

**New Jersey City University
Board of Trustees Special Meeting
February 3, 2015**

ATTENDING: Mr. Rafael Perez, Chair, *via teleconference*
Ms. Marilyn Bennett, *via teleconference*
Ms. Cynthia Campbell, *via teleconference*
Mr. Edward Fowlkes, *via teleconference*
Mr. James Jacobson, *via teleconference*
Mr. Laquan Law, *student trustee*
Mr. Carlos Rendo, *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. Lakeasha Gordon
Mr. Vij Pawar
Mr. Owen Ryan

The meeting was called to order at 4:12 p.m. in the Gothic Lounge, Hepburn Hall, Room 202, by Mr. Perez. All board members participated via teleconference with the exception of Mr. Laquan Law, Student Trustees who was present for the meeting.

NOTICE OF MEETING

Mr. Perez noted that the time, date, location and agenda for this meeting was mailed to the Jersey Journal, The Star Ledger, Office of the New Jersey Secretary of 45LT dP [gJGT224U1NxA51'L1L1L2LLSNA

foregoing referred to collectively as the “Student Housing Facilities Project”), all through a public private partnership to be entered into pursuant to the New Jersey Economic Stimulus Law of 2009 (N.J.S.A. 18A:64-85), as amended (the “Act”);

WHEREAS, in furtherance of the Student Housing Facilities Project and pursuant to the Act, the University issued a Request for Proposals for Development Services of a New West Campus Student Residence Hall, dated October 25, 2013 (“RFP”);

WHEREAS, Ambling University Development Group (“AUDG”) submitted a proposal in response to the RFP containing a proposal for carrying out the Student Housing Facilities Project through certain of its affiliates (the “AUDG Proposal”);

WHEREAS, the University has previously determined that of all of the responses to the RFP the AUDG Proposal, as clarified and refined, is most advantageous to the University and has previously designated AUDG to carry out the Student Housing Facilities Project;

WHEREAS, the AUDG Proposal, as clarified and refined, contemplates a financing structure involving the issuance of tax-exempt and taxable revenue bonds (the “NJEDA Bonds”) by New Jersey Economic Development Authority (“NJEDA”) and, in connection therewith, the leasing of the site for the West Campus Student Residence Hall, along with Co-Op Hall and Vodra Hall (collectively, the “Project Site”), to an entity that is exempt from federal income taxation under Section 501(c)(3) of the federal Internal Revenue Code, which entity shall serve as the borrower for purposes of the tax-exempt financing;

WHEREAS, the New Jersey City University Foundation, Inc., a 501(c)(3) corporation that supports the purposes and mission of the University (the “Foundation”), has agreed to create a subsidiary (the “Foundation LLC”) to act as the borrower for the benefit of the University in a tax-exempt bond financing and as the lessee of the Project Site;

LLC, and to cooperate in the issuance by NJEDA of the NJEDA Bonds, the proceeds of which will be loaned to the Foundation LLC for the purpose of financing the Student Housing Facilities Project.

Authorization of Student Housing Transaction Documents. The Authorized Officers of the University are each authorized, in the name and on behalf of the University, to negotiate, execute, deliver, and/or approve the following and any other documents, relating to the Student Housing Facilities Project necessary to evidence and effectuate the Student Housing Transaction (collectively, the “University Transaction Documents”):

a. one or more indentures of trust providing for the i

CERTIFICATION

The undersigned, Secretary of NEW JERSEY CITY UNIVERSITY, hereby certifies that the foregoing resolution was duly adopted at a meeting of the Board of Trustees of NEW JERSEY CITY UNIVERSITY on _____, 2015, has not been amended or repealed and remains in full force and effect.

Name

Signature

_____, 2015

President Henderson presented the following Board Waiver for the Education Advisory Board (EAB) – Student Success Collaborative. The board waiver was moved by Ms. Bennett and second by Dr. Whittaker. (Yes-Mr. Perez, Ms. Campbell, Mr. Fowlkes, Mr. Jacobson, Mr. Law, Mr. Rendo, Mr. Scott; No-None; Abstention-None).

**RESOLUTION
WAIVER OF ADVERTISING
EDUCATION ADVISORY BOARD (EAB)**

WHEREAS: Pursuant to the New Jersey State Contracts Law (NJSA 18A: 64-56 et seq.) the University must advertise for bids on all contracts for goods and services which exceed \$32,100 except under circumstances specified in the statute where bids may be waived; and

WHEREAS: As permitted by the statute, the University seeks authorization from the Board of Trustees under the New Jersey State College Contracts Law Statute 18A:64-56 a.2, where any purchase, contract or agreement can be waived for extraordinary unspecifiable services and products which cannot reasonably be described by written specifications; and

WHEREAS: To enter into a contract which exceeds the bid threshold without bidding with Education Advisory Board for membership and participation in the EAB Student Success Collaborative and EAB Academic Affairs Forum; and

WHEREAS: The contract for these services shall be for a one time implementation fee of \$40,000 and annual service fees of \$132,000 for the contract period commencing December 31, 2014 and ending on December 30, 2019 in a total amount not to exceed \$700,000; and

WHEREAS: Whenever and wherever possible, the University intends to test the appropriateness of dealing with any given contract vendor by seeking alternate bids for the goods and services with other vendors, if available; and

WHEREAS: The University is requesting a bid advertising waiver which will help ensure the project continuity, timeliness, and efficient operation; be it therefore

RESOLVED: That the Board of Trustees of New Jersey City University on this 3rd day of February 2015 does hereby authorize the University to enter into a contract with Education Advisory Board (EAB).

NEXT MEETING

The next Board meeting will be held on February 23, 2015. Mr. Perez made a motion for the board to move into executive session prior to the public session in order to discuss confidential personnel matters and contractual matters. The minutes of the executive session will become available to the public when there is no longer a need for confidentiality regarding these matters. The motion was seconded by Ms. Bennett. The motion passed. (Yes-Ms. Campbell, Mr. Fowlkes, Mr. Jacobson, Mr. Law, Mr. Rendo, Mr. Scott, Dr. Whittaker; No-None; Abstention-None).

ADJOURNMENT

There being no further business to come before the Board, Mr. Perez asked for a motion to adjourn the meeting. Ms. Bennett made the motion and was second by Mr. Rendo. (Yes-Mr. Perez, Ms. Campbell, Mr. Fowlkes, Mr. Jacobson, Mr. Law, Mr. Scott, Dr. Whittaker; No-None; Abstention-None). The meeting was adjourned at 4:49 p.m.

Respectfully submitted,

Virginia Melendez
Secretary to the Board of Trustees