

BOARD OF TRUSTEES
CLEVELAND STATE UNIVERSITY

MINUTES OF THE MEETING

BOARD OF TRUSTEES MEETING

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

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

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

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

REPORT OF THE CHAIRMAN

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

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

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

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

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

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

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

UNIVERSITY MASTER PLAN

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

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

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

RESOLUTION 2014-89

PROPOSED AUTHORIZATION TO APPROVE CSU CAMPUS MASTER PLAN

WHEREAS, the University undertook solicitation for campus master planning following State

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

Trustee Kirk reported that CSU's signature fundraising event, , is scheduled for Friday, May 8, with a goal of topping \$1 million. This year, he announced, the President's medal will be presented to Mr. Albert B. Far, co-chairman emeritus of Forest City Enterprises, Inc. Trustee Tom Adler and former Trustee Tim Cosgrove are co-chairmen (Mfcr6p)

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

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

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

CONSENT AGENDA

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

Trustee Taylor moved, and Trustee Adkins seconded, the motion to approve the following consent agenda items: Tenure for Albert Avila Chair of Urban Studies and Public Service (Attachment C), Use of Copyrightable Materials Policy (Attachment D), Veterans Affairs House Bill 488 Compliance (Attachment E), Changes to Student Code of Conduct (Attachment F), Exclusive Beverage Rights Agreement (Attachment G), International Trade Assistance Center (ITAC) Akron Satellite Office Lease (Attachment H), Authorization to Allow Improvements to the CSU Tennis Courts (Attachment I), Approval of Affirmative Action Plan (Attachment J), Approval and Acceptance of 2014 External Audit Performed by Plante Moran (Attachment K), Accepting Gifts and Pledge Payments for the First Quarter,

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RESOLUTION 2014-93

CHANGES TO THE STUDENT CODE OF CONDUCT

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

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

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

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

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

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

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

RESOLUTION 2014-94

EXCLUSIVE BEVERAGE RIGHTS AGREEMENT

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

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

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

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

RESOLUTION 2014-95

APPROVAL OF LEASE FOR SATELLITE OFFICE IN AKRON

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

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

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

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

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

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

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

RESOLUTION 2014-98

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

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

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

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

RESOLUTION 2014-99

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

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

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

RESOLUTION 2014-100

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

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

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

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

RESOLUTION 2014-101

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

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

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

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

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

RESOLUTION 2014-102
EXECUTIVE COMMITTEE RESOLUTION 2014-03

APPROVAL OF FIRST AMENDMENT TO LEASE FOR FENN TOWER PROJECT

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

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

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

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

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

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

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

RESOLUTION 2014-103
EXECUTIVE COMMITTEE RESOLUTION 2014-04

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

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

WHEREAS, Euclid Avenue Development Corporation ("EADC") is in the process of refunding the following debt obligations in order to provide savings and certainty of debt service in the operations of its facilities: (i) the Series 2005 Bonds that were originally issued by the Cleveland-Cuyahoga County Port Authority ("CCCPA") for the Fenn Tower, student housing and academic facilities project; (ii) the Series 2008 bonds issued by the CCCPA (for the South Garage parking facility transaction,

RESOLUTION 2014-104
EXECUTIVE COMMITTEE RESOLUTION 2014-05

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

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

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

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

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, the Board of Trustees hereby approves the execution of the First Amendment to the Lease Agreement between Cleveland State University and Euclid Avenue Development Corporation, dated June 1, 2008, as amended by this Resolution.

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

RESOLUTION 2014-105
EXECUTIVE COMMITTEE RESOLUTION 2014-06

APPROVAL OF FIRST AMENDMENT TO SUBLEASE FOR
SOUTH PARKING GARAGE PROJECT

WHEREAS, the Board of Trustees previously authorized and approved the State of Ohio by, through, and for Cleveland State University,

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

RESOLUTION 2014-106
EXECUTIVE COMMITTEE RESOLUTION 2014-07

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

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

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

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

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

WHEREAS, the Executive Committee supports the is

lease and sublease agreements currently in existence.

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

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

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

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

RESOLUTION 2014-108
EXECUTIVE COMMITTEE RESOLUTION 2014-09

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

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

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

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

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

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

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

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

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

EXECUTIVE SESSION

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

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

Chairman Rawson excused everyone except ~~the~~ and community trustees present, to meet with President Berkman, Provost ~~Ma~~, Vice President McHenry, General Counsel Wilson, and Board Secretary Napier; th