

**B. Finance, Audit, Governance, and Compliance Committee**

**Mr. Langos, if you would be so kind to report out on the Finance, Audit, Governance, and Compliance Committee, that would be great.**

**(Mr. Langos reports highlights of committee meeting.)**

**1. Sale of Private Equity Investments Resolution - Tabled**

**2. COVID-19 Expenses Resolution**

**Mr. Langos would you please read the resolution?**

WHEREAS, in order for the university to conduct business on an ongoing basis, and provide products and services in a timely manner, purchases must be made; and

WHEREAS, these expenditures may exceed \$500,000; therefore, be it

RESOLVED that the Wright State University Board of Trustees authorizes the expenditure of up to \$5,437,011 in Coronavirus Relief Funds granted to the University by the Ohio Department of Higher Education for use in offsetting university expenses incurred as a result of addressing COVID-19.

**Mr. Gunlock:** Thank you, Mr. Langos. Since this motion is coming from a committee, it does not need a second.

Discussion.

Hearing none, Madam Secretary, please call the roll.

Ayes \_\_\_\_\_ No's \_\_\_\_\_ Abstain \_\_\_\_\_

The Aye's/No's have it, the motion is approved/fails.

**3. Approval of Expenditures \$500,000 and Above**

**Mr. Langos would you please read the resolution?**

Expenditures before the Board include medical resources and media buying services. The following expenditures are before the Board today for approval.

Vendor	Amount
Elsevier	\$507,702.31
The Ohlmann Group, Inc	\$3,000,000
Ring Ltd.	\$2,000,000

WHEREAS, in order for the university to conduct business on an on-going basis, and provide products and services in a timely manner, purchases must be made; and

WHEREAS, these expenditures may exceed \$500,000; therefore, be it

RESOLVED that authorization is granted for the accompanying contracts now before the Board of Trustees be, and hereby are approved.

*Full details of the contract expenditures can be accessed here:*

[http://www.wright.edu/sites/www.wright.edu/files/uploads/2020/Sep/meeting/FAI%2016\\_Contracts%20and%20Expenditures%20%24500%2C000%20and%20Above.pdf](http://www.wright.edu/sites/www.wright.edu/files/uploads/2020/Sep/meeting/FAI%2016_Contracts%20and%20Expenditures%20%24500%2C000%20and%20Above.pdf)

**Mr. Gunlock:** Thank you, Mr. Langos. Since this motion is coming from a committee, it does not need a second.

Discussion.

Hearing none, Madam Secretary, please call the roll.

Ayes \_\_\_\_\_ No's \_\_\_\_\_ Abstain \_\_\_\_\_

The Aye's/No's have it, the motion is approved/fails.

#### **4. Beaver Creek Real Estate Conveyance**

**Mr. Langos** would you please read the resolution?

WHEREAS, the Wright State University Board of Trustees owns a certain parcel of real property in Greene County, Ohio, known as Greene County Auditor's Parcel No. B42- 0001-0010-00001, which consists of approximately 9.916 acres (the "Parcel") on the southwestern side of the University's Dayton Campus, partially unused and partially used as a parking lot; and

WHEREAS, the City of Beavercreek is renovating and improving Colonel Glenn Highway along the edge of the Parcel, and desires to permanently acquire 0.107 acres of the Parcel, described more particularly in the appended legal descriptions 4WD-1 and 4WD2 (the "Land") as part of that project; and

WHEREAS, the Trustees have determined (a.) that the Land is not necessary for the University's future strategic plans, and (b.) that the Land will be unsuitable for development or use by the University upon completion of the City's project, and (c.) that the City's project will contribute to the aesthetics and accessibility of the Dayton Campus, and (d.) that the Land has no significant independent value;

NOW, THEREFORE, BE IT RESOLVED that the Trustees authorize and direct the Chief Operating Officer or his designee to take all actions necessary and proper to donate the aforementioned Land to the City for the purposes described herein.

**Mr. Gunlock:** Thank you, Mr. Langos. Since this motion is coming from a committee, it does not need a second.

Discussion.

Hearing none, Madam Secretary, please call the roll.

Ayes \_\_\_\_\_ No's \_\_\_\_\_ Abstain \_\_\_\_\_

The Aye's/No's have it, the motion is approved/fails.

## **5. Acceptance of Transfer of Certain Real Property Resolution**

**Mr. Langos would you please read the resolution?**

## **Resolution 21 –**

### **WRIGHT STATE UNIVERSITY RESOLUTION OF THE BOARD OF TRUSTEES**

RE: Acceptance of transfer of (1) certain real property commonly known as 15/17 Grimes Street, Dayton, Montgomery County, Ohio and 23/25 Grimes Street, Dayton, Montgomery County, Ohio, consisting of Auditor's Parcel Nos. R72084030032 and R72084030029 (collectively, together with all appurtenant rights, privileges and easements, the "Grimes Street Property"), (2 )certain real property commonly known as 506 E. Xenia Drive, Beavercreek, Greene County, Ohio, consisting of Auditor's Parcel No. A02000100210006700 (together with all appurtenant rights, privileges and easements, the "Calamityville Property"), and (3) certain real property on or about 7610 Lake Campus Drive, Jefferson Township, Mercer County, Ohio and 7660 St Rt 703, Jefferson Township, Mercer County, Ohio, consisting of Auditor's Parcel Nos. 261416000200 and 261416000000 (collectively, together with all appurtenant rights, privileges and easements the "Lake Campus Property").

WHEREAS, this Board of Trustees (the "Board") of Wright State University (the "University") has determined that is in the best interest of the University to acquire the Grimes Street Property, the Calamityville Property and the Lake Campus Property (collectively, the "Properties") from the Properties' owners, Double Bowler Properties Corp., an Ohio non-profit corporation ("Double Bowler"), and Double Bowler's wholly owned subsidiary, 506 East Xenia Drive, LLC, an Ohio nonprofit limited liability company ("506 East Xenia Drive, LLC"), in order that the Properties may be owned and managed by the Board for the exclusive benefit of the University; and

WHEREAS, Double Bowler and 506 East Xenia Drive have determined that it is in their interest, and consistent with their non-profit purpose, to donate the Properties to the University; and

WHEREAS, the Board, on behalf of the University, intends by this Resolution to authorize the taking of all appropriate action on its part in connection with the acceptance of the transfer and conveyance of the Grimes Street Property and the Lake Campus Property from Double Bowler to the University and from 506 East Xenia Drive, LLC as to the Calamityville Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Wright State University that:

1. This Board hereby authorizes and directs the President of the University (or her delegate), acting alone and without further authorization by the Board, to take such actions as are appropriate in her judgment to consummate the acceptance of the transfer and conveyance of the ownership and management of the Properties from Double Bowler and 506 East Xenia Drive, as applicable, including the acceptance and recording of one or more deeds conveying the Properties to the Board, provided that such conveyance shall be without charge to the University except as described herein[A1].
2. The President (or her delegate) is hereby further authorized and directed to sign any certifications, affidavits, agreements and other documents and instruments, and to take such other actions as she in her discretion may deem commercially reasonable and in the University's interest to consummate the transactions contemplated by this resolution, without further authorization by the Board. All actions taken by the President of the University prior to the date hereof in connection with the foregoing proposed transactions are ratified and approved to the extent they were otherwise lawful, in accordance with the University's policies, in good faith, and in the University's best interest.
3. The University is authorized to pay without further authorization by the Board the reasonable administrative costs and fees related to the transfer of the Properties, including professional fees, title commitment and/or policy fees and premiums, recording fees and such other administrative fees and costs as are necessary and incurred in connection with the execution, delivery and performance by the agreements and documents contemplated herein. Such expenditures shall be procured in accordance with the University's policies, except to the extent such policies require further authorization by the Board.
4. This resolution shall take effect and be in force immediately upon its adoption. This Board shall have authority to approve any and all additional matters, documents and actions related to the transactions described herein as may be necessary or appropriate as the University's plan of land development, utilization and management is further developed.[A2]
5. The President shall notify the Board's Chair in writing of the essential terms of any agreement or other instrument she intends to execute under the authority of this Resolution, and provide such other information as the Chair may require; such notification shall be provided, and such information exchanged, not less than five (5) days in advance of the President's execution of such agreements or other instruments.

**Mr. Gunlock:** Thank you, Mr. Langos. Since this motion is coming from a committee, it does not need a second.

Discussion.

Hearing none, Madam Secretary, please call the roll.

Ayes \_\_\_\_\_ No's \_\_\_\_\_ Abstain \_\_\_\_\_

**The Aye's/No's have it, the motion is approved/fails.**

## **6. Cox Resolution**

**Mr. Langos would you please read the resolution?**

### **Resolution 21 –**

#### **Resolution of the Board of Trustees to Authorize the Sale of Property Rights, and to Expend Funds for Relocation of Certain Facilities**

**WHEREAS:** The Wright State University Board of Trustees is the lessee, and Kettering Medical Center is the lessor, under a ground lease for land on the Kettering Medical Center campus, upon which the Cox Center is erected, and where the University operates the Boonshoft School of Medicine Departments of Population and Public Health Sciences, Geriatrics, and Emergency Medicine; and

**WHEREAS:** Kettering Medical Center desires to re-acquire the Cox Center land for its own use; and

**WHEREAS:** The University has previously executed an agreement to sell the property more commonly known as 3171 Research Park Boulevard: and

**WHEREAS:** The University desires to more efficiently use its existing on-campus physical space, and

**WHEREAS:** The sales price of both transactions is estimated to be Three Million Five Hundred Thousand (\$3,500,000.00) dollars.

#### **NOW THEREFORE, BE IT RESOLVED:**

**FIRST:** That the President or her designee is hereby authorized and directed to sell the University's real property interests associated with the Cox Center upon the terms currently reached with Kettering Medical Center and in the University's interest; and

**Second:** That after the aforementioned transaction is in contract, the President or her designee is authorized and directed to expend a total of up to One Million Two Hundred Thousand (\$1,200,000.00) dollars to renovate space for the aforementioned programs, and pay the costs of relocating those programs to the renovated space; and

**Third:** That notwithstanding any contrary resolution, regulation, policy, or other requirement or prohibition, the President is authorized and directed to review, approve, and execute the agreements described in this Resolution, including without limitation an assignment or sale of the University's real property rights in the Cox Center, and purchase contracts for goods and services associated with the renovation and relocation, without further authorization by the Board of Trustees, provided that the President shall notify the Board's Chair in writing of the essential terms of such agreements at least five (5) days in advance of the execution thereof. The contract shall, however, otherwise be awarded in compliance with the University's procurement policies.

**Mr. Gunlock:** Thank you, Mr. Langos. Since this motion is coming from a committee, it does not need a second.

Discussion.

Hearing none, Madam Secretary, please call the roll.

Ayes \_\_\_\_\_ No's \_\_\_\_\_ Abstain \_\_\_\_\_

**The Aye's/No's have it, the motion is approved/fails.**