

**MINUTES OF SPECIAL MEETING
OF
BOARD OF TRUSTEES
OF
YOUNGSTOWN STATE UNIVERSITY**

Tod Administration Building
Wednesday, May 18, 1994

Pursuant to a written call dated May 16, 1994, from Board Chairperson Mark E. Lyden, a Special Meeting (the one hundred and sixty-sixth) of the Board of Trustees of Youngstown State University convened at 5:30 P.M., Wednesday, May 18, 1994, in the Board Room in Tod Administration Building. Pursuant to the call, the stated purposes for the Special Meeting were considering and acting upon (1) matters pertaining to student residential facility bonded indebtedness, and (2) such other business as may come before the Board of Trustees.

Eight Trustees were present at meeting, to-wit: Mr. Mark E. Lyden, Mrs. Elizabeth C. DeLuca, Mr. Martin J. O'Connell, Mr. Richard P. McLaughlin, Mr. Edward A. Flask, Mr. Bruce R. Beeghly, Mrs. Eugenia C. Atkinson, and Mr. George J. Limbert. Absent was Dr. Y. T. Chiu. Also present was Student Trustee Scott R. Schulick.

Also present were Dr. Leslie H. Cochran, President; Dr. G. L. Mears, Executive Vice President; Dr. Charles A. McBriarty, Special Assistant to the President; Ms. Shirley A. Carpenter, Executive Director - Human Resources; Mr. Alan R. Kretzer, Legal Counsel and Deputy Attorney General, Ms. Sandra Denman, University General Counsel, and Franklin S. Bennett, Jr., Secretary to the Board of Trustees. Also present were approximately 15 persons, including deans, members of the faculty, students, and members of the news media.

Mr. Lyden, Board Chairperson, presided.

ITEM I: PROOF OF NOTICE OF MEETING.

The Secretary affirmed that Notice of the Meeting had been hand delivered by the Secretary on May 16 and 17, 1994, pursuant to Article II, Section 2, of the By-Laws of the Board of Trustees.

ITEM II: DISPOSITION OF MINUTES.

Disposition of the Minutes of the Regular Meeting of the Board of Trustees of March 25, 1994, and the Special Meeting of April 8, 1994, were deferred until a future meeting of the Board of Trustees.

ITEM III: REPORT OF THE PRESIDENT OF THE UNIVERSITY.

Dr. Cochran reported that officials of the University and of the Youngstown Public Schools had earlier today signed the partnership agreement earlier shared with the Board. Dr. Cochran invited the Trustees to attend a press conference scheduled for 9:30 A.M. on May 19, 1994, in the Atrium of Meshel Hall to announce the University's commitment to the Electronic Campus program. Dr. Cochran congratulated Student Trustee Scott Schulick for receiving one of the 70 Regents Scholarship awards. Mr. Schulick will receive \$3,500 for each of 2 years for graduate study at YSU.

ITEM IV: REPORT OF THE COMMITTEES OF THE BOARD.

1. Budget and Finance Committee

The Chairperson recognized Mr. Beeghly, Chairperson of the Budget and Finance Committee, who stated that the Budget and Finance Committee was recommending one Resolution for adoption by the Board. Mr. Beeghly then read and moved the adoption of the following Resolution to amend the Board's previous Resolutions YR 1994-27 and YR 1994-32:

Amending Resolution No. 2

YR 1994-35

Providing for the amendment of Resolution No. 1994-27 to approve, confirm and ratify the terms set forth in the Certificate of Award relating to the General Receipt Bonds authorized thereby.

WHEREAS, on March 25, 1994 this Board of Trustees adopted Resolution No. 1994-27 providing for the authorization, issuance and sale of not to exceed \$16,250,000 General Receipts Bonds, Series 1994 (the "Series 1994 Bonds"), of Youngstown State University (the "University") and the authorization of a Trust Indenture to secure the payment of bond service charges on the Series 1994 Bonds;

WHEREAS, on April 8, 1994 this Board of Trustees adopted Resolution No. 1994-32 amending Resolution No. 1994--27 in order to extend the maximum maturity of the Series 1994 Bonds, change the maximum stated interest rate of any maturity of the Series 1994 Bonds and change the maximum net interest rate on the entire issue;

WHEREAS, the University has determined that is necessary to further amend Resolution No. 1994-27 in order to approve, confirm and

ratify the terms set forth in the Certificate of Award relating to the Series 1994 Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Youngstown State University, as follows:

Section 1. All of the terms set forth in the Certificate of Award, attached hereto as Exhibit A, awarding the Series 1994 Bonds, including, but not limited to, the designation of the earliest optional redemption date as December 15, 2004 and the acquisition of a surety bond to be issued by AMBAC Indemnity Corporation to satisfy the Bond Reserve Requirement under the Indenture, are hereby approved, confirmed and ratified. To the extent any terms or provisions in Resolution No. 1994-27 are inconsistent with the terms contained in the Certificate of Award, those terms or provisions of Resolution No. 1994-27 are rescinded and replaced with those contained in the Certificate of Award.

Section 2. Resolution No. 1994-27 hereby further amended by deleting its entirety the definition of "Regular Record Date. For purposes of the Series 1994 Bonds, "Regular Record Date" shall have the meaning ascribed thereto in the Original Indenture (as defined in Resolution No. 1994-27).

Section 3. It is hereby found and determined that all formal actions of this Board concerning and relating to the adoption of this Amending Resolution No. 2 were taken in an open meeting of this Board, and that all deliberations of this Board and any of its committees that resulted in such formal action were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

Section 4. This Amending Resolution No. 2 shall be effective immediately upon its adoption.

Mr. Beeghly then requested Atty. David Goodman of the Calfee Halter law firm, University bond counsel. Mr. Goodman explained that the proposed Resolution was necessary in order to extend the "call protection" provisions of the bond issue from May 2004 to December 2004. Atty. Goodman explained that the extended call protection provision was necessary due to market conditions.

The motion was seconded by Mrs. DeLuca. The motion thereupon received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

2. Nominating Committee

The Chairperson recognized Mrs. DeLuca, committee chairperson, who stated that the Nominating Committee had met and, pursuant to the Bylaws of the Board of Trustees, was submitting a slate of candidates for election as officers of the Board of Trustees. Mrs. DeLuca then moved the following slate of officers for election by the Board: Chairperson - Richard P. McLaughlin, Vice Chairperson - Dr. Y. T. Chiu, Secretary - Franklin S. Bennett, Jr. The motion was seconded by Mr. O'Connell. The Chairperson then asked for any nominations from the floor. There were no nominations from the floor. Thereupon the Chairperson called for a voice vote on the slate proposed, which vote was unanimous in favor of the slate nominated. The Chairperson declared the motion carried and the officers duly elected.

ITEM V - COMMUNICATIONS, MEMORIALS.

There were no communications or memorials.

ITEM VI - OLD BUSINESS.

There was no old business considered.

ITEM VII - NEW BUSINESS.

Mr. Lyden informed the Board that Mrs. Atkinson had been reappointed to the Board for a full nine-year term, expiring in May, 2003.

Mr. Lyden, concluding two years as Board Chairperson, thanked the Board for allowing him the opportunity to serve. Several trustees thanked Mr. Lyden for his effort and time expended as Chairperson, and for the fine job done.

ITEM VIII - ADJOURNMENT.

Upon motion made by Mr. O'Connell, seconded by Mr. Beeghly, the meeting was duly adjourned by unanimous vote of the trustees at approximately 5:45 P.M.



Chairperson

ATTEST:



Secretary to the Board of Trustees

MEMO TO: PATTY DAVIS MARTIN,
Secretary to the President

COPY TO: DR. LESLIE H. COCHRAN, President

FROM: FRANKLIN S. BENNETT, JR.
Secretary to the Board of
Trustees

DATE: June 24, 1994

RE: Insertions for original Minutes
of Regular Board of Trustees
Meeting of March 25, 1994;

Insertions for original Minutes
of Special Meeting of Trustees
Meeting of April 8, 1994; and

Insertions for original Minutes
of Special Meeting of Trustees
Meeting of May 18, 1994

Enclosed for insertion in the
official Minutes of the Board of Trustees of Youngstown State
University which are maintained in the President's office are the
following:

	<u>Pages</u>
I. Ribbon copy of Minutes of Regular Meeting of Board of Trustees held March 25, 1994, which were approved, signed and attested at today's meeting. These should be followed by:	14

EXHIBITS:

A - Resolution Concerning Tuition and Other Student Fees and Charges	(YR 1994-26)
B - Resolution Accepting Gifts	(YR 1994-30)
C - Resolution to Ratify Faculty/Staff Appointments	(YR 1994-31A)

1. Copy of Secretary's Memo of June 22, 1994 forwarding copy of Minutes of March 25, 1994 meeting to Nine Trustees, the President, and two Student Trustees.

2. Copy of Secretary's Notice to Trustees dated February 23, 1994 with Certificate as to mailing thereof to Nine Trustees, the President, the Presidents of YSU-OEA and YSU-ACE, the Alumni Director, Legal Counsel and two Student Trustees.
3. Copies of Secretary's memo and letters of June 24, 1994 to the University Librarian, to the Presidents of YSU-OEA, YSU-ACE and YSU-APAS, and to the Alumni Director forwarding copies of the March 25, 1994 Board Minutes.

II. Ribbon copy of Minutes of Special Meeting of Board of Trustees held April 8, 1994, which were approved, signed and attested at today's meeting. These should be followed by: Pages
7

NO EXHIBITS.

1. Copy of Secretary's Memo of June 22, 1994, forwarding copy of Minutes of April 8, 1994 meeting to Nine Trustees, the President, and two Student Trustees.
2. Copy of Secretary's Notice to Trustees dated April 7, 1994 with Certificate as to HAND DELIVERY thereof to Nine Trustees, the President, the Presidents of YSU-OEA and YSU-ACE, the Alumni Director, Legal Counsel and two Student Trustees.
3. Copies of Secretary's memo and letters of June 24, 1994 to the University Librarian, to the Presidents of YSU-OEA, YSU-ACE and YSU-APAS, and to the Alumni Director forwarding copies of the April 8, 1994 Special Board Minutes.

III. Ribbon copy of Minutes of Special Meeting of Board of Trustees held May 18, 1994, which were approved, signed and attested at today's meeting. These should be followed by: Pages
4

NO EXHIBITS.

1. Copy of Secretary's Memo of June 22, 1994, forwarding copy of Minutes of May 18, 1994 meeting to Nine Trustees, the President, and two Student Trustees.
2. Copy of Secretary's Notice to Trustees dated May 16, 1994, with Certificate as to HAND DELIVERY thereof to Nine Trustees, the President, the Presidents of YSU-OEA and YSU-ACE, the Alumni Director, Legal Counsel and two Student Trustees.
3. Copies of Secretary's memo and letters of June 24, 1994 to the University Librarian, to the Presidents of YSU-OEA, YSU-ACE and YSU-APAS, and to the Alumni Director forwarding copies of the May 18, 1994 Special Board Minutes.

MEMORANDUM OF TRANSMITTAL

TO: MEMBERS OF THE BOARD OF TRUSTEES OF YOUNGSTOWN STATE UNIVERSITY, AND DR. LESLIE H. COCHRAN, PRESIDENT

FROM: FRANKLIN S. BENNETT, JR., SECRETARY TO THE BOARD

DATE: JUNE 22, 1994

RE: MINUTES OF MEETINGS

- A. MINUTES OF SPECIAL MEETING - April 8, 1994
- B. MINUTES OF SPECIAL MEETING - May 18, 1994
- C. MINUTES OF REGULAR MEETING - March 25, 1994
- D. BUDGET AND FINANCE - April 8, 1994
- E. PERSONNEL RELATIONS - April 8, 1994
- F. BUDGET AND FINANCE - May 18, 1994
- G. INTERCOLLEGIATE ATHLETICS - June 7, 1994
- H. BUDGET AND FINANCE - June 7, 1994

Enclosed are minutes for the above-described meetings of the Board of Trustees of Youngstown State University and its committees.



YOUNGSTOWN STATE UNIVERSITY

YOUNGSTOWN, OHIO 44555

May 16, 1994

HAND DELIVERED

TO THE TRUSTEES OF
YOUNGSTOWN STATE UNIVERSITY

This notice is to advise that a Special Meeting of the Board of Trustees has been called for Wednesday, May 18, 1994 at 5:30 P.M., in the Board Room of Tod Hall. A copy of the Chairperson's Call is enclosed.

Very truly yours,

Franklin S. Bennett, Jr.
Secretary to the Board *fsc*
of Trustees

FBJ:jlc

Enclosure

Copies of the above notice were HAND DELIVERED to each of the nine Trustees and to the President, as listed on the reverse side of this page, and a copy was also HAND DELIVERED on this date to each of the seven others listed on the reverse side of this page.

Franklin S. Bennett, Jr.
Secretary to the Board of Trustees

TRUSTEES AND THE PRESIDENT

Mrs. Eugenia Atkinson
Youngstown Metropolitan Housing Authority
131 W. Boardman Street
Youngstown, Ohio 44503

Mr. Bruce R. Beeghly, President
Altronic, Inc.
712 Trumbull Avenue
Girard, Ohio 44420

Y.T. Chiu, Jr., M.D.
3768 Boardman-Canfield Road
Canfield, Ohio 44406

Mrs. Elizabeth C. DeLuca
2968 Heatherbrae Drive
Poland, Ohio 44514

Attorney Edward A. Flask
DiBlasio, Flask & Associates
11 Overhill Road
Youngstown, Ohio 44512

Attorney George Limbert
Harrington, Huxley, Smith, Mitchell & Reed
1200 Mahoning Bank Building
Youngstown, Ohio 44503

Mr. Mark E. Lyden, Vice President
and Secretary
The Lyden Company
3711 LeHarps Road
P.O. Box 1854
Youngstown, Ohio 44501

Attorney Richard P. McLaughlin
McLaughlin, McNally & Carlin
City Centre One Building
Youngstown, Ohio 44503

Mr. Martin J. O'Connell
Regional Liaison for Attorney
General Lee Fisher
317 E. Kline Street
Girard, Ohio 44420

Dr. Leslie H. Cochran, President
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Dr. Vernon F. Haynes
President YSU-OEA
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Ms. Lori A. Factor, Executive Director
YSU Alumni Association
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Ms. Genevra Mann, President, YSU-APAS
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Attorney Alan R. Kretzer
Legal Counsel
504 Stambaugh Building
Youngstown, Ohio 44503

Ms. Mary Jo Repasky, President, YSU-ACE
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Mr. Phillippe Sebastian
Room 610, Kilcawley House
Youngstown State University
Youngstown, Ohio 44555

Mr. Scott Schulick
344 South Schenley Avenue
Youngstown, Ohio 44509-3003

MEMO TO: DR. DAVID A. GENAWAY, Librarian

FROM: FRANKLIN S. BENNETT, JR.,
Secretary to the Board of
Trustees

DATE: JUNE 24, 1994

RE: Minutes of Regular Meeting of
the Board of Trustees held on
March 25, 1994;

Minutes of Special Meeting of
the Board of Trustees held on
April 8, 1994; and

Minutes of Special Meeting of
the Board of Trustees held on
May 18, 1994.

I am enclosing a xerox copy of
the original Minutes of the Board of Trustees meetings referred to
above.

The original Minutes were
approved, signed and attested at today's meeting of the Board of
Trustees.

F.B.J., Jr.

xc: Dr. Leslie H. Cochran, President
Dr. James J. Scanlon, Provost
Mr. Mark E. Lyden, Chairperson



YOUNGSTOWN STATE UNIVERSITY

YOUNGSTOWN, OHIO 44555

June 24, 1994

Dr. Vernon F. Haynes
President YSU-OEA
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Dear Dr. Haynes:

Enclosed for your records find a copy of the Minutes of the Regular Meeting of the Board of Trustees held March 25, 1994 and Special Meetings held April 8, 1994 and May 18, 1994.

Such Minutes were approved at today's meeting of the Board and have now been signed by the Chairperson and attested.

Very truly yours,

Secretary to the Board of Trustees

FBJ:jlc

Enclosures

Copy to: Dr. Leslie H. Cochran, President
Ms. Shirley A. Carpenter
Executive Director - Human Resources



YOUNGSTOWN STATE UNIVERSITY

YOUNGSTOWN, OHIO 44555

June 24, 1994

Ms. Mary Jo Repasky
President YSU-ACE
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Dear Ms. Repasky:

Enclosed for your records find a copy of the Minutes of the Regular Meeting of the Board of Trustees held March 25, 1994 and Special Meetings held April 8, 1994 and May 18, 1994.

Such Minutes were approved at today's meeting of the Board and have now been signed by the Chairperson and attested.

Very truly yours,

Secretary to the Board of Trustees

FBJ:jlc

Enclosures

Copy to: Dr. Leslie H. Cochran, President
Ms. Shirley A. Carpenter
Executive Director - Human Resources



YOUNGSTOWN STATE UNIVERSITY

YOUNGSTOWN, OHIO 44555

June 24, 1994

Ms. Lori A. Factor, Executive
Director YSU Alumni Association
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Dear Ms. Factor:

Enclosed for your records find a copy of the Minutes of the Regular Meeting of the Board of Trustees held March 25, 1994 and Special Meetings held April 8, 1994 and May 18, 1994.

Such Minutes were approved at today's meeting of the Board and have now been signed by the Chairperson and attested.

Very truly yours,

Secretary to the Board of Trustees

FBJ:jlc

Enclosures

Copy to: Dr. Leslie H. Cochran, President



YOUNGSTOWN STATE UNIVERSITY

YOUNGSTOWN, OHIO 44555

June 24, 1994

Ms. Genevra Mann, President
Assoc. of Professional & Admn. Staff
Youngstown State University
410 Wick Avenue
Youngstown, Ohio 44555

Dear Ms. Mann:

Enclosed for your records find a copy of the minutes of the Regular Meeting of the Board of Trustees held March 25, 1994 and Special Meetings held April 8, 1994 and May 18, 1994.

Such Minutes were approved at today's meeting of the Board and have now been signed by the Chairperson and attested.

Very truly yours,

Secretary to the Board of Trustees

FBJ:jlc

Enclosures

Copy to: Dr. Leslie H. Cochran, President
Ms. Shirley A. Carpenter
Executive Director - Human Resources