

Shepherd University Board of Governors

Minutes of the Meeting of April 14, 2005

The Shepherd University Board of Governors met on April 14, 2005, in the Byrd Center for Legislative Studies, Shepherd University, Shepherdstown, West Virginia, in a regular meeting. Members participating were: Manny Arvon, David Blythe, Lauri Bridgeforth, Doris Griffin, Anders Henriksson, Robert McMillan, Andy Michael, Barbara Pichot (by phone), John Sherwood, and Dan Starliper. Also present were Shepherd University President David Dunlop, members of the executive staff, and others. Board members absent from the meeting were: Matthew Gay and Brent Robinson.

Chair Michael convened the meeting of the Board of Governors at 2:10 p.m.

1. MINUTES OF THE MEETING OF JANUARY 13, 2005

M (Starliper) S (Griffin), PASSED, that the minutes of the March 10, 2005 meeting of the Board of Governors be adopted as presented in the agenda book.

2. SHEPHERD UNIVERSITY REPORT

President Dunlop briefed the Board on how actions taken during the 2005 Legislative Session may affect Shepherd University. One component of Senate Bill 603 takes away the cap on the number of masters' degrees Shepherd can offer. A budget bill has been approved by the Legislature but the details have not been distributed; however, Dr. Dunlop indicated he is cautiously optimistic.

Dr. Dunlop reported to the Board that he had attended the American Association of State College and Universities (AASCU) State Reps Meeting in Washington, D.C., April 6-8, 2005 and he shared information regarding higher education trends on the national level.

3. RECOGNITION OF NEW EMERITUS FACULTY

Dr. Mark Stern, Vice President for Academic Affairs, introduced to the Board retiring faculty members who are being awarded *emeritus* status.

4. CLASSIFIED EMPLOYEES COUNCIL REPORT

Mr. Tim Haines, chair of the Classified Employees Council, presented a report to the Board on the activities and concerns of the Council.

5. **FINAL APPROVAL OF ISSUANCE OF SERIES 2005 BONDS**

M (Starliper) S (Henriksson), PASSED, that the following resolution be adopted by the Board:

**SUPPLEMENTAL RESOLUTION
OF THE SHEPHERD UNIVERSITY
BOARD OF GOVERNORS WITH RESPECT TO THE
ISSUANCE BY THE SHEPHERD UNIVERSITY
BOARD OF GOVERNORS OF NOT TO EXCEED \$23,595,000 IN
AGGREGATE PRINCIPAL AMOUNT OF
SHEPHERD UNIVERSITY BOARD OF GOVERNORS REVENUE BONDS
(SHEPHERD UNIVERSITY RESIDENCE FACILITIES PROJECTS),
SERIES 2005**

WHEREAS, by Resolutions adopted on January 8, 2004, April 8, 2004, November 11, 2004 and January 13, 2005 (collectively, the “Prior Resolutions”), the Shepherd University Board of Governors (the “Board”) approved, and by this Supplemental Resolution does hereby approve, the undertaking of certain capital projects relating to the campus of Shepherd University (the “University”), including without limitation the planning, design, acquisition, construction and equipping of a new residence complex on the West Campus of the University, and the refunding of the Board’s \$1,865,000 University Facilities Revenue Notes, Series 2004A, which Notes were issued to finance temporarily a portion of the costs of planning, design, acquisition, construction and equipping of certain renovations and improvements to Shaw Hall and Thacher Hall and other capital renovations and improvements to the University’s residence facilities pending issuance of the Bonds, as hereinafter defined (collectively, the “Project”) and the financing of the costs of the Project through the issuance of the Board’s Revenue Bonds (Shepherd University Residence Facilities Projects) Series 2005 Bonds to be issued in a maximum aggregate principal amount not to exceed \$23,595,000 (the “Bonds”), as further set forth in the Prior Resolutions; and

WHEREAS, the Issuer has received the approval of the Higher Education Policy Commission (the “HEPC”) of West Virginia for the Project and the financing of such Project through the issuance of the Bonds in the form of a resolution duly adopted by the HEPC on February 4, 2005 (the “HEPC Resolution”); and

WHEREAS, the Issuer has received the express written consent and direction of the Governor to issue the Bonds as required by Senate Bill No. 1002 enacted by the West Virginia Legislature on January 29, 2005; and

WHEREAS, the Board desires to approve the forms of the Bond Trust Indenture, the Preliminary Official Statement and the Bond Purchase Agreement relating to the Bonds, which shall be substantially in the forms presented at this meeting, with such additions, deletions, modifications or other changes as may be approved by the President of the University, the Chairperson of the Board or Vice Chairperson of the Board (each, an “Authorized Officer”).

NOW, THEREFORE, BE IT RESOLVED BY THE SHEPHERD UNIVERSITY BOARD OF GOVERNORS THAT:

1. The form of the Bond Trust Indenture (the “Indenture”), between the Board and WesBanco Bank, Inc., as Trustee, substantially in the form presented at this meeting, is hereby approved and each Authorized Officer is hereby authorized and directed to execute and deliver said Indenture on behalf of the Board, with such additions, deletions, modifications or other changes as shall be approved by the Authorized Officer executing the same, the execution of said Indenture by the Authorized Officer to be conclusive evidence of such approval.

2. The form of the Preliminary Official Statement (the “Preliminary Official Statement”) relating to the Bonds, substantially in the form presented at this meeting, is hereby approved, with such additions, deletions, modifications or other changes as shall be approved by an Authorized Officer.

3. The form of the Bond Purchase Agreement (the “Bond Purchase Agreement”), between the Board and Ferris, Baker Watts, Incorporated, substantially in the form presented at this meeting, is hereby approved and each Authorized Officer is hereby authorized and directed to execute and deliver said Bond Purchase Agreement on behalf of the Board, with such additions, deletions, modifications or other changes as shall be approved by the Authorized Officer executing the same, the execution of said Bond Purchase Agreement by the Authorized Officer to be conclusive evidence of such approval.

4. WesBanco Bank, Inc. is hereby appointed to serve as Trustee under the Indenture.

5. Except as expressly supplemented, modified or amended hereby, the Prior Resolutions shall remain in full force and effect, and the same are hereby ratified and affirmed in all respects and all prior actions taken by the Board in connection therewith and in connection with the Bonds are likewise ratified and affirmed in all respects.

Adopted by the Shepherd University Board of Governors at a meeting held on April 14, 2005.

6. **SCHEMATIC AND PROJECT APPROVAL, CENTER FOR CONTEMPORARY ARTS**

M (McMillan) S (Bridgeforth), PASSED, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the schematic designs and project budget of \$50 million for the Center for Contemporary Arts as presented at the April 14, 2005 Board meeting.

7. **NEW BUSINESS**

Ms. Valerie Owens, Executive Director for External Affairs, updated the Board on the progress of the Logo Committee. A recommendation is to be brought to the Board in May.

8. **AUTHORIZATION TO INCREASE ENROLLMENT FEES**

M (Sherwood) S (Arvon), PASSED, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves:

1) An increase in the Athletics Equity fee of \$13 per semester for a full time undergraduate student, and 2) A new institutional auxiliary capital fee of \$10 per semester for a full time undergraduate student.

RESOLVED, That the Shepherd University Board of Governors authorizes the President to implement enrollment fee increases for FY '06, in consultation with the Executive Committee, and to file the same with the Higher Education Policy Commission for approval; *Provided*, that the maximum enrollment fee increase for instate students shall not exceed 9.5%; *Provided Further*, that the maximum enrollment fee increase for out of state students shall not exceed 15%; *Provided Further*, that neither the Recreation Center Capital Fee nor the Athletics Equity Fee shall be included in the foregoing limitations on percentages of increases.

9. **PUBLIC COMMENTS**

Comments were made by Michael Theis, a Shepherd student and student newspaper reporter, about a recent theft from the value transfer stations at Shepherd. Additionally, he requested that club sports remain a priority at the time future athletic fields are developed.

10. **EXECUTIVE SESSION**

M (Sherwood) S (Starliper), PASSED, That pursuant to Section 4(b)(12) of Article 9A of Chapter 6 of the W V Code, the Board enter into executive session for the purpose of privileged communications with counsel relating to individual personnel matters.

At the conclusion of the executive session, the Board returned to open session. There being no further business, the meeting was adjourned.

Andrew D. Michael
Chair

Robert A. McMillan
Secretary