

MINUTES OF REGULAR MEETING  
OF  
BOARD OF TRUSTEES  
OF  
YOUNGSTOWN STATE UNIVERSITY

Tod Administration Building  
Wednesday, December 16, 2009

Pursuant to notice duly given, a regular meeting (the two hundred ninety-third) of the Board of Trustees of Youngstown State University convened at 3:00 p.m., on Wednesday, December 16, 2009, in the Board Room in Tod Hall.

All ten trustees were present at the meeting, to-wit: Mr. Scott R. Schulick, chairperson of the board, who presided, Mr. John L. Pogue, Mr. Larry D. DeJane, Ms. Millicent S. Counts, Dr. John R. Jakubek, Dr. Sudershan K. Garg, Mr. Harry Meshel, Mrs. Carole S. Weimer, Mr. Daniel J. DeMaiolo and Ms. Lyndsie A. Hall.

Also present were: Dr. David C. Sweet, President; Dr. Cynthia E. Anderson, Vice President for Student Affairs; Mr. Eugene P. Grilli, Vice President for Finance and Administration; Dr. George McCloud, Vice President for University Advancement; Dr. Thomas Maraffa, Special Assistant to the President; Ms. Holly A. Jacobs, University General Counsel and Franklin S. Bennett, Jr., Secretary to the Board of Trustees. Also present were approximately 45 persons, including deans, members of the faculty, students, administrators, and members of the news media.

The chairperson called the meeting to order.

ITEM I – PROOF OF NOTICE OF MEETING.

Evidence was available to establish that pursuant to Article II, Section 1, of the board's *Bylaws*; written notice of today's regular meeting was timely provided to each of the trustees, the student trustees, and to the president.

ITEM II – DISPOSITION OF MINUTES FOR MEETING HELD SEPTEMBER 25, 2009.

Prior to the meeting, the secretary had provided draft copies of the minutes of the board's regular meeting held September 25, 2009 (#292) to each trustee, the student trustees and the president. There being no additions, corrections, or revisions thereto, the minutes of the said meeting were approved as provided.

ITEM III– REPORT OF THE PRESIDENT OF THE UNIVERSITY.

Dr. Sweet reported on the highlights of the fall 2009 semester. Dr. Sweet reported that 700 YSU students received degrees at the commencement exercise held December 13, 2009. Dr. Sweet stated that Bishop George V. Murry delivered a memorable commencement

address at that event. Dr. Sweet reviewed initiatives in academics and student affairs including the continuing implementation of the Academic Strategic Plan, the university's designation as a "Military Friendly Campus," the opening of the Office of Veterans Affairs, and the dedication of Armed Forces Boulevard. Dr. Sweet reported that the Eastern Gateway Community College opened for the fall semester with Jefferson County Community College being subsumed into Eastern Gateway. Dr. Sweet stated that today the board of trustees will vote on the recommendation to issue up to \$24.5 million in bonds for Phase 2 of the Centennial Campus Master Plan projects. Dr. Sweet stated that today the board of trustees will vote on a resolution to modify the Centennial Campus Master Plan to accommodate a number of campus projects and developments. Dr. Sweet welcomed Mr. Kevin Reynolds as the university's Executive Director of Human Resources, effective January 1, 2010 and Eric Wolford as the university's head football coach. The outline of Dr. Sweet's remarks provided to the board is attached to these minutes.

ITEM IV – REPORTS OF THE COMMITTEES OF THE BOARD.

The chairperson asked whether any trustee had an objection to the approval by unanimous consent of the resolutions recommended for adoption by the committees of the board. There being no objection, the chairperson stated that the recommended resolutions would be considered for adoption by consent. The board considered the following committee reports and recommendations:

1. Academic and Student Affairs Committee

The chairperson noted that the Academic and Student Affairs Committee was recommending two resolutions for adoption by the board. There being no objection thereto, the chairperson declared the following resolutions adopted by general consent:

Resolution to Modify *University Guidebook* Policies

**YR 2010-26**

WHEREAS, the Institutional Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the following policies of the *University Guidebook*, shown as Exhibit A, attached hereto, and does hereby rescind the former corresponding policies. A copy of the policy indicating changes to be made is also attached.

<b>Policy No.</b>	<b><u>Subject</u></b>
1004.01	Degrees
1013.01	Research Grants and Sponsored Programs
9005.01	Faculty Rank and Tenure for Designated Administrators

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Resolution to Approve a Management Agreement  
With the Ohio Historical Society for the  
Youngstown Historical Center of Industry and Labor

**YR 2010-27**

WHEREAS, Youngstown State University and the Ohio Historical Society share important educational and service missions in northeastern Ohio; and

WHEREAS, the Ohio Historical Society, in a time of fiscal crisis, is seeking local managers for its remote sites, including the Youngstown Historical Center of Industry and Labor; and

WHEREAS, Youngstown State University's Center for Applied History perceives that the Youngstown Historical Center of Industry and Labor provides opportunities of great value for students, faculty, and the community; and

WHEREAS, the proposed management of the Youngstown Historical Center by YSU's Center for Applied History can strengthen public and educational access to—and benefits from—the facility;

NOW, THEREFORE, BE IT RESOLVED, that YSU shall, through the agency of the Department of History and its Center for Applied History, as well as the College of Liberal Arts and Social Sciences, enter into formal agreement to assume daily operational management of the Youngstown Historical Center of Industry and Labor on January 4, 2010.

2. External Relations Committee.

The chairperson noted that the External Relations Committee was recommending one resolution for adoption by the board. There being no objection thereto, the chairperson declared the following resolution adopted by general consent:

Resolution to Accept Development Gifts

**YR 2010-28**

WHEREAS, Board policy provides that the President shall compile a list of gifts to the University for each meeting of the Board of Trustees and present the list accompanied by his recommendation for action by the Board; and

WHEREAS, the President has reported that the gifts as listed in Exhibit B attached hereto are being held pending acceptance and he recommends their acceptance;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees does hereby accept these gifts on behalf of Youngstown State University and requests that the President acknowledge the acceptance of these gifts and express our gratitude to the donors for their generosity in support of the University.

3. Finance and Facilities Committee.

The chairperson noted that the Finance and Facilities Committee was recommending eight resolutions for adoption by the board. There being no objection thereto, the chairperson declared the following resolutions recommended by the Finance and Facilities Committee adopted by general consent:

Resolution to Modify *University Guidebook* Policies

**YR 2010-29**

WHEREAS, the Institutional Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the following policies of the *University Guidebook*, shown as Exhibit C, attached hereto, and

does hereby rescind the former corresponding policies. A copy of the policy indicating changes to be made is also attached.

Policy No.	Subject
3004.01	Travel
3009.01	Operating Budget Approval and Modification

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Resolution to Approve Interfund Transfers

**YR 2010-30**

WHEREAS, Policy Number 3010.01, Budget Transfers, of the *University Guidebook*, requires Board of Trustees approval for interfund transfers of \$100,000 or more; and

WHEREAS, certain accounting adjustments and transfers outside the operating budget are necessary;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve transfers outside the operating budget, as detailed in Exhibit D.

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Resolution to Modify the  
Annual Operating Budget for Fiscal Year 2010

**YR 2010-31**

WHEREAS, the Board of Trustees of Youngstown State University adopted the Fiscal Year 2010 Annual Operating Budget at the June 19, 2009, meeting of the Board; and

WHEREAS, the Annual Operating Budget establishes the general revenue estimates and spending plans for the University; and

WHEREAS, Youngstown State University's Fiscal Year 2010 revenue estimates have been revised to reflect up-to-date enrollment levels and changes in state appropriations and tuition rates;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize a modification to the Fiscal Year 2010 General Fund Operating Budget in the amount of \$4,700,000 as set forth in Exhibit E.

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Resolution to Approve the  
Establishment of College Fees Effective Fall Term 2010

**YR 2010-32**

WHEREAS, Ohio law also provides that each Board of Trustees of state-assisted colleges and universities may establish special purpose fees and service charges to be assessed on enrolled students; and

WHEREAS, Ohio law provides that fees charged for instruction shall not be considered a price for services but shall be considered to be an integral part of the state government financing program in support of higher education opportunities for students;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the establishment of separate college fees for the College of Science Technology and Mathematics, and for the College of Liberal Arts and Social Sciences, as described in Exhibit F, to become effective Fall Term 2010 and to remain in effect until changed by the Board of Trustees, except as may otherwise be specifically noted.

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Resolution to Authorize  
Purchase of Properties for Campus Improvement

**YR 2010-33**

WHEREAS, Youngstown State University has identified an area surrounding the campus, and within its Ohio Board of Regents (OBOR) boundary, which it seeks to acquire property needed for the benefit of the University; and

WHEREAS, the following parcels are needed for campus improvement, and final approval is sought in accordance with the *University Guidebook*:

Owner	Address	Parcel No.	Purchase Price	Appraised Value
United Brotherhood of Carpenters and Joiners of America	348 W. Rayen Avenue	53-003-0-089, 090, 091, 092, 093, 094 and 095	\$ 145,000	\$ 145,000
Donald and Justin Young	329 Arlington Avenue	53-003-0-235	\$ 54,000	\$ 54,000
YSU Foundation	360 Grant Street	53-076-0-024	\$ 13,000	\$ 13,000
YSU Foundation	340 Scott Street	53-005-0-099 and 53-005-0-100	\$ 50,000	\$ 50,000

City of Youngstown	Belmont Avenue	53-076-0-012	\$ 8,800	\$ 8,800
City of Youngstown	505 Belmont Avenue	53-076-0-017	\$ 7,100	\$ 7,100

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does authorize the acquisition of the aforementioned properties.

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Resolution to Renew Audit Subcommittee Charter

**YR 2010-34**

WHEREAS, the Audit Subcommittee Charter provides that the Subcommittee's Charter and performance shall be reviewed and assessed at least every three years, and that any changes to the Subcommittee's Charter shall be submitted to the Board of Trustees for approval; and

WHEREAS, the Audit Subcommittee's Charter and performance have been reviewed and assessed; and

WHEREAS, no changes to the Charter are recommended for approval by the Board of Trustees;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve and renew the Audit Subcommittee Charter as written.

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Resolution to Authorize the Issuance and Sale of  
General Receipts Revenue Bonds, Series 2010 of  
Youngstown State University, Approving a  
Supplemental Trust Indenture and Authorizing the Fiscal Officer to Take Certain Actions

**YR 2010-35**

WHEREAS, on February 6, 2009, the Board of Trustees of Youngstown State University (the "Board") adopted two resolutions, one (the "General Bond Resolution") providing for the adoption of an Amended and Restated Trust Indenture dated as of March 1, 2009 (the "2009 Trust Indenture"), which provides for the issuance from time to time of General Receipts Bonds of Youngstown State University (the "University"), with each issuance to be authorized by a Series Resolution adopted by the Board, and the other (the "2009 General Receipts Resolution") providing for the issuance of up to \$47,000,000 of General Receipts Bonds for "University Facilities" as defined below; and

WHEREAS, the General Bond Resolution was adopted and the 2009 Trust Indenture was authorized by the Board pursuant to Section 3345.12 of the Revised Code (the "Act") which authorizes the University to issue its debt obligations to fund the costs of certain capital facilities, defined as "auxiliary facilities," "education facilities" and "housing and dining facilities" in the Act and called "University Facilities" in this Resolution; and

WHEREAS, the University previously approved its Centennial Campus Master Plan in 2006, which plan has been updated from time to time (the "Master Plan Projects" or the "Projects"); and

WHEREAS, the University previously determined that it was necessary to commence certain Master Plan Projects and issued General Receipts Bonds, approximately \$21,110,000 of which was used to pay a portion of the costs of the Master Plan Projects and to pay the costs of issuing the bonds for such purpose leaving an authorized amount of approximately \$25,890,000 of General Receipts Bonds available to finance additional University Facilities; and

WHEREAS, the University now has determined that it is necessary to commence certain additional Master Plan Projects and that it is necessary and appropriate to issue bonds or other obligations under the remaining authority of the 2009 General Receipts Resolution, to pay a portion of the costs of additional Master Plan Projects and to pay the costs of issuing the bonds or other obligations for such purpose; and

WHEREAS, for the above purposes, the University has determined to issue not to exceed \$24,500,000 in composite aggregate principal amount of General Receipts Obligations (the "Obligations"), which may be issued in multiple series, to pay a portion of the costs of the Projects, including the reimbursement to the University of moneys advanced for the purpose in anticipation of being reimbursed from the proceeds of the Obligations; and

WHEREAS, this Board has determined that it is in the best interest of the University to provide for maximum flexibility in structuring the Obligations to achieve maximum cost savings, and therefore, has provided that certain terms of the Obligations shall be determined in the Certificates of Award authorized pursuant to Section 5 hereof (the "Certificates of Award"); and

WHEREAS, this Board wishes to adopt this Resolution to ratify the debt authorization granted by this Board in the 2009 General Receipts Resolution and to allow for additional flexibility in structuring the terms of the bonds authorized thereunder and hereunder to include Build America Bonds as permitted by the American Recovery and Reinvestment Act of 2009;

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

**Section 1. Definitions and Interpretations.** Where used in this Resolution, in any supplemental indentures and in the Certificates of Award, and in addition to words and terms defined elsewhere in this Resolution (including its preambles), any supplemental indentures, the General Bond Resolution or the 2009 Trust Indenture, the following terms shall have the following meanings:

"Annual Bond Service Charge" for any Fiscal Year means, in connection with the Obligations authorized hereunder, an amount equal to the scheduled principal and interest due on the Obligations in that Fiscal Year.

"Bond Purchase Agreement" means any Bond Purchase Agreement between the Original Purchaser and the University to be dated as of its date of execution.

"Build America Bonds" means any obligation (other than a private activity bond) the interest on which would otherwise be excludable from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Therefore, with respect to any Obligations designated as Build America Bonds, such Obligations will comply with all requirements applicable to the issuance of tax-exempt governmental bonds.

"Certificate of Award" means any Certificate of Award authorized by Section 5 hereof.

"Code" means the Internal Revenue Code of 1986, as amended, the regulations (whether proposed, temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes that section and such applicable regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

"Computation Date" means:

(i) (A) the last day of each Bond Year while the Obligations are outstanding, and (B) the date on which the last Obligations are retired, or

(ii) such other date or dates elected by the University as may be permitted under the Code for computation of the Rebate Amount.

"Debt Service" means principal of and interest and any redemption premium on the Obligations.

"Delivery Date" means the dates on which the Obligations are delivered to the Original Purchaser in exchange for payment.

"Excess Earnings" means, as of each Computation Date, an amount determined in accordance with Section 148(f) of the Code equal to the sum of (i) plus (ii) where:

(i) is the excess of:

(a) the aggregate amount earned from the Issuance Date on all Non-purpose Investments in which Gross Proceeds are invested (other than investments attributable to an excess described in this clause (i)), taking into account any gain or loss on the disposition of Nonpurpose Investments, over

(b) the amount which would have been earned if the amount of the Gross Proceeds invested in those Nonpurpose Investments (other than investments attributable to an excess described in this clause (i)) had been invested at a rate equal to the Yield on the Obligations; and

(ii) is any income attributable to the excess described in clause (i), taking into account any gain or loss on the disposition of investments.

"First Supplemental Trust Indenture" means the First Supplemental Trust Indenture between the University and the Trustee, authorized pursuant to Section 7.01 of the 2009 Trust Indenture and this Resolution.

"Fiscal Officer" means the Vice President for Finance and Administration of Youngstown State University.

"Gross Proceeds" means (i) Proceeds, (ii) Replacement Proceeds, and (iii) any other money, investments, securities, obligations or other assets that constitute "gross proceeds" for purposes of Section 148(f) of the Code, all until spent.

"Insurer" means any issuer of a municipal bond insurance policy insuring the payment of all or a portion of the Bond Service Charges on the Obligations, as may be approved by the Fiscal Officer pursuant to Section 8 of this Resolution.

"Interest Payment Dates" means the fifteenth day of June and December in each year, commencing as may be set forth in the Certificates of Award.

"Investment Proceeds" means any amounts actually or constructively received from investing Original Proceeds.

"Investment Property" means (i) "investment property" as defined in Section 148(b)(2) of the Code, including any security (within the meaning of Section 165(g)(2)(A) or (B)) of the Code, any obligation, any annuity contract, and any investment-type property. Investment Property does not include a Tax-Exempt Bond, except a Tax-Exempt Bond which is a "specified private activity bond" as defined in Section 57(a)(5)(C) of the Code, the interest on which is an item of tax preference for purposes of the alternative minimum tax imposed on individuals

and corporations, or (ii) qualified exempt investment, that is, a United States Treasury obligation - Demand Deposit State and Local Government Series.

"Issuance Date" means the date of physical delivery by the University of each series of Obligations authorized hereunder in exchange for the purchase price of the Obligations.

"Issue Price" means the aggregate of the initial offering prices (including accrued interest and original issue discount and/or premium, if any) at which each maturity of the Obligations was offered to the public (excluding bond houses, brokers and other intermediaries) and at which price or prices a substantial amount of each maturity of the Obligations was sold to the public (other than to bond houses, brokers and other intermediaries).

"Letter of Instructions" means a letter addressed to the Trustee dated the Issuance Date and signed by the Board, pursuant to this Resolution.

"Nonpurpose Investments" shall have the meaning ascribed to such term in Section 148 of the Code and shall mean any investment other than a Purpose Investment (which is an investment acquired in order to carry out the governmental purpose of the Obligations).

"Obligations" means the several series of General Receipts Obligations and any bond anticipation notes, Build America Bonds or other debt obligations of the University authorized by this Resolution and issued pursuant to this Resolution and the Certificates of Award.

"Original Proceeds" means Sales Proceeds and Investment Proceeds.

"Original Purchaser" means RBC Capital Markets, being the investment banking firm selected by the Fiscal Officer.

"Proceeds" means any Original Proceeds from the sale of Obligations and any Transferred Proceeds, as defined in Regulations 1.148 8(d)(2).

"Purpose Investment" means an investment acquired in order to carry out the governmental purpose of the Obligations, which is to provide funding for the University's Master Plan Projects and pay a portion of the costs associated with such issuance.

"Rebate Amount" means the amount of Excess Earnings (excluding any amount earned on a Bona Fide Debt Service Fund) computed as of the most recent prior Computation Date in accordance with the requirements of Section 148(f) of the Code.

"Sales Proceeds" means the portion of the Issue Price received by the University upon the sale of the Obligations (net of any underwriter's discount withheld from the Issue Price).

"Securities Depository" means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"Series 2010 Resolution" or "this Resolution" means this Resolution authorizing the issuance and sale of the Obligations.

"Sinking Fund Proceeds" means amounts (including any investment income) treated as Proceeds of the Obligations under the Code because they are accumulated in a sinking fund to pay Debt Service within the meaning of Treasury Regulations §1.103-13(g), but excluding amounts withdrawn therefrom.

"Special Record Date" means the date established by the Trustee in connection with the payment of any overdue interest on any Obligation pursuant to Section 4(g)(ii) of this Resolution.

"Tax-Exempt Bond" means any obligation, or issue of obligations, the interest on which is, or is intended to be, excluded from gross income for federal income tax purposes within the meaning of Section 150 of the Code, and includes any investment treated as a "tax-exempt bond" for the applicable purpose of Section 148 of the Code.

"Transferred Proceeds" means any proceeds of a prior issue that become Proceeds of the Obligations.

"Trustee" means U.S. Bank, National Association as trustee under the 2009 Trust Indenture.

"Yield" has the meaning assigned to it for purposes of Section 148, and means that discount rate that, when used in computing the present value of all payments of principal and interest to be paid on an obligation, computed on the basis of a 360 day year and semiannual compounding, produces an amount equal to (i) the Issue Price in the case of the Obligations, or (ii) the purchase price for Yield purposes in the case of Investment Property. The Yield on Investment Property in which Proceeds of the Obligations are invested is computed on a basis consistent with the computation of Yield on the Obligations.

The terms "state or local bonds, governmental unit," "loan," "private business use," "net proceeds" and other terms relating to Code provisions used but not defined in this Section 12 shall have the meanings given to them for purposes of Sections 103, 141, 148 and 150 of the Code unless the context indicates another meaning. References in this section to Sections are, unless otherwise indicated, references to Code sections.

Unless the context shall otherwise indicate, words importing the singular number shall include the plural number, and vice versa, and the terms "hereof," "herein," "hereby," "hereto," "hereunder," and similar terms, mean this Resolution, the First Supplemental Trust Indenture and any other indentures supplement-

tal to the 2009 Trust Indenture as it now exists or as it may be amended. References to sections, unless otherwise stated, are to sections of this Resolution.

**Section 2. Authority.** This Resolution is adopted pursuant to the General Bond Resolution, the 2009 Trust Indenture and any successor indentures thereto and the Act.

**Section 3. Authorization, Designation and Purpose of Obligations.** It is hereby declared to be necessary to, and the University shall, issue, sell and deliver, as provided and authorized by this Resolution, General Receipts Obligations of the University, which shall be designated "Youngstown State University General Receipts Bonds" or, if the Obligations are issued as Build America Bonds, they shall be designated "Youngstown State University General Receipts Taxable Build America Bonds" or such other designation as set forth in the Certificates of Award in the maximum original composite aggregate principal amount of not to exceed \$24,500,000 (the actual original aggregate principal amount of each series to be as provided by the respective Certificate of Award), for the purpose of paying a portion of the costs of the Master Plan Projects more fully described in the preambles. For that purpose, the proceeds from the sale of the Obligations shall be allocated and deposited as provided in Section 6 of this Resolution.

**Section 4. Terms and Provisions Applicable to the Obligations.**

(a) Form and Numbering. The Obligations shall be issued, unless otherwise subsequently provided in any supplemental indentures entered into pursuant to the 2009 Trust Indenture, only in the form of fully registered Obligations, substantially in the form set forth in Exhibit A to the First Supplemental Trust Indenture with such changes as may be necessary to reflect the terms of the Obligations set forth in the Certificates of Award. The Obligations shall be fully registered and numbered as determined by the Fiscal Officer in such manner as to distinguish each Obligation from each other Obligation.

The Obligations shall be initially issued only to a Securities Depository to be held in a book entry system and: (i) the Obligations shall be registered in the name of the Securities Depository or its nominee, as registered owner, and immobilized in the custody of the Securities Depository; and (ii) the Obligations as such shall be transferable or exchangeable in accordance with Section 2.05 of the 2009 Trust Indenture, provided, however that so long as a book entry system is used for the Obligations, they may only be transferred to another Securities Depository or to another nominee of a Securities Depository without further action by the University pursuant to subparagraph (g)(iii) of this Section. Notwithstanding Section 2.06 of the 2009 Trust Indenture, the University may, and may require the Trustee to, transfer the Obligations from one Securities Depository to another Securities Depository at any time.

(b) Terms.

(i) Denomination and Dates. The Obligations shall be issued in the denomination of \$5,000 and any integral multiple of \$5,000, and shall be dated as may be provided in the Certificates of Award. Each Obligation shall have only one principal maturity date, except for interim certificates or receipts which may be issued pending preparation of definitive Obligations.

(ii) Interest. The Obligations shall bear interest from the later of (i) their date or (ii) the most recent date to which interest has been paid or provided for, payable on the Interest Payment Dates at the respective rates per annum set forth in the Certificates of Award.

(iii) Maturities. The Obligations shall mature on the dates and in the principal amounts as provided in the Certificates of Award.

(iv) Prior Redemption.

(A) The Obligations may be subject to redemption at the option of the University prior to their stated maturities as provided in the Certificates of Award.

(B) The Obligations of one or more maturities may be subject to mandatory redemption pursuant to Mandatory Sinking Fund Requirements by the University at a redemption price equal to 100% of the principal amount redeemed, plus accrued interest to the date of redemption, the years and in the principal amounts provided in the Certificates of Award.

(c) Maturities: Bond Service Charges. The first maturity or mandatory sinking fund payment of the Obligations and the final maturity of the Obligations shall be as provided in the Certificates of Award. Principal shall be payable in each year from the first maturity or mandatory sinking fund payment year to the final maturity year either at stated maturity or pursuant to Mandatory Sinking Fund Requirements.

(d) Redemption Prior to Maturity.

(i) If fewer than all of the outstanding Obligations are called for optional or mandatory redemption at one time, the Obligations to be called shall be designated by the Fiscal Officer in his sole discretion and the maturities of the Obligations to be called for optional redemption shall be designated by the Fiscal Officer without regard to the order of their maturities. If fewer than all of the outstanding Obligations of one maturity are to be called for redemption, the selection of the Obligations, or por-

tions of those Obligations (in integral multiples of \$5,000), of that maturity to be called for redemption shall be made by lot in the manner provided in the 2009 Trust Indenture. If optional redemption of the Obligations at a redemption price above 100% of the principal amount to be redeemed is to take place on any applicable mandatory sinking fund redemption date, the selection of the Obligations to be optionally redeemed shall be selected prior to the selection of the Obligations to be redeemed by mandatory sinking fund redemption.

(ii) Notice of call for redemption of Obligations, setting forth the information provided for in Section 4(d) of the General Obligation Resolution, shall be given by the Trustee on behalf of the University. Failure to receive notice by mailing, or any defect in that notice, as to any Obligation shall not affect the validity of the proceedings for the redemption of any other Obligation.

(e) Places and Manner of Payment and Paying Agents.

(i) The principal of and any redemption premium on Obligations shall be payable when due only to the registered owners, upon presentation and surrender of the Series Obligations at the principal corporate trust office of the Trustee.

(ii) Interest on any Obligation due on each Interest Payment Date shall be payable by check or draft which the Trustee shall cause to be mailed on the Interest Payment Date to the person who is the registered owner of the Obligation (or one or more predecessor Obligations) at the close of business on the Regular Record Date applicable to that Interest Payment Date, at the address then appearing on the Register. If and to any extent, however, that the University shall make neither payment nor provision for payment of interest on any Obligation on any Interest Payment Date, that interest shall cease to be payable to the person who was the registered owner of that Obligation (or of one or more predecessor Obligations) as of the applicable Regular Record Date; when moneys become available for payment of that interest the Trustee shall, subject to Section 6.06(d) of the 2009 Trust Indenture, establish a Special Record Date for the payment of that interest which shall be not more than 15 or fewer than 10 days prior to the date of the proposed payment, and the Trustee shall cause notice of the proposed payment and of the Special Record Date to be mailed to the person who is the registered owner of that Obligation on a date not fewer than 10 days prior to the Special Record Date, at the address as then appears on the Register, and thereafter that interest shall be payable to the person who is the registered owner of that Obligation (or a predecessor Obligation) at the close of business on the Special Record Date.

(iii) Notwithstanding any other provision of this Resolution or any provision of the General Obligation Resolution, the 2009 Trust Indenture, the First Supplemental Trust Indenture, any supplemental indentures or any Obligation to the contrary, with the written approval of the University, the Trustee may enter into an agreement with a Securities Depository, or the nominee of a Securities Depository that is the registered owner of a Obligation in the custody of that Securities Depository providing for making all payments to that registered owner of principal of and interest and any premium on that Obligation or any portion of that Obligation (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 Obligation, upon any conditions which shall be satisfactory to the Trustee and the University. That payment in any event shall be made to the person who is the registered owner of that Obligation 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 Obligations, 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 the Agreement.

(iv) Alternate Paying Agents may be designated in the Certificate of Award by the Fiscal Officer.

(f) Execution and Authentication. The Obligations shall be executed and authenticated in the manner provided in the 2009 Trust Indenture. Alternate Authenticating Agents may be designated by the Fiscal Officer in the Certificate of Award.

(g) Build America Bonds Designation. The Board hereby retains the option that the Obligations or a portion of the Obligations may be designated as Build America Bonds (the "Build America Bonds") as permitted by the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"). The Fiscal officer is hereby authorized and directed to designate all or a portion of the Obligations as Build America Bonds, which obligations, if so designated, shall bear interest which shall be included in gross income of bondholders for federal income tax purposes. Build America Bonds are any obligation (other than a private activity bond) the interest on which would otherwise be excludable from gross income under Section 103 of the Code. Therefore, with respect to any Obligations designated as Build America Bonds, such Obligations will comply with all requirements applicable to the issuance of tax-exempt governmental bonds.

With respect to any Obligations designated as Build America Bonds, the Board, hereby authorizes the Fiscal Officer to irrevocably elect, pursuant to Section 54AA(g) of the Code, the direct credit payment to issuer option as provided in Section 6431 of the Code under which the United States Treasury will pay to the University 35% of the interest payable on such Obligations (the "Credit Payments") (contemporaneously with each interest payment date for such Obligations) so long as the Obligations comply with all federal tax requirements of the Build America Bonds.

The Fiscal Officer or his or her designee is hereby authorized and directed to execute and file on behalf of the University a "Return for Credit Payments to Issuers of Qualified Bonds" (Form 8038-CP) with the United States Department of the Treasury on the dates and at the place designated in Form 8038-CP and applicable provisions of the Code and Treasury Regulations issued thereunder for the Build America Bonds. Funds received by the University pursuant to the filing of Form 8038-CP shall be deposited to the credit of the Revenue Fund or the Debt Service Payment Account for the Obligations, established within the Youngstown State University General Receipts Obligations Debt Service Fund, established under the 2009 Trust Indenture, as appropriate to provide for the timely payment of principal or interest on any Build America Bonds.

#### **Section 5. Sale of the Obligations**

- (a) General. The Fiscal Officer is authorized to determine:
- (i) that the Obligations shall be issued;
  - (ii) the composite aggregate Principal Amount of Obligations to be issued in an amount not to exceed \$24,500,000;
  - (iii) the interest rates on the Obligations;
  - (iv) the amount of any original issue discount and/or premium on the Obligations;
  - (v) the maturities of the Obligations;
  - (vi) the optional and mandatory redemption dates, if any, and redemption prices for the Obligations; and
  - (vii) the purchase price for the Obligations.

The Obligations shall be sold by the Fiscal Officer to the Original Purchaser on such terms not inconsistent with this Resolution as are provided in the Certificates of Award and the Bond Purchase Agreements.

The Fiscal Officer is authorized and directed to execute the Certificates of Award and the Bond Purchase Agreements, in order to provide for the definitive terms and terms of sale of the Obligations as provided in this Resolution, and to award and provide for sale of the Obligations to the Original Purchaser. The Bond Purchase Agreements shall not be materially adverse to the University as shall be approved by the Fiscal Officer, his execution of the Bond Purchase Agreement to constitute conclusive approval of any such changes on behalf of the University. The Certificates of Award shall be incorporated in and form a part of the First Supplemental Trust Indenture and any supplemental indentures authorized under this Resolution.

(b) Official Statement. The Fiscal Officer is authorized and directed, on behalf of the University, and in his official capacity, to prepare or cause to be prepared, a preliminary official statement relating to the original issuance of each series of Obligations; to determine, and to certify or otherwise represent, when such preliminary official statement is "deemed final" for purposes of Securities and Exchange Commission Rule 15c2 12(b)(1); and to use and distribute, or authorize the use and distribution of such preliminary official statements in connection with the original issuance of each series of Obligations until an official statement is prepared. All actions previously taken by the Fiscal Officer in this regard relating to a preliminary official statement are hereby approved, ratified and confirmed.

The Fiscal Officer is further authorized and directed, on behalf of the University, and in his official capacity, to prepare or cause to be prepared an official statement, and any necessary supplements thereto, relating to the original issuance of each series of Obligations; to determine, and to certify or otherwise represent, when such official statement is a final official statement for purposes of Securities and Exchange Commission Rule 15c2 12(b)(3) and (4); to use and distribute, or authorize the use and distribution of such official statement, and any supplements thereto, in connection with the sale of each series of Obligations; and to sign and deliver the official statements.

The Fiscal Officer is further authorized and directed, on behalf of the University, and in his official capacity, to sign and deliver such certificates in connection with the accuracy of the preliminary official and the final official statements and any supplements thereto as may, in his judgment, be necessary or appropriate.

## **Section 6. Allocation of Proceeds of the Obligations**

(a) Allocation. All of the proceeds from the sale of the Obligations shall be received and receipted for by the Fiscal Officer or by his authorized representative for that purpose, and shall be allocated, deposited and credited as follows:

(i) To the Bond Service Account in the Bond Service Fund, any portion of the proceeds representing accrued interest and premium, if any;

(ii) To the 2010 University Facilities Project Fund (the 2010 Project Fund), hereby established, the balance of the proceeds, to be applied to pay costs of the Master Plan Projects as determined by the Fiscal Officer and as described in the preambles; and

(iii) To pay the costs of the issuance.

(b) 2010 Project Fund.

(i) The 2010 Project Fund shall be held by the University in a separate deposit account or accounts (except when invested as provided below) set up in a bank or banks that are members of the Federal Deposit Insurance Corporation, and used to pay costs of the Series 2010 University Facilities Project that constitute "costs of education facilities" or "costs of auxiliary facilities" as defined in the Act (Project Costs).

(ii) The Fiscal Officer shall apply the 2010 Project Fund pursuant to the provisions of this Section 6 to the payment of the Project Costs, including, without limitation, the reimbursement of the University for moneys heretofore advanced to pay Project Costs in anticipation of the issuance of the Obligations.

(iii) Moneys to the credit of the 2010 Project Fund, pending their application as above set forth, shall be subject to a lien and charge in favor of the holders of the Obligations, and the University covenants that it will not cause or permit to be paid from the 2010 Project Fund any moneys except in compliance with the provisions of this Resolution, the 2009 Trust Indenture the First Supplemental Trust Indenture and any other supplemental indentures relating to the Obligations.

(iv) Moneys on deposit in the 2010 Project Fund may be invested by or at the direction of the Fiscal Officer in Eligible Investments maturing or redeemable at the option of the holder prior to the time needed for the purposes thereof. The investments and the proceeds of their sale shall constitute part of the 2010 Project Fund, and earnings from any of those investments shall be credited to the 2010 Project Fund. The investments may be sold, exchanged or collected from time to time by or at the direction of the Fiscal Officer.

(v) Any balance remaining in the 2010 Project Fund after the Fiscal Officer has certified to the Trustee that payment of Project Costs has been accomplished or provided for to the satisfaction of the University

shall be deposited in the Bond Service Account and used for payment of principal on the bonds, or expended for costs of University Facilities with the approval of the Board if that payment or expenditure shall not, in the opinion of Bond Counsel to the University, adversely affect the exclusion of interest on the Obligations from gross income for federal income tax purposes.

**Section 7. Tax Covenants; Rebate Fund.**

(a) Covenants. The University hereby covenants that:

(i) It will restrict the use of the proceeds of the Obligations in such manner and to such extent, if any, as may be necessary so that the Obligations will not constitute arbitrage bonds under Section 148 of the Code. The Fiscal Officer, or any other officer of the University having responsibility for the issuance of the Obligations, alone or in conjunction with any other officer or employee of or any consultant to the University, shall give an appropriate certificate of the University, for inclusion in the transcript of proceedings for the Obligations, setting forth the reasonable expectations of the University regarding the amount and use of all the proceeds of the Obligations, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Obligations.

(ii) It (a) will take or cause to be taken such actions that may be required of it for the interest on the Obligations to be and remain excluded from gross income for federal income tax purposes, and (b) 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 Obligations to the governmental purpose of the borrowing, (2) restrict the yield on investment property acquired with those proceeds, (3) make timely rebate payments to the federal government, (4) maintain books and records and make calculations and reports, and (5) refrain from certain uses of those proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code. The Fiscal Officer and other appropriate officers are authorized and directed to take any and all actions, make calculations and rebate payments to the federal government, and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest.

(b) Rebate Fund. There is hereby created the Series 2010 Obligations Rebate Fund (the Rebate Fund), to be in the custody of the Trustee, which shall be continuously invested in Eligible Investments by the Trustee at the oral direction (confirmed in writing) of the Fiscal Officer. The Rebate Fund shall be held, administered and disposed of in accordance with the provisions of the First Supple-

mental Trust Indenture and any other supplemental indentures relating to the Obligations. Amounts credited to the Rebate Fund are not General Receipts and shall be free and clear of any lien under the First Supplemental Trust Indenture, any supplemental indentures or under the 2009 Trust Indenture.

**Section 8. Insurance; Other Agreements.** If he determines it in the best interest of the University in order to achieve maximum cost savings on the Obligations, the Fiscal Officer may make application for a policy of municipal insurance from the Insurer to insure all or any portion of the Obligations.

The Fiscal Officer is authorized to enter into such agreements and to make such changes to the First Supplemental Trust Indenture and any other supplemental indentures relating to the Obligations and the Bond form as may be required by the Insurer in order to issue said policy.

The Fiscal Officer is further authorized to enter into such agreements and execute such certificates as may be required in connection with the issuance, sale and delivery of the Obligations.

**Section 9. First Supplemental Trust Indenture.** The Chairman of the Board or the President of the University, and the Fiscal Officer, or any one or more of them, are authorized and directed to execute and deliver to the Trustee, in the name of and on behalf of the University, and the Secretary to the Board is authorized and directed to attest, supplemental indentures pursuant to the 2009 Trust Indenture and in connection with the issuance of the Obligations.

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Resolution to Approve  
Amendments to the Centennial Master Plan

**YR 2010-36**

WHEREAS, in April of 2003, Youngstown State University commenced a comprehensive planning process to update the 1984 University Long Range Facilities Development Plan; and

WHEREAS, on March 18, 2005, the Board of Trustees of Youngstown State University endorsed the framework for an updated long range development plan, titled the Centennial Campus Master Plan, a long-term plan for campus construction and facility improvements; and

WHEREAS, on December 13, 2006, the Board of Trustees of Youngstown State University endorsed the implementation of the Centennial Master Plan; and

WHEREAS, the University seeks to update the Centennial Master Plan by amending the Centennial Master Plan as identified in Exhibit K;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby adopt the amendments to the Centennial Master Plan as identified in Exhibit K.

Mr. Meshel reported that the Audit Subcommittee met on December 8, 2009. The subcommittee received a report from Mr. Grilli summarizing the university's financial statements for the years ended June 30, 2008 and June 30, 2009, and the status of the university's Senate Bill 6 ratios. The subcommittee also received a statement of required communications from Crowe Horwath, the university's external auditor. The subcommittee received reports from Packer Thomas, the university's internal auditor, regarding purchase monitoring and possible outsourcing of the payroll function.

Dr. Garg reported that the Investment Subcommittee met on December 8, 2009. The subcommittee received a report from Hartland & Co., the university's investment advisors. The subcommittee authorized a modification to the Hartland contract and agreed to meet again soon to consider modifications to the university asset allocation investment policy.

4. Internal Affairs Committee.

The chairperson noted that the Internal Affairs Committee was recommending four resolutions for adoption by the board. There being no objection thereto, the chairperson declared the following resolutions recommended by the Internal Affairs Committee adopted by general consent:

Resolution to Modify *University Guidebook* Policies

**YR 2010-37**

WHEREAS, the Institutional Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the following policies of the *University Guidebook*, shown as Exhibit G, attached hereto, and does hereby rescind the former corresponding policies. A copy of the policy indicating changes to be made is also attached.

Policy No.	<u>Subject</u>
0004.00	Numbering of Policies and Institutional

	Procedures
7002.05	Vacation Leave, Exempted Professional/Administrative Staff & Department Chairpersons
7002.09	Sick Leave
7007.01	Designation of University Holidays
7009.01	Collective Bargaining
7016.01	Multiple-Year Contracts
7020.01	Compensation and Salary Studies
7021.02	Professional/Administrative Staff

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Resolution to Rescind *University Guidebook* Policies

**YR 2010-38**

WHEREAS, the Institutional Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the deletion of the following policies of the *University Guidebook*, shown as Exhibit H, attached hereto, and does hereby rescind the former corresponding policies.

Policy No.	<u>Subject</u>
0003.00	Preparation of Policy, Institutional Procedure, and Administrative Procedure Pages
0006.00	Numbering of Divisional Administrative Procedures

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Resolution to Ratify  
Faculty/Staff Appointments

**YR 2010-39**

WHEREAS, the *Policies of the Board of Trustees* direct the President to appoint such employees as are necessary to effectively carry out the operation of the University; and

WHEREAS, new appointments have been made subsequent to the September 25, 2009, meeting of the Board of Trustees; and

WHEREAS, such appointments are in accordance with the 2009-2010 Budget and with the University policy on Equal Employment Opportunity;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby ratify and confirm the appointments as listed in Exhibit I attached hereto.

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Resolution to Rescind  
Awarding Intercollegiate Athletic Broadcast Rights Policy

**YR 2010-40**

WHEREAS, the Institutional Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby rescind the Institutional Policy governing Awarding Intercollegiate Athletic Broadcast Rights, policy number 6002.01 of the *University Guidebook*, shown as Exhibit J, attached hereto.

ITEM V – COMMUNICATIONS AND MEMORIALS

Chairperson Schulick thanked the former and current trustees of Youngstown State University for their generosity in assisting with recent upgrades to the Board Room in Tod Hall. Mr. Schulick noted that new chairs were provided by the Gasser Chair company and new window treatments and blinds have been installed. Mr. Schulick thanked President Sweet, Paul McFadden and John Hyden for their assistance with these projects.

ITEM VI – UNFINISHED BUSINESS

The board considered no unfinished business.

ITEM VII – NEW BUSINESS

1. Report of the Presidential Search Advisory Committee.

Chairperson Schulick stated that the board would be entering executive session to discuss the status of the presidential search process. The chairperson recognized Mr. DeJane who moved that the board of trustees enter executive session to consider the appointment, employment and/or compensation of the next president of the university. Mr. Pogue seconded the motion. The chairperson requested the secretary to the board to conduct a roll call vote on the motion, the results of which are as follows (YES being a vote in favor of entering executive session):

Mr. Pogue	YES	Mr. DeJane	YES
Ms. Counts	YES	Mr. Schulick	YES
Dr. Jakubek	YES	Dr. Garg	YES
Mr. Meshel	YES	Mrs. Weimer	YES

The vote being unanimous the trustees entered executive session in the Manchester Room at 3:35 p.m. Present during the executive session were the trustees, the student trustees, Dr. Charles Bunting (via conference telephone until 4:30 p.m.) and the secretary to the board. While in executive session the trustees discussed the status of the presidential search process and had a preliminary discussion of the elements of a presidential employment agreement. The board returned to public session in the Board Room at 4:40 p.m.

Mr. Schulick distributed and read aloud a document entitled, “Report to the Youngstown State University Board of Trustees – Submitted By: Presidential Search Advisory Committee – Scott R. Schulick, Chair – December 16, 2009,” a copy of which is attached to these minutes. The Presidential Search Advisory Committee presents four individuals for consideration by the board as candidates as president of the university:

Dr. Cynthia Anderson	Vice President for Student Affairs Youngstown State University, Youngstown, Ohio
Dr. C. Jack Maynard	Provost and Vice President for Academic Affairs Indiana State University, Terre Haute, Indiana
Dr. Cheryl J. Norton	President Southern Connecticut State University, New Haven, CT
Dr. Aaron Podolefsky	President University of Central Missouri, Warrensburg, Missouri

The chairperson recognized Mr. DeJane who moved the adoption of the following resolution:

Resolution to Accept Report and  
Recommendations of the Presidential Search Advisory Committee

**YR 2010-41**

WHEREAS, on July 14, 2009, under Resolution YR 2010-07, the Board of Trustees of Youngstown State University appointed a Presidential Search Advisory Committee and charged the Committee with task of undertaking an active, national search for a President of the University to succeed Dr. David C. Sweet, who is retiring as President on June 30, 2010; and

WHEREAS, in accordance with the duties assigned to it under Resolution YR 2010-07, the Presidential Search Advisory Committee has completed its search and has submitted its report and recommendations to the Board of Trustees.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University hereby accepts the report of the Presidential Search Committee and the recommendations contained therein as set forth in Exhibit L.

Ms. Counts seconded the motion. Thereafter the trustees voted without dissent and the chairperson declared the motion carried and the resolution adopted.

ITEM IX – TIME AND PLACE OF UPCOMING REGULAR MEETINGS

Upon motion duly made and seconded, which received the affirmative vote of all trustees present, the trustees resolved to set the following dates and times for the next regular meetings of the board to be held in the Board Room in Tod Hall:

3:00 p.m., Friday, March 12, 2010

3:00 p.m., Friday, June 8, 2010

3:00 p.m., Friday, October 1, 2010

ITEM X – ADJOURNMENT

Upon motion duly made and seconded, the meeting was duly adjourned by unanimous vote of the trustees at 4:48 p.m.

\_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Secretary to the Board of Trustees