

**New Jersey City University
Special Board of Trustees Meeting
July 23, 2019**

ATTENDING: Mr. Rafael Perez
Mr. Edward Fowlkes, *via teleconference*
Mr. James Jacobson, *via teleconference*
Mr. Vij Pawar, *via teleconference*
Mr. Owen Ryan, *via teleconference*
Mr. Joseph Scott, *via teleconference*
Dr. Edward Whittaker, *via teleconference*
Dr. Sue Henderson, *ex officio*

ABSENT: Dr. Steven Chang
Dr. Henry Coleman
Ms. Stephany Estevez
Mr. Carlos Rendo

The meeting was called to order at 4:03 p.m. in the Hepburn Hall, Room 317 by Mr. Perez.

NOTICE OF MEETING

Mr. Perez noted that the time, date, location and agenda for this meeting were mailed to the Jersey Journal, the Star-Ledger, Office of the Secretary of State, Senate Majority Office, Council of New Jersey State College Locals and the New Jersey Association of State Colleges and Universities on July 22, 2019. Notice of this meeting was also posted on the University's e-mail system and website.

CHAIR'S REPORT

Mr. Perez made a motion for the board to go into Executive Session to discuss contracts under negotiation and related confidential matters falling within the attorney-client privilege. The matters addressed will become available for public disclosure when there is no longer a need to maintain confidentiality. The motion was seconded by Mr. Jacobson. (Yes-Mr. Fowlkes, Mr. Pawar, Mr. Ryan, Mr. Scott, Dr. Whittaker; No-None; Abstention-None). The motion passed.

ADJOURNMENT

The meeting was adjourned at 4:05 p.m.

CHAIR'S REPORT

The Board reconvened in public session at 4:28 p.m.

COMMITTEE REPORTS

Executive Committee Report

Mr. Perez gave the report from the Executive Committee. The matter on the agenda for action involves various Authorizations for the Administration to Finalize and Execute Documents in furtherance of the implementation of the Bachelor of Arts in Dance Program and the construction and provision of new facilities in support of University music, dance, and theater programs.

BOT Public Session,

- WHEREAS: The University and the Joffrey Ballet School (Joffrey) are in agreement to offer a BFA in Dance program to University and Joffrey students; and
- WHEREAS: Joffrey will move its principal campus to University Place conditioned upon the construction and occupancy of a proposed performing arts education complex, i.e., the Center for Music, Dance and Theater (CMDT), and an adjacent 500-seat performance venue, i.e., the University Performing Arts Center (University PAC); and
- WHEREAS: Pursuant to the move of its principal campus to CMDT and University PAC Joffrey will pay the University a co-occupancy fee per annum (the “Joffrey Co-Occupancy Fee”) commencing in 2022; and
- WHEREAS: The finalization of agreements between the University and Joffrey (Joffrey Agreements) and the execution of the BFA in Dance program are anticipated to result in an increased enrollment in the University’s performing arts programs; and
- WHEREAS: In furtherance of the execution and success of the BFA program there is a need for expanded and new facilities to address existing performing arts education needs and to maintain and grow the University’s leadership position in areas of music, dance and theater; and
- WHEREAS: The NJCU Foundation, Inc. (Foundation) has agreed to take appropriate actions to engage a bona fide developer (Developer) to finance and construct the CMDT and University PAC on land known as Block 4 at University Place, which land is owned by the University, subject to conditions agreed upon between the University and the Foundation; and
- WHEREAS: In furtherance of actions to realize the construction of the CMDT and the University PAC a structure to realize the construction of the CMDT and University PAC has been determined to include University conveyance of Block 4 to the Foundation pursuant to formal agreement of the parties, the Foundation conveyance of Block 4 to the Developer pursuant to formal agreement that mirrors the agreement between the University and the Foundation, the Developer’s financing and construction of a five condominium building, three of which will be conveyed by the Developer to the Foundation (fee simple title) following construction, with two of the three condominiums (CMDT and UPAC) being subject to long-term lease to the University; and
- WHEREAS: In furtherance of actions to construct CMDT and University PAC, the Board of Directors of the New Jersey City University Foundation, Inc. have authorized the formation of a special purpose entity and the finalization of various agreements including a project development agreement with the Developer, and purchase and

sale agreements with the Developer (including eventual reversion of all rights and title to the University for the property) and the University; and

WHEREAS: The University and Joffrey have been engaged in negotiation and collaboration to finalize agreements related to their relationship and implementation of the BFA in Dance Program and said agreements including a master services agreement, affiliation agreement and facility license agreement are nearing completion; and

WHEREAS: State colleges and universities are empowered to, use, own, lease, dispose of property, real, personal, or mixed, or any interest, therein, which is necessary or desirable for institutional purposes, N.J.S.A. 18A:64-6q; and

WHEREAS: The State colleges and universities are empowered to invest and reinvest the funds of the institution, N.J.S.A. 18A:3B-6g; and

WHEREAS: The Board, in addition to the other powers and duties provided by law, has and may exercise the powers, rights and privileges that are incident to the proper government, conduct, and management of New Jersey City University (“University”), and the control of its properties and funds and such powers granted to the University or the Board or reasonably implied, may be exercised without recourse or reference to any department or agency of the State, except as otherwise provided by applicable law, N.J.S.A. 18A:64-7; and

WHEREAS: The Board may determine to use investment assets in the form of property owned by the institution as is necessary or desirable for institutional purposes, N.J.S.A. 18A:64-6q, N.J.S.A. 18A:64-7, and N.J.S.A. 18A:3B-6g; and

WHEREAS: The conveyance of Block 4 to the Foundation in furtherance of construction of

documents in furtherance of the conveyance of Block 4 to the Foundation