



BOARD OF TRUSTEES
CLEVELAND STATE UNIVERSITY

MINUTES OF THE MEETING

SPECIAL BOARD OF TRUSTEES MEETING

DATE: Monday, July 26, 2021, 3:30 p.m.

PLACE: Weinberg Board Room, Wolstein Center, Fourth Floor.

PRESENT: Chair David M. Reynolds, Trustees Timothy J. Cosgrove, Patricia M. DePompei, Paul J. Dolan, Stephen Kirk, Lisa K. Kunkle, and Vanessa L. Whiting; President Harlan M. Sands; and General Counsel and Secretary to the Board of Trustees Sonali B. Wilson.

Others in attendance: Dr. Forrest Faison, Sr. Vice President of Research & Innovation and Chief Healthcare Strategy Officer; and Heather A. Link, Assistant Board Secretary.

Chair Reynolds called the special meeting to order at 3:35 p.m. and confirmed the presence of a quorum. He welcomed Trustees to the first fully in-person meeting since 2020, and welcomed Trustee Paul Dolan to the Board.

ITEMS FOR ACTION

Chair Reynolds announced that two bond refinancing resolutions were on the agenda and have been distributed to the Trustees in advance of the meeting for review. He asked if there were questions related to either of the bond issues.

President Sands thanked Trustees for their attention to the items, noting that they are being brought forth today to meet an approaching deadline, take advantage of the current market conditions, and enable the University to save funds through refinancing. He noted that the items had been presented and discussed earlier in the year at the March and May 2021 Financial Affairs Committee meetings.

Trustee Kirk moved the two resolutions; and Trustee Whiting seconded the motion. Chair

Board Secretary Wilson called the roll for the first bond issue; voting in the affirmative were Mr. Cosgrove, Ms. DePompei, Mr. Dolan, Mr. Kirk, Ms. Kunkle, Ms. Whiting, and Chair Reynolds. The resolution was approved.

RESOLUTION 2021-38

AUTHORIZING THE ISSUANCE OF LIMITED AVAILABLE RECEIPTS
REFUNDING BONDS OF THE UNIVERSITY IN A PRINCIPAL AMOUNT NOT TO
EXCEED \$28,000,000 TO REFUND ALL OF THE OUTSTANDING \$27,700,000
LIMITED AVAILABLE RECEIPTS BONDS, SERIES 2019 PREVIOUSLY ISSUED BY
THE UNIVERSITY AND PAYING COSTS OF ISSUANCE IN CONNECTION
THEREWITH

WHEREAS, Cleveland State University, a state university of Ohio (the “University”), previously issued its \$27,700,000 Limited Available Receipts Bonds, Series 2019 on June 21, 2019 (the “Series 2019 Bonds”) to reimburse the University for the payment of certain lease obligations arising under that certain Lease Agreement made and entered into as of December 29, 2010 by and between 1901 East 13th LLC and the University relating to the Lease of the Middough Building located at 1901 E. 13th Street, Cleveland, Ohio; and

WHEREAS, the Board of Trustees of the University is authorized by Sections 3345.11 and 3345.12 of the Revised Code, enacted by the General Assembly under authority of Section 2i of Article VIII of the Constitution of Ohio, to issue Limited Available Receipts Bonds for the purposes of refunding the Series 2019 Bonds and paying the costs of issuance in connection therewith.

NOW, THEREFORE, BE IT RESOLVED by the Cleveland State University Board of Trustees, as follows:

Definitions and Interpretations. Where used in this Resolution and the Certificate of Award, and in addition to words and terms defined in the Series 2021 Bonds, the following terms shall have the following meanings:

“Act” means Section 3345.11 and 3345.12 of the Revised Code, as the same may be amended from time to time, together with the provisions of Sections 9.96 and 9.98 to 9.983 of the Revised Code and any act or resolution of the General Assembly authorizing or limiting the issuance of bonds of the University.

“Authorized Officer” refers to each of the President of the University, the Fiscal Officer, and the Chair and Vice-Chair of the Board.

“Certificate of Award” means the Certificate of Award for the Series 2021 Bonds, as the same may be amended from time to time, together with the provisions of Sections 9.96 and 9.98 to 9.983 of the Revised Code and any act or resolution of the General Assembly authorizing or limiting the issuance of bonds of the University.

“Series 2021 Bonds” means bonds of the University designated as “Limited Available Receipts Refunding Bonds” authorized by this Resolution, payment of which is pledged to be made from Limited Available Receipts.

“Tax-Exempt Bonds” means any Series 2021 Bonds originally issued as obligations the interest on which is excluded from gross income under the Code and is not an item of tax preference for purposes of the alternative minimum tax imposed under the Code, as determined by the Fiscal Officer in the Certificate of Award.

“This Resolution” or “Series 2021 Resolution” means this Resolution and the related Certificate of Award for the Series 2021 Bonds.

“Term Sheet” refers to the Preliminary Summary of Terms and Conditions for Direct Purchase of Taxable & Tax-Exempt Fixed Rate Bonds/Notes, submitted by PNC Bank, National Association, dated _____, 2021.

Unless the context otherwise indicates, words importing the singular number shall include the plural number, and vice versa. References to sections, unless otherwise stated, are to sections of this Resolution.

Authority. This Resolution is adopted pursuant to the Act.

the Certificate of Award shall confirm the final interest rate for the Series 2021 Bonds, the Interest Payment Dates, the final maturity date, and the principal amount of each series of the Series 2021 Bonds, including those Series 2021 Bonds that will be issued as Tax-Exempt Bonds, together with such other determinations permitted herein within the parameters contained in this Resolution. The Authorized Officers of the University shall execute and deliver a Covenants Agreement with the Original Purchaser, which is hereby authorized, and shall execute such other documents as may be required by the Original Purchaser or legal counsel for the Series 2021 Bonds in order to further provide for the terms of sale to the Original Purchaser of the Series 2021 Bonds. The terms of the Covenants Agreement shall not be inconsistent with this Resolution and the Term Sheet, and shall not be materially adverse to the University as approved by the Authorized Officer, his or her signing to constitute conclusive approval on behalf of the University.

Allocation of Proceeds of Series 2021 Bonds The proceeds from the sale of the Series 2021 Bonds shall be deposited with the Fiscal Officer and used to refund the Series 2019 Bonds and to pay the costs of issuance of the Series 2021 Bonds.

Other documents The President of the University, the Fiscal Officer, and the Chair and Vice-Chair of the Board, or any two or more of them, are authorized and directed to furnish, sign and deliver the Term Sheet, the Covenants Agreement, any fixed interest rate lock agreement(s) and such other documents, IRS forms, tax agreements, certificates and instruments as may be necessary or appropriate to issue the Series 2021 Bonds and to consummate the transactions contemplated in this Resolution, the Term Sheet and the Covenants Agreement. The Secretary to the Board or other appropriate officials of the University shall furnish the Original Purchaser a true transcript of proceedings certified by such officers of the University as may be appropriate of all proceedings had with reference to the issuance of the Series 2021 Bonds. All actions previously taken by officers and employees of the University in connection with or related to the Series 2021 Bonds as described herein, including without limitation, the execution of the Term Sheet and the execution of the agreement(s) to lock-in interest rates for the Series 2021 Bonds, are hereby approved, ratified and confirmed.

Tax Covenants With respect to Series 2021 Bonds that are Tax-Exempt Bonds, the Board, for itself and the University, hereby covenants that:

It will use, and will restrict the use and investment of, the proceeds of the Series 2021 Bonds in such manner and to such extent as may be necessary so that (A) those Bonds will not constitute private activity bonds or arbitrage bonds under Section 141 or 148 of the Code, or be treated other than as bonds to which Section 103 of the Code applies, and (B) the interest on those Bonds will not be treated as a preference item under Section 57 of the Code.

It (i) will take or cause to be taken such actions that may be required of it for the interest on the Series 2021 Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) will not take or authorize to be taken any actions that would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (1) apply the proceeds of the Series 2021 Bonds to the governmental purpose of the borrowing, (2) restrict the yield on investment property, (3) make timely and adequate payments to the federal government, (4) maintain books and records and make calculations and reports, and (5) refrain

WHEREAS, the Board of Trustees of Cleveland State University, a state university of the State of Ohio (the “University”), is authorized by Sections 3345.11 and 3345.12 of the Revised Code, enacted by the General Assembly under authority of Section 2i of Article VIII of the Constitution of Ohio, to issue obligations to pay costs of University facilities and to refund obligations previously issued to pay costs of University facilities; and

WHEREAS, the Trust Agreement dated as of May 1, 1993 between the University and U.S. Bank National Association, as Trustee, provides for the issuance, from time to time, of General Receipts Bonds of the University, with each issue to be authorized by a Series Resolution adopted by this Board; and

WHEREAS, the University issued its \$152,835,000 General Receipts Bond, Series 2012 dated August 21, 2012 (the “Series 2012 Bonds”), \$110,900,000 of which is currently outstanding; and

WHEREAS, this Board has determined that it is in the best interest of the University, in order to achieve substantial debt service savings, to issue bonds to refund, in whole or in part, the Series 2012 Bonds; and

WHEREAS, this Board has determined to authorize the issuance and sale of one or more series of General Receipts Bonds to refund the outstanding Series 2012 Bonds, in whole or in part, as may be determined, from time to time, by the University’s Fiscal Officer in accordance with this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Cleveland State University Board of Trustees, as follows:

those applicable regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“Credit Support Instrument” means an insurance policy, surety bond, letter of credit or other credit enhancement, support or liquidity device used to enhance or provide for the security or liquidity of Series 2021 Bonds of any Series.

“Fiscal Officer” means the Vice President for Business Affairs and Finance and also means, as an alternate, the Associate Vice President for Business Affairs and Finance and Controller of the University.

“General Bond Resolution” means the resolution adopted by the Board on March 16, 1993, providing for the issuance from time to time of General Receipts Bonds of the University and constituting part of the Trust Agreement.

“Interest Payment Dates” means June 1 and December 1 of each year or, with respect to Series 2021 Bonds of any Series, such other dates provided in the Certificate of Award for that Series of Series 2021 Bonds.

“Original Purchaser” means one or more financial institutions as may be identified in the Certificate of Award as the purchasers of the Series 2021 Bonds.

“Outstanding Bonds” means any General Receipts Bonds issued and Outstanding under the Trust Agreement. As of the date of adoption of this Resolution, the following are General Receipts Bonds Outstanding under the Trust Agreement: General Receipts Bonds, Series 2012, currently outstanding in the principal amount of \$110,900,000 and General Receipts Refunding Bonds, Series 2016A, currently outstanding in the principal amount of \$27,435,000.

“Rating Service” means any nationally recognized rating service.

“Refunded Bonds” means the maturities of the Series 2012 Bonds to be refunded by the Series 2021 Bonds, as determined and identified in a Certificate of Awardst Pay

“Series 2021 Resolution” or “this Resolution” means this Resolution authorizing the issuance and sale of the Series 2021 Bonds in one or more Series, and including the applicable Certificate of Award for the Series.

“Supplemental Trust Agreement” means with respect to each Series of Series 2021 Bonds, the applicable Supplemental Trust Agreement between the University and the Trustee, authorized pursuant to Section 8 of this Resolution, including as part thereof this Resolution and the applicable Certificate of Award.

“Tax-Exempt Bonds” means any

Series shall be designated as provided in the applicable Certificate of Award. If separate Series of Series 2021 Bonds are issued at different times, a separate Certificate of Award and Supplemental Trust Agreement shall be signed and delivered for each Series.

Section 4. Terms and Provisions Applicable to the Series 2021 Bonds.

(a) Form and Numbering. The Series 2021 Bonds shall be issued only as fully registered Bonds and substantially in the form set forth in the Supplemental Trust Agreement for the related Series of Series 2021 Bonds, and shall be numbered as determined by the Fiscal Officer. The

2021 Bonds) on each principal payment date in the respective principal amounts of any Term Bonds subject to mandatory sinking fund redemption.

At its option, to be exercised on or before the 45th day next preceding any mandatory sinking fund redemption date, the University may (i) deliver to the Trustee for cancellation Term Bonds, in any aggregate principal amount desired, or (ii) receive a credit in respect to the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University for any Term Bonds of the same Series maturing in the same year as the Term Bonds so delivered to the Trustee, which prior to that date have been redeemed (other than through the operation of the mandatory sinking fund requirements provided for) or purchased for cancellation and cancelled by the Trustee and not theretofore applied as a credit against any mandatory sinking fund requirement (and corresponding mandatory redemption obligation). Each Term Bond so delivered or previously redeemed or purchased for cancellation shall be credited by the Trustee at 100% of its principal amount against the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University on that redemption date with respect to Term Bonds maturing in the same year and any credit in excess of that amount

the original issuance of any Series of Series 2021 Bonds. If and to the extent applicable, the Fiscal Officer shall certify or otherwise represent that the preliminary official statement, in original or revised form, is a “deemed final” official statement (except for permitted omissions) by the University as of a particular date and that a completed version is a “final” official statement for purposes of the Rule. The distribution and use of a preliminary official statement and final official statement by the University and the Original Purchaser is hereby authorized and approved with respect to Series 2021 Bonds of any Series.

The Fiscal Officer and any other appropriate officers of the University or the Board of Trustees are further authorized (i) to use and distribute, or authorize the use and distribution of, the preliminary and final official statements and supplements thereto in connection with the original issuance of Series 2021 Bonds of any Series as may in their judgment be necessary or appropriate, and (ii) to sign and deliver, on behalf of the University and in their official capacities, such certificates in connection with the accuracy of the preliminary and final official statements and any amendment thereto as may in their judgment be necessary or appropriate.

(d) Continuing Disclosure Agreement. If and to the extent required by the Rule, the University, for the benefit of the holders and beneficial owners of the Series 2021 Bonds, shall make a continuing disclosure agreement for the related Series of the Series 2021 Bonds. The Fiscal Officer

under the Trust Agreement and cause those Bonds to be deemed paid and discharged pursuant to, and no longer to be outstanding under, the Trust Agreement.

The Fiscal Officer is authorized and directed to take any and all actions necessary and appropriate to effect the early call for redemption, pursuant to the Trust Agreement and applicable Series Resolution, of those Refunded Bonds to be redeemed prior to maturity, including publication and mailing of any notices. The Board hereby determines to provide for the payment of the principal of and the interest and any redemption premium on the Refunded Bonds as provided in this Resolution.

Section 10. Application for Rating and Other Credit Support Instruments. If, in the

WHEREAS, President Sands' many specific accomplishments during a year of challenge and uncertainty include, but are not limited to:

Accelerated positive, institution-wide momentum in academic quality, research, and student success enhancements while delivering a blueprint for future growth (CSU 2.0);

ADJOURNMENT

Chair Reynolds asked if there was any other unfinished business, hearing none, the meeting was adjourned at 5:52 p.m.

ResaPB if there was any