*. Have begun technology realignment and the introduction of standards of technology expertise for teachers and students. The district is offering professional development to help at least one-third of the district's teachers reach the practitioner level of technology expertise by the end of the 1999–2000 school year.
- *Academics*. District personnel have redesigned graduation requirements to include a research project spanning a student's entire high school career.
- *School Improvement*. High school teachers and administrators are collaborating with Ohio University Southern Campus's Center for Development to implement the High Schools That Work model. Provide a district commitment to support grant programs with the purpose of school reform, such as Project REAL, Tech Prep, GEAR-UP, Raising the Bar, and 21st Century Community Learning Centers (application in progress).
- *Social Services*. The district participates in an on-site collaboration with outside agencies in the middle school and high school to provide school nurses and a variety of social services, including psychological services.

OTHER PROFESSIONAL ACTIVITIES (CONTINUED)

- 1998 Doctoral Dissertation: *The Impact of State-of-the-Art Communications Technology on Instructional and Learning Behaviors and Teacher/Student Perceptions.*
- 1993–1998 As superintendent of Ironton City Schools, directed or implemented the following organizational changes within the system:
- *Strategic Planning.* A collaborative group of school personnel, students, and community members completed a strategic plan which is currently being implemented. Strategies for school improvement include increased parental involvement, a student-centered learning environment, acquisition of technology and its integration into the curriculum, comprehensive staff development, proficiency intervention, facility construction and renovation, enhanced public relations, and financial stability.
 - *Technology.* Ironton City Schools is a prototype site for SchoolNet, and the district has been actively involved with SchoolNet and SchoolNet Plus since its inception. Two technology-related positions have been added to smooth the schools' transition to technology use—systems analyst and instructional facilitator. During the past five years, have made numerous presentations to the SchoolNet committee at the Ohio Department of Education.
 - *System Reorganization Activities:*
 - a) Transition of majority of classrooms to the learning center approach.
 - b) Collaborated with teachers to create 30 additional minutes per day of instructional time at the primary buildings.
 - c) In the process of adopting the Title I School-Wide program to reduce student-teacher ratio in the primary grades.
 - d) Allocated West Ironton Elementary building as an early childhood education center for developmentally appropriate pre-school learning experiences (pre-school–kindergarten). Created extended-day kindergarten program to be implemented in August 1998.
 - e) Created blocks of time for mathematics instruction at the middle school.
 - f) Made a commitment to provide classroom teachers with up-to-date instructional resources.
 - g) Supported a Raising the Bar initiative for the middle grades in order to create a technology-infused, project-based learning environment for students in grades 7 and 8.
 - h) Making the transition to block scheduling at the high school.

OTHER PROFESSIONAL ACTIVITIES (CONTINUED)

- 1995–Present Served as regional director for the Buckeye Association of School Administrators (BASA).
- 1993 Member of the panel for a public forum in Gallipolis, Ohio, “Financial Ramifications of Consolidating Gallipolis City and Gallia County Schools Districts.”
- 1992 Member, Executive Committee of Ohio Local Superintendents Association.
- 1991 Member of an Ohio Department of Education Committee that developed guidelines for districts having emergency building needs.
- 1987–Present Member of Governing Board, Pilasco-Ross SERCC.
- 1987–1998 Member of the Governing Board, South Central Ohio Computer Association (SCOCA). Chairman of the board in 1997. Guided development of a five-year strategic plan.
- 1986–1987 Vice President, Southeastern Ohio Auditor’s Association.
- 1985 Participated in debate, “Tenure vs. Non-Tenure in the Public School System,” Rio Grande College, Rio Grande, Ohio.
- 1984 Presented a planning paper, “The Strengths and Weaknesses of Ironton High School Building and Grounds,” to the superintendent of Ironton City Schools.
- 1983–1985 Served on Ohio State Treasurer’s Legislative Committee which produced critical legislation on key financial issues.
- 1983 Attended a collective bargaining seminar, “Implementation and Long-Range Considerations,” Columbus, Ohio.
- 1983 Master’s Thesis: *Increasing Local Revenue to Lawrence County Schools Without Raising Taxes.*

PROFESSIONAL ORGANIZATIONS

Ohio School Board Association (BASA)
 Buckeye Association of School Administrators
 Ohio Local Superintendents’ Association
 South Central Ohio Computer Association
 (SCOCA)
 Coalition for Appalachian Schools

OTHER ACTIVITIES

Member, First United Methodist Church, Ironton, OH
 Member, Masonic Lodge #198
 Member, El Hasa Shrine
 Member and Past Chairman, Lawrence County Heart
 Association
 Member, Elks Club



Jodi Rowe-Collins
1623 South 5th Street
Ironton, Ohio 45638

JODI ROWE-COLLINS
1623 South 5th Street
Ironton, Ohio 45638
(740)534-1152

OBJECTIVE: To obtain an upper level management position which would challenge and utilize my experience in supervision, operations, customer service and lending in the financial arena.

**EDUCATION
& TRAINING:**

Ohio University-Southern Campus
Marshall University (AIB/BAI)
Ashland Community College (AIB/BAI)
* AIB General Banking Diploma
Ohio Banker's Association:
* Consumer, Commercial, &
Advanced Commercial Lending Schools
State of Ohio-Department of Insurance
* License held to sell accident & health, life,
and variable annuities
Ironton High School

**WORK
HISTORY:**

Ohio River Bank
Ironton, Ohio
Vice President of Operations/Secretary to the Board
February, 1995 to Present

Firststar Bank (formerly Star Bank/First National Bank)
Ironton, Ohio
Several positions: teller to Branch Administrator/Vice President
September, 1978 to January, 1995

ORGANIZATIONS:

Greater Lawrence County Area Chamber of Commerce
* Director/Officer and Bank Representative
Leadership Tri-State Organization
* Director/Officer and Alumni
WIA (Workforce Investment Act) Board
* Lawrence County Board Member

REFERENCES: Available on request

BOARD ADMINISTRATION COMMITTEE/COMMITTEE OF THE WHOLE

Treasurer's Report

Vice President and Treasurer Dick Siemer provided a handout dated June 28, 2002, a copy of which was made available to those present and is included with the official minutes.

Mr. Siemer reviewed the performance of managers handling University funds noting the value of each holding, its asset class, and rates of return. He commented the report reflected the down-side performance of the stock market. Mr. Siemer stated that one manager, Loomis – Sayles, had invested in WorldCom, which had just gone through a financial crisis due to mismanagement. Loomis – Sayles has sold the WorldCom stock at a loss of approximately \$1.2 million to the University.

Mr. Siemer concluded his remarks by reporting on University budget resources and expenditures through May 31, 2002 and outlining a summary of internal investment loans made.

Review of Investment Portfolio

Vice President Siemer introduced Tom Hartland, CEO of the Hartland Company, who provided a handout which described the company's role, a summarization of University investments, a description of the proposed long-term investment strategy, and plans for change. Copies were made available to those present and are included with the official minutes.

Mr. Hartland noted his firm advises on investment strategies and only identifies managers – they are not brokers. He described the three components of the University's portfolio: working capital, endowment and foundation. Mr. Hartland stated the purpose of investing in equities is to create wealth and described the shift between fixed income (16% to 20%) and equity (84% to 79%) his firm was recommending.

Committee Chairman and President Glidden prestended resolutions to the committee.

Legal Counsel John F. Burns presented and outlined the need for all changes to the Trustees By-Laws. Dr. Browning moved approval. Mr. Schey seconded the motion. All agreed.

ADDITIONS AND REVISIONS TO BOARD OF TRUSTEES BY-LAWS

RESOLUTION 2002 — 1836

WHEREAS, The Ohio University is a body politic and corporate, by the name and style of The President and Trustees of The Ohio University to be known in the name and style of The Ohio University, composed of a board of Trustees who may adopt By-Laws to govern their operations, and

WHEREAS, recent amendments to Section 3345.05 ORC regarding a state university's responsibilities for handling of investment of fees and income, including the requirements of creating an investment policy and an investment committee, will be effective June 28, 2002, and

WHEREAS, the current By-Laws also need to be updated to address gender neutral language and assign an audit responsibility to the Budget Finance and Physical Plant Committee,

NOW, THEREFORE, BE IT RESOLVED that The Ohio University Board of Trustees hereby adopt these amendments effective June 28, 2002.

BOARD OF TRUSTEES

THE OHIO UNIVERSITY

BY-LAWS
AS AMENDED

JUNE 28, 2002

Article I.

Corporate Authority and By-Laws

Section 1. Since by law, Federal and State, "there shall be and forever remain in the said university, a body politic and corporate, by the name and style of "The President and Trustees of The Ohio University in the name and style of "The Ohio University", the Ohio University Board of Trustees, hereinafter to be known as the Board, chooses to be governed by these By-Laws.

Section 2. The adoption of these by-laws by the Board automatically nullifies all previous By-Laws.

Section 3. No by-law shall be enacted, amended, or repealed, except by a majority vote of the Board, and then only after thirty (30) days' notice of a proposed change has been given to all members.

Article II.

Officers of the Board and Their Duties

Section 1. Officers of the Board shall be as follows:

- (a) Chairperson
- (b) Vice-Chairperson
- (c) Secretary
- (d) Treasurer

Section 2. The Chairperson shall preside at all meetings of the Board, and unless otherwise ordered by the Board, shall have the authority to appoint members of and fill vacancies on all standing and special committees. He or she shall serve as Member of the Board-Administration Committee. Subject to these By-Laws, he or she shall fix the date and time of all regular and special meetings, and perform such other duties as may be pertinent to the office.

Section 3. The Vice-Chairperson, in the absence or incapacity of the Chairperson, shall assume the duties and obligations of the Chairperson. The Vice-Chairperson shall serve as Member-Chairperson of the Board-Administration Committee.

Section 4. The Secretary shall keep minutes of all Board meetings and shall promptly distribute copies of same to all Board members. He or she shall be responsible for the orderly preservation of all records pertaining to Board business, and shall perform all other duties usual to the office or imposed by the Chairperson or by Board action.

Section 5. The Treasurer shall be responsible for the fiscal management of the University, including the preparation of all financial budgets and reports, investments, coordination of audits with auditors, including federal and state auditors, relationship with financial reporting agencies; and all other financial responsibilities generally or specifically assigned by the Board or the President.

Article III.

Election of Officers

Section 1. The Chairperson, Vice-Chairperson, and Secretary and Treasurer shall be elected annually by the Board.

Section 2. The Chairperson and Vice-Chairperson shall each serve for one year and shall not be eligible for re-election to their respective offices except in accordance with the rotation of these offices provided for in Section 3 of this Article.

Section 3. Succession of Officers. It shall be the policy of the Board, but not mandatory, that the Trustee, senior in current term to other members of the Board, who has held no office on the Board, except that of Vice-Chairperson, during his or her current term, shall serve as Chairperson of the Board, and that the Trustee, next senior to the Chairperson in current term, shall serve as Vice-Chairperson of the Board - - similar rotation to continue from year to year. The Secretary and Treasurer shall be eligible to succession in office at the pleasure of the Board.

Article IV.

Duties of the President

Section 1. On the basis of mutual good faith pointing to continuous service, the President of the University shall be elected from year to year, and shall be entitled at all times to one year's severance notice.

Section 2. The President shall attend all meetings of the Board and shall, in an advisory capacity, have a voice in its deliberations. He or she shall have the authority to initiate any subject at Board meetings.

Section 3. The President shall be responsible to the Board for the administration and discipline of the University.

Article V.

Section 1. Regular Meetings. The Board shall hold no fewer than four (4) regular meetings a year, with the date and time fixed in accordance with the provisions of Article II, Section 2.

Section 2. Special Meetings. Special or emergency meetings may be held upon the call of the Chairperson; or upon the written request to the Secretary of three Board members.

Section 3. Notice of Meetings. The Secretary shall notify all Board members and the President at least five days in advance of all regular and special meetings and at least one day in advance of all emergency meetings. The policy designated "Notification Procedures for Meetings", which has been adopted by the Board pursuant to Section 121.22 (P) Ohio Revised Code is hereby incorporated by reference into this section, and the Secretary shall carry out his or her responsibilities under that policy in accordance with its provisions for all meetings.

Section 4. Attendance. It shall be the policy fo the Board to require full attendance at all meetings of the Board and Committees in accordance with Section 3.17 ORC. Excuses for absence from meetings shall be communicated to the Secretary of the Board at least two days before meetings. Persistent unreasonable absences shall be cause, at the pleasure of the Chairperson, for reporting such delinquency to the appropriate authority of the State of Ohio.

Section 5. Quorum. For the purpose of doing business, a majority of the Board membership shall constitute a quorum; however, a vote of two-thirds of the Board members shall be necessary to elect or remove a President; and a vote of a majority of the Board members shall be necessary to authorize the sale of lease of a University building or the planned demolition of a University building.

Section 6. Order of Business. The order of business at all meetings shall be as follows:

- (a) Roll call
- (b) Action of preceding minutes
- (c) Communications, petitions, memorials
- (d) Accounts
- (e) Comments and reports by the President
- (f) Reports of committees
- (g) Unfinished business
- (h) New Business
- (i) General discussion - - roll call of members
- (j) Election of officers
- (k) Adjournment

Section 7. Agenda. The Chairperson of the Board, or the President of the University, except in emergency meetings shall prepare and place in the hands of the Secretary a suggested agenda of each Board meeting in time for the Secretary to include it in the notice provided for in Section 3 of this Article.

Article VI.

Standing Committees

Section 1. (a) Standing committees of the Board, consisting of no fewer than three (3) members each, shall be appointed annually or for longer term by the Chairperson of the Board as follows:

- (1) Budget, Finance, Audit and Physical Plant
- (2) Educational Policies
- (3) Investment
- (4) Board-Administration

(b) Each standing committee shall consider and make recommendations for action by the Board on the various policy matters enumerated below:

(1) Budget, Finance, Audit and Physical Plant Committee - - (a) The University's budgets, schedule of student fees, financial operations, business organization and practices, borrowing of funds, audits of funds, and submission of appropriation requests; (b) solicitation of funds, relations with local, state, and federal legislative and administrative agencies, and promotion of alumni activities; (c) naming, location, planning, construction, and maintenance of the University's plant and grounds, and the purchase and sale of lands and buildings.

(2) Educational Policies Committee - - (a) research policies and activities; (b) academic appointment, promotion, and tenure policies and procedures; (c) areas of instruction; (d) awarding of degrees; (e) student financial aids; (f) intercollegiate athletics; (g) student life and student services; (h) student admissions and enrollment.

(3) Investment Committee - - Review and monitor all investments of the University, including the endowment and other investment categories; review and recommend investment advisors and managers; and assure compliance with Section 3345.05 ORC. The members of the Investment Committee may be appointed to serve multi-annual terms to achieve expertise and continuity.

(4) Board-Administration Committee - - (a) salary, wage, and benefit policies; (b) appointment of executive officers; (c) general University policies and business not specifically assigned to another committee.

Section 2. The Chairperson of the Board and the President of the University shall be ex-officio members of all committees; however, neither is eligible to serve as a voting member of a committee in his or her ex-officio capacity.

Section 3. The Board-Administration Committee shall have broad powers to act in all matters not deemed by the Chairperson of the Board and the President of the University as of sufficient importance to command the immediate attention of the whole Board. All actions of the Board-Administration Committee shall be subject to approval by the Board, except those wherein the Board has delegated to the Board-Administration Committee full power to act for the Board.

Article VII.

Parliamentary Authority

Section 1. When not in conflict with any of the provisions of these By-Laws, the Robert's Rules or Order Revised shall govern the proceedings of the Board.

Dr. Browning moved approval of the resolution. Mr. Brunner seconded the motion and all voted aye.

**COMPENSATION FOR PRESIDENT AND EXECUTIVE OFFICERS
2002-2003**

RESOLUTION 2002 - 1837

WHEREAS, in executive session in Committee of the Whole there was a review of the performance of executive officers and a presentation of salary recommendations by the President based on this review, and a discussion of compensation for the President.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees authorize the Board-Administration Committee to review with the President the salaries for executive officers and to determine the compensation for the executive officers and the President for 2002-2003.

Board Administration Committee (Con't.)

On a motion by Mr. Brunner and a second by Mr. Walter, Trustees unanimously agreed to approve the following resolutions:

Honorary Degree Affirmation – Resolution 2002 – 1838

Appointment of University Trustee to the Ohio University Foundation Board –
Resolution 2002 – 1839

Election of Treasurer – Resolution 2002 – 1840

Election of Secretary – Resolution 2002 – 1841

Election of Vice Chairman – Resolution 2002 – 1842

Election of Chairman – Resolution 2002 – 1843

Election of President – Resolution 2002 – 1844

Meeting Dates for Succeeding Years – Resolution 2002 – 1845

HONORARY DEGREE AWARD

RESOLUTION 2002 - 1838

WHEREAS, the University Committee on Honorary Degrees has recommended that Ohio University honor David Wilhelm through the conferral of an honorary Doctor of Humane Letters and

WHEREAS, the president did confer the honorary degree on David Wilhelm at the Saturday afternoon commencement ceremonies June 8, 2002, following the direction of the Board of Trustees,

NOW THEREFORE, BE IT RESOLVED that the degree conferred be affirmed.
David Wilhelm

Conscientious public servant, you have been an active alumnus and energetic advocate of Ohio University.

When former President Clinton named you to chair the Democratic National Committee after his election in 1992, you became the youngest person in U.S. history ever to hold that post. Your political career spans nearly 20 years, and includes managing victorious campaigns for Richard Daley and Paul Simon, as well as President Clinton.

In your current position as president of Woodland Venture Capital, you work to spur economic growth, and concentrate on developing financial vehicles that build bridges between Wall Street and underserved areas that sorely need investment capital. Appalachia has been the beneficiary of your endeavors through your work with Adena Ventures, a venture capital company that provides equity investments and operational assistance to small businesses in the region.

As a member of the Alumni Association Board of Directors, the Voinovich Center Advisory Council, and the Foundation for Appalachian Ohio, you devote your time, energy, and considerable expertise to the advancement of your Alma Mater and the betterment of the surrounding area.

Noted strategist, capable businessman, and native son, your achievements merit our deep respect and high honor!

In recognition of your achievements and by virtue of the authority of the Board of Trustees, Ohio University confers upon you the honorary degree, **DOCTOR OF PUBLIC SERVICE**, with all the rights and privileges pertaining hereto.

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

May 7, 2002

President Robert Glidden
108 Cutler Hall
Ohio University
Athens, Ohio 45701

Dear President Glidden,

The Ohio University Honorary Degree Committee is pleased to recommend David Wilhelm for an honorary degree from Ohio University. David's leadership role in the Democratic party coupled with his active role in the economic development of the region certainly qualify him for an Honorary Degree from Ohio University. The committee was very favorably impressed with the case.

Sincerely yours,

Louis E. Wright, Professor of Physics and
Chair of the Honorary Degree Committee for 2000-2001

**APPOINTMENT OF UNIVERSITY TRUSTEE TO
THE OHIO UNIVERSITY FOUNDATION BOARD**

RESOLUTION 2002 - 1839

WHEREAS, the Ohio University Board of Trustees and the Ohio University Foundation Board have agreed that three members of the Ohio University Board of Trustees shall be appointed to the Ohio University Foundation Board, subject to Board of Trustees action and for a term not to exceed three years,

NOW, THEREFORE, BE IT RESOLVED, that the following Ohio University Board of Trustees member be appointed to the Ohio University Foundation.

R. Gregory Browning for a term beginning July 1, 2002 and ending June 30, 2005.

ELECTION OF TREASURER

RESOLUTION 2002 - 1840

RESOLVED that Richard P. Siemer be elected Treasurer of Ohio University for the period beginning July 1, 2002, and ending June 30, 2003.

ELECTION OF SECRETARY

RESOLUTION 2002 - 1841

RESOLVED that Alan H. Geiger be elected Secretary for the Board of Trustees for the year beginning July 1, 2002 and ending June 30, 2003.

ELECTION OF VICE CHAIRMAN

RESOLUTION 2002 - 1842

RESOLVED that Robert D. Walter be elected Vice Chairman of the Board of Trustees for the year beginning July 1, 2002 and ending June 30, 2003.

ELECTION OF CHAIRMAN

RESOLUTION 2002 - 1843

RESOLVED that Gordon F. Brunner be elected Chairman of the Board of Trustees for the year beginning July 1, 2002, and ending June 30, 2003.

ELECTION OF PRESIDENT

RESOLUTION 2002 - 1844

RESOLVED that Robert Glidden be elected President of Ohio University for the year beginning July 1, 2002 and ending June 30, 2003.

MEETING DATES FOR SUCCEEDING YEARS

**Designation of Stated Meeting Dates for Years Beginning
July 1, 2002 and Ending June 30, 2004**

RESOLUTION 2002 - 1845

RESOLVED that the following dates, which are Thursday and Friday, be designated the stated meeting dates for the year beginning July 1, 2001, and ending June 30, 2003.

September 12 and 13, 2002	COMMENCEMENT
December 5, 2002 (Retreat/Mini Meeting)	June 13 and 14, 2003
February 13 and 14, 2003	June 11 and 12, 2004
April 10 and 11, 2003	
June 26 and 27, 2003	
September 18 and 19, 2003	
December 5, 2003 (Retreat/Mini Meeting)	
February 12 and 13, 2004	
April 15 and 16, 2004	
June 24 and 25, 2004	

RESOLVED further that, if conditions dictate, the Board-Administration Committccc be authorized to change the date of the stated meetings.

VIII. GENERAL DISCUSSION - CALL OF MEMBERS

Dr. Browning commented the meeting had been a good one with progress being made and issues for future consideration identified.

Dr. Ackerman noted she appreciated the discussion of issues and suggested the Board Secretary provide copies of *Thinking Outside the Box*, by Robert A. Sevier, to Trustees.

Mr. Spurlock indicated his pleasure and excitement with the approval of a new degree program in nursing and a graduate certificate in health care.

Mr. Schey stated his appreciation for the discussion on bond debt issues and noted it will ultimately head us in the right direction.

Dr. Burke thanked Trustees for permitting him to sit with the Board of Trustees as a representative of the National Alumni Board of Directors and all alumni.

Mr. DeLawder described the changing times we face and said he was encouraged by the talent of our faculty, students, and staff to ensure our future success.

Mr. Brunner commented he looked forward to working with the Trustees next year as their chairman. He noted he will solicit ideas from them over summer about areas they should be focusing on. Mr. Brunner thanked Gary Schumacher for the great job he did this past year as Interim Provost. He stated he has been meeting monthly with chairs of other state boards of trustees, and is concerned about higher education's position in state funding and where we are in comparison with other states.

Mr. Brunner also stated he has asked, and the following Trustees have agreed, to chair committees. Board Administration – Robert Walter; Budget, Finance, Physical Plant, and Audit Committee – C. Daniel DeLawder; Educational Policies – Patricia A. Ackerman; and Investment Committee – C. Daniel DeLawder. He noted committee assignments will be made over the summer.

President Glidden presented a certificate of appreciation for the leadership of Lee Ong this past year. Dr. Ackerman moved approval and Dr. Browning seconded the motion. Approval was unanimous.

President Glidden commented that he very much appreciated the work of deans and executive officers and that he felt fortunate to have such a good team. He thanked retiring deans Berman and Mitchell for the good service and Bill Burke for his dedication to the work and support of our alumni efforts. He welcomed as well Stephen Kopp who assumes the position of provost July 1, 2002.

Dr. Glidden concluded by recognizing the tremendous effort put forth by retiring Interim Provost Gary Schumacher. The President stated Dr. Schumacher's efforts were exemplary.

Acting Chairman Walter ended the meeting by commenting on three issues: the review of compensation for executive officers, deans, and president; the great enthusiasm for the University shown by Trustee Ackerman; and how short-term challenges will, in the long-term, create a high quality of life for the University community.

IX. ANNOUNCEMENT OF NEXT STATED MEETING

Secretary Geiger announced the Board of Trustees would meet next on the Athens Campus September 12 and 13, 2002

X. ADJOURNMENT

Determining there was no further business to come before the Board, Acting Chairman Walter adjourned the meeting at 11:45 p.m.

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.

Robert D. Walter
Acting Chairman

Alan H. Geiger
Secretary

BOARD ADMINISTRATION COMMITTEE

Immediately following adjournment of the Board of Trustees' meeting, the Board Administration Committee met to consider the 2002/2003 evaluation and compensation recommendations for the president and executive officers. Trustees present were acting Chairman Robert Walter, Patricia A. Ackerman, and Gordon F. Brunner. President Glidden and Secretary Alan Geiger also attended.

Dr. Ackerman moved to approve the compensation recommendations for executive officers as previously discussed in executive session with President Glidden. Mr. Brunner seconded the motion. All voted aye.

Mr. Walter moved to set the fiscal year 2002/2003 salary for President Glidden at \$271,000. Dr. Ackerman seconded the motion. All agreed. In addition, and following the Board of Trustees review of President Glidden's performance and discussion with him, the Committee, on behalf of the Board of Trustees, authorized the continuance of the President's contract with the University through June of 2004.