

MINUTES OF REGULAR MEETING
OF
BOARD OF TRUSTEES
OF
YOUNGSTOWN STATE UNIVERSITY

Tod Hall
Thursday, September 15, 2016

Pursuant to notice duly given, a regular meeting (the three hundred forty-seventh) of the Board of Trustees of Youngstown State University convened at 3:00 p.m., on Thursday 15, 2016, in the Board Room in Tod Hall.

Nine trustees were present at the meeting, to-wit: Mrs. Carole S. Weimer, chairperson of the board, who presided, Mr. Leonard D. Schiavone, Mr. David C. Deibel, Mr. James E. Roberts, Dr. John R. Jakubek, Dr. Charles R. Bush, Mr. Samuel W. Grooms and Ms. Samantha Anderson and Mr. Allan K. Metz. Ms. Delores E. Crawford was absent.

Also present were: Mr. James P. Tressel, President of the university; Dr. Martin Abraham, Provost and Vice President for Academic Affairs; Mr. Neal McNally, Vice President for Finance and Administration; Ms. Holly A. Jacobs, Vice President and University General Counsel and Mr. Franklin S. Bennett, Jr., Secretary to the Board of Trustees. Also present were approximately 20 persons, including deans, members of the faculty, students, administrators, and members of the news media.

The chairperson called the meeting to order.

ITEM I – PROOF OF NOTICE OF MEETING.

Evidence was available to establish that pursuant to Article II, Section 1, of the board's *Bylaws*; written notice of today's regular meeting was timely provided to each of the trustees, the student trustees, and to the president.

ITEM II – DISPOSITION OF MINUTES FOR MEETINGS HELD JUNE 15, 2016 AND JULY 19, 2016.

Prior to the meeting, the secretary had provided draft copies of the minutes of the board's regular meeting held June 15, 2016 (#345) and special meeting held July 19, 2016 (#346) to each trustee, the student trustees and the president. There being no additions, corrections, or revisions thereto, the minutes of the said meetings were approved as provided.

ITEM III – OATH OF OFFICE OF NEW STUDENT TRUSTEE, MR. ALLAN K. METZ

The chairperson reported that Governor Kasich had appointed Mr. Allan K. Metz as a student trustee for the term concluding May 2018. At the request of the chairperson, the secretary administered the oath of office to Mr. Metz, and he was invited to take his seat with the board of trustees.

ITEM IV – REPORT OF THE PRESIDENT OF THE UNIVERSITY

President Tressel welcomed Mr. Metz to the Board of Trustees and said that he was excited with the energy that a new semester brings to campus. Mr. Tressel stated that the 2020 freshman class is outstanding and possesses the highest board scores of any first-year class in university history. Mr. Tressel said that the residence halls are full and welcomed 14 new faculty to the university.

ITEM V –REPORTS OF THE COMMITTEES OF THE BOARD.

The chairperson asked whether any trustee had an objection to the approval by unanimous consent of the resolutions recommended for adoption by the committees of the board. There being no objection to adoption by consent of the proposed resolutions listed in the agenda, the chairperson stated that those recommended resolutions would be considered for adoption by consent. The board considered the following committee reports and recommendations:

1. Academic and Student Affairs Committee

The chairperson noted that the Academic and Student Affairs Committee was recommending three resolutions for adoption by the board. There being no objection thereto, the chairperson declared the following resolutions adopted by general consent:

Resolution to Modify Student Residency Status for
Tuition Purposes Policy, 3356-8-03 (Previous Policy Number 8003.01)

YR 2017-02

WHEREAS, the University Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies; and

WHEREAS, the Student Residency Status for Tuition Purposes policy has been reviewed in accordance with the scheduled review dates at Youngstown State University, and has been formatted in accordance with Policy 3356-1-09, Development and Issuance of University Policies.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of Student Residency Status for Tuition Purposes, policy number 3356-8-03 (previous Policy Number

8003.01) shown as Exhibit A attached hereto. A copy of the policy indicating changes to be made is also attached.

Resolution to Modify Privacy and Release of
Student Education Records: The Family Education and
Privacy Act (“FERPA”) Policy, 3356-8-04 (Previous Policy Number 8004.01)

YR 2017-03

WHEREAS, the University Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies; and

WHEREAS, the Privacy and Release of Student Education Records: The Family Education and Privacy Act (“FERPA”) policy has been reviewed in accordance with the scheduled review dates at Youngstown State University, and has been formatted in accordance with Policy 3356-1-09, Development and Issuance of University Policies.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of Privacy and Release of Student Education Records: The Family Education and Privacy Act (“FERPA”), policy number 3356-8-04 (previous Policy Number 8004.01) shown as Exhibit B attached hereto. A copy of the policy indicating changes to be made is also attached.

Resolution to Authorize
Conferral of Honorary Degree

YR 2017-04

BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize the conferral of a Doctor of Business Administration (D.B.A.) degree, *honoris causa*, upon Sam Covelli, with all the rights and privileges attendant thereto.

2. Institutional Engagement Committee.

The chairperson noted that the Institutional Engagement Committee was recommending five resolutions for adoption by the board. There being no objection thereto, the chairperson declared the following resolutions adopted by general consent:

Resolution to Modify University
Publications Policy, 3356-5-11 (Previous Policy Number 5012.01)

YR 2017-05

WHEREAS, the Institutional Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the University Publications Policy number 3356-5-11 (Previous Policy Number 5012.01) of the *University Guidebook*, shown as Exhibit C attached hereto. A copy of the policy indicating changes to be made is also attached.

Resolution to Accept
Alumni Engagement and WYSU Memberships

YR 2017-06

WHEREAS, Board policy provides that the President shall compile a list of memberships to the University for each meeting of the Board of Trustees and present the list accompanied by his recommendation for action by the Board; and

WHEREAS, the President has reported that the memberships as listed in Exhibit D attached hereto are being held pending acceptance and he recommends their acceptance;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees does hereby accept these memberships on behalf of Youngstown State University and requests that the President acknowledge the acceptance of these memberships.

Resolution to Name the
Domenic “Don” Constantini MultiMedia Center

YR 2017-07

WHEREAS, Youngstown State University has implemented the silent phase of a comprehensive capital campaign; and

WHEREAS, a significant capital component of this campaign will be the creation of a multimedia center in Stambaugh Stadium; and

WHEREAS, the multimedia center will provide YSU students in the Communications Department a state of the art living and learning environment to prepare them for a career in the broadcast industry; and

WHEREAS, the multimedia center will also provide broadcasters and journalists a first class facility to cover and report Penguin football games on game days; and

WHEREAS, Domenic “Don” Constantini, a 1966 graduate of Youngstown University, has maintained a lifelong attachment to his alma mater and has provided a gift of \$1 million toward the construction of the new multimedia center; and

WHEREAS, Don Constantini has annually supported the YSU Athletic Department, the Williamson College of Business Administration, the YSU Foundation and numerous student scholarships for many years; and

WHEREAS, Don Constantini has made previous major gifts to create an endowed scholarship and support the construction of the Andrews Recreation and Wellness Center as well as the construction of the Williamson College of Business Administration; and

WHEREAS, The YSU Penguin Club honored Don Constantini as “Penguin of the Year” in 2015 and he has served as a member of the YSU Foundation Board of Trustees since 2010; and

WHEREAS, the university and the board of trustees wish to provide appropriate recognition to Don Constantini for his significant contribution and commitment to the students of Youngstown State University;

NOW, THEREFORE, BE IT RESOLVED, that the Youngstown State University Board of Trustees designate the multimedia center in Stambaugh Stadium: The Don Constantini Multimedia Center; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Domenic “Don” Constantini.

Resolution to Name the
Frank and Norma Watson Student Success Center

YR 2017-08

WHEREAS, Youngstown State University has implemented the silent phase of a comprehensive capital campaign; and

WHEREAS, a significant capital component of this campaign will be the creation of a student success center on campus; and

WHEREAS, the student success center is seen as key to improving student services and student experience at YSU through centrally locating student support services in one convenient location, improving student retention and graduation rates; and

WHEREAS, Frank and Norma Watson have provided a leadership gift of \$1,000,000 to assist in the costs associated with the construction of this much needed facility; and

WHEREAS, Frank Watson, a 1949 graduate of Youngstown University, has previously served on both the YSU and the YSU Foundation Board of Trustees. Frank Watson also chaired the fundraising campaign to build Stambaugh Stadium; and

WHEREAS, the Watsons have a profound history of philanthropic support of YSU and the community at-large including previous leadership gifts to create an endowed scholarship, the construction of Stambaugh Stadium and the construction of the Watson and Tressel Training Site among others; and

WHEREAS, the Watsons received the highest honor by YSU in 2007, the “Friends of the University” award; and

WHEREAS, the university and the board of trustees wish to provide appropriate recognition to Frank and Norma Watson for their significant contribution and commitment to the students of Youngstown State University;

NOW, THEREFORE, BE IT RESOLVED that the Youngstown State University Board of Trustees designate the student success center: The Frank and Norma Watson Student Success Center; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Frank and Norma Watson.

Resolution to Name the
YSU Foundation Heritage Park

YR 2017-09

WHEREAS, The Youngstown State University Foundation was founded in 1966 by long time Youngstown College and Youngstown University President Howard Jones; and

WHEREAS, The Youngstown State University Foundation began in 1966 with an endowment of \$13 million; and

WHEREAS, The Youngstown State University Foundation's assets have grown today to over \$210 million making it the largest public university foundation in Northeast Ohio; and

WHEREAS, This academic year the Youngstown State University Foundation will provide over \$8.1 million in scholarship support assisting over 3,300 YSU students to attend YSU; and

WHEREAS, The Youngstown State University Foundation seeks to celebrate and commemorate its 50th anniversary this academic year; and

WHEREAS, The Youngstown State University Heritage Award has honored and recognized former faculty and staff who have served YSU with distinction; and

WHEREAS, The Heritage Award was established in 1983 and since that time has recognized 62 individuals as Heritage Award recipients; and

WHEREAS, To commemorate and celebrate the YSU Foundation's 50th anniversary and create an appropriate venue to recognize and honor the YSU Heritage Award recipients, the YSU Foundation seeks to make a gift of \$100,000 to create The YSU Foundation Heritage Park; and

WHEREAS, The university and the board of trustees wish to recognize and honor the YSU Foundation on its 50th anniversary of service to YSU and YSU students;

NOW, THEREFORE, BE IT RESOLVED that the Youngstown State University Board of Trustees designate The YSU Foundation Heritage Park; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to the YSU Foundation Board of Trustees.

3. Finance and Facilities Committee.

The chairperson noted that the Finance and Facilities Committee was recommending three resolutions for adoption by the board. There being no objection thereto, the chairperson declared the following resolutions adopted by general consent:

Resolution to Approve FY 2016-2017 Fines for Damages at the University Courtyard Apartments

YR 2017-10

WHEREAS, Ohio law provides that Boards of Trustees of state-assisted institutions of higher education shall supplement state subsidies by income from charges to students; and

WHEREAS, Ohio law also provides that each Board may establish special purpose fees, service charges, fines and penalties and that a tuition surcharge shall be paid by all students who are not residents of Ohio; and

WHEREAS, the University Courtyard Apartments are managed by RISE Management LLC, which heretofore has assessed and collected fines related to property damage; and

WHEREAS, the University will assume responsibility for assessing and collecting said fines, effective fall semester 2016.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the fines for damages at the University Courtyard Apartments, as shown in Exhibit E and made part hereof.

Resolution to Approve Interfund Transfers

YR 2017-11

WHEREAS, University Policy Number 3356-3-11.1 (Previous Policy Number 3010.01) Budget Transfers, requires Board of Trustees approval for inter-fund transfers of \$100,000 or more for operating purposes or for any purpose other than a specific capital improvement project, for capital improvements or construction projects of \$500,000 or more, and for transfers out of operating reserves regardless of amount; and

WHEREAS, certain accounting and budget adjustments and transfers outside the operating budget are necessary during the course of a fiscal year and at the end of a fiscal year.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the transfer of funds, as detailed in Exhibit F.

Resolution to Approve the Issuance and Sale of
General Receipts Bonds of Youngstown State University,
Approving a Supplemental Trust Indenture and Authorizing Related Matters

YR 2017-12

WHEREAS, on February 6, 2009, the Board of Trustees of Youngstown State University (the “Board”) adopted a resolution (the “General Bond Resolution”) providing for the adoption of an Amended and Trust Indenture dated as of March 1, 2009 as supplemented and amended by the First Supplemental Trust Indenture dated as of February 1, 2010 and by the Second Supplemental Trust Indenture dated as of July 1, 2011 (collectively, the “Trust Indenture”), which provides for the issuance from time to time of Obligations of Youngstown State University (the “University”) including its General Receipts Bonds, with each issuance to be authorized by a Series Resolution adopted by the Board; and

WHEREAS, the General Bond Resolution was adopted and the Trust Indenture was authorized by the Board pursuant to Sections 3345.11 and 3345.12 of the Ohio Revised Code, enacted by the General Assembly of Ohio under authority of the Constitution of Ohio, particularly Section 2i of Article VIII thereof, which authorizes the University to issue its obligations to fund and refund the costs of certain capital facilities, defined as “auxiliary facilities,” “education facilities” and “housing and dining facilities” in Section 3345.12 of the Revised Code and called “University Facilities” in this Resolution; and

WHEREAS, the University has heretofore authorized and issued the \$31,255,000 original principal amount of General Receipts Bonds, Series 2009 under such Trust Agreement (the “Prior Bonds”) for the purpose of paying part of the cost of certain University Facilities and refunding on a current basis certain prior obligations of the University; and

WHEREAS, the University previously approved its Centennial Campus Master Plan in 2006; and

WHEREAS, the University has determined that it is in its interest and consistent with the Centennial Campus Master Plan to advance refund all or a portion of the Prior Bonds (the “Refunded Bonds” in a presently anticipated cost of not to exceed \$23,000,000, and to acquire, construct, equip, furnish, reconstruct, alter, enlarge, remodel, renovate, rehabilitate or improve certain University Facilities including but not limited to a bookstore (the “Project”) in a presently anticipated cost of not to exceed \$5,500,000, and that it is necessary and appropriate to issue bonds or

other obligations to pay the costs of the Project and any necessary related improvements thereto, and to pay the costs of issuing bonds or other obligations for such purpose; and

WHEREAS, for the above purposes, the University has determined to issue not to exceed \$28,500,000 in aggregate principal amount of Obligations to be designated “General Receipts Bonds, Series 2016,” or such other designation as authorized hereby (the “Bonds”), which may be issued in multiple series, to pay the costs of refunding the Refunded Bonds and acquiring the Project, any necessary related improvements thereto, and the costs of issuance of the Bonds, including the reimbursement to the University of moneys advanced for the purpose in anticipation of being reimbursed from the proceeds of the Bonds; and

WHEREAS, the Board determines that it is in the best interest of the University to provide for flexibility in structuring the Bonds, and therefore, has provided that certain terms of the Bonds shall be determined in the Certificates of Award authorized pursuant to Section 5 hereof; and

WHEREAS, the Board finds that all conditions precedent to the authorization and sale of the Bonds have been or will be met by the time the Bonds are issued.

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

Section 1. Definitions and Interpretations. Where used in this Resolution, in any supplemental indentures and in the Certificate of Award, and in addition to words and terms defined elsewhere in this Resolution (including its preambles), any supplemental indentures, the General Bond Resolution or the Trust Indenture, the following terms shall have the following meanings:

“Annual Bond Service Charge” for any Fiscal Year means, in connection with the Bonds authorized hereunder, an amount equal to the scheduled principal and interest due on the Bonds in that Fiscal Year.

“Bond Purchase Agreement” means the Bond Purchase Agreement with respect to a series of Bonds between the Original Purchaser and the University, to be dated as of its date of execution.

“Bonds” or “Series 2016 Bonds” means the several series of General Receipts Bonds and any bond anticipation notes or other debt obligations of the University authorized by this Resolution and issued pursuant to this Resolution and the Certificate of Award.

“Certificate of Award” means any Certificate of Award authorized by Section 5 hereof.

“Code” means the Internal Revenue Code of 1986, as amended, the regulations (whether proposed, temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes that section and such applicable regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“Computation Date” means:

- (i) (A) the last day of each Bond Year while the Bonds are outstanding, and (B) the date on which the last Bonds are retired, or
- (ii) such other date or dates elected by the University as may be permitted under the Code for computation of the Rebate Amount.

“Continuing Disclosure Agreement” means the continuing disclosure agreement relating to a series of Bonds executed by the University and the Trustee, dated no later than the date of delivery of a series of Bonds, as the same may be amended from time to time in accordance with the terms thereof.

“Debt Service” means principal of and interest and any redemption premium on the Bonds.

“Delivery Date” means the date or dates on which the Bonds are delivered to the Original Purchaser in exchange for payment.

“Excess Earnings” means, as of each Computation Date, an amount determined in accordance with Section 148(f) of the Code equal to the sum of (i) plus (ii) where:

- (i) is the excess of:
 - (a) the aggregate amount earned from the Issuance Date on all Nonpurpose Investments in which Gross Proceeds are invested (other than investments attributable to an excess described in this clause (i)), taking into account any gain or loss on the disposition of Nonpurpose Investments, over
 - (b) the amount which would have been earned if the amount of the Gross Proceeds invested in those Nonpurpose Investments (other than investments attributable to an excess described in this clause (i)) had been invested at a rate equal to the Yield on the Bonds; and

(ii) is any income attributable to the excess described in clause (i), taking into account any gain or loss on the disposition of investments.

“Fiscal Officer” means the Vice President for Finance and Business Operations of Youngstown State University.

“Gross Proceeds” means (i) Proceeds, (ii) Replacement Proceeds, and (iii) any other money, investments, securities, obligations or other assets that constitute “gross proceeds” for purposes of Section 148(f) of the Code as applied to the, all until spent.

“Insurer” means any issuer of a municipal bond insurance policy insuring the payment of all or a portion of the Bond Service Charges on the Bonds, as may be approved by the Fiscal Officer pursuant to Section 8 of this Resolution.

“Interest Payment Dates” means the fifteenth day of June and December in each year, commencing June 15, 2017, or such other dates as may be set forth in the Certificate of Award.

“Investment Proceeds” means any amounts actually or constructively received from investing Original Proceeds.

“Investment Property” means (i) “investment property” as defined in Section 148(b)(2) of the Code, including any security (within the meaning of Section 165(g)(2)(A) or (B)) of the Code, any obligation, any annuity contract, and any investment-type property. Investment Property does not include a Tax- Exempt Bond, except a Tax-Exempt Bond which is a “specified private activity bond” as defined in Section 57(a)(5)(C) of the Code, the interest on which is an item of tax preference for purposes of the alternative minimum tax imposed on individuals and corporations, or (ii) qualified exempt investment, that is, a United States Treasury obligation - Demand Deposit State and Local Government Series.

“Issuance Date” means the date of physical delivery by the University of each series of Bonds authorized hereunder in exchange for the purchase price of the Bonds.

“Issue Price” means the aggregate of the initial offering prices (including accrued interest and original issue discount and/or premium, if any) at which each maturity of a series of Bonds was offered to the public (excluding bond houses, brokers and other intermediaries) and at which price or prices a substantial amount of each maturity of a series of Bonds was sold to the public (other than to bond houses, brokers and other intermediaries).

“Nonpurpose Investments” shall have the meaning ascribed to such term in Section 148 of the Code and shall mean any investment other than a Purpose Investment (which is an investment acquired in order to carry out the governmental purpose of the Bonds).

“Original Proceeds” means Sales Proceeds and Investment Proceeds.

“Original Purchaser” means purchaser or purchasers of a series of Bonds named in the Bond Purchase Agreement and set forth in the Certificate of Award.

“Proceeds” means any Original Proceeds and any Transferred Proceeds of a series of Bonds.

“Purpose Investment” means an investment acquired in order to carry out the governmental purpose of the Bonds, which is to provide funding for the acquisition of the Project, and any necessary related improvements thereto, and to pay a portion of the costs associated with such issuance.

“Rebate Amount” means the amount of Excess Earnings (excluding any amount earned on a Bona Fide Debt Service Fund) computed as of the most recent prior Computation Date in accordance with the requirements of Section 148(f) of the Code.

“Refunded Bonds” means those Prior Bonds designated as such in a Certificate of Award.

“Refunded Bonds Defeasance Obligations” means the investments defined as such in a Refunded Bonds Escrow Agreement sufficient to cause the related Refunded Bonds to be no longer outstanding pursuant to the Trust Indenture.

“Refunded Bonds Escrow Agreement” means one or more Escrow Deposit Agreements, dated not later than the date of delivery of the related series of Bonds, between the University and the Refunded Bonds Escrow Trustee with respect to the Refunded Bonds.

“Refunded Bonds Escrow Fund” means the escrow fund created by the related Refunded Bonds Escrow Agreement in the custody of the Refunded Bonds Escrow Trustee as security for the Refunded Bonds. A Refunded Bonds Escrow Fund may be a sub-account in the Debt Service Account of the Debt Service Fund.

“Refunded Bond Escrow Trustee” means the bank or trust company serving as Escrow Trustee under the Refunded Bonds Escrow Agreement, being initially designated in the Certificate of Award.

“Sales Proceeds” means the portion of the Issue Price received by the University upon the sale of a series of Bonds (including any underwriter’s discount withheld from the Issue Price).

“Securities Depository” means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Series 2016 Resolution” or “this Resolution” means this Resolution authorizing the issuance and sale of the Bonds.

“Special Record Date” means the date established by the Trustee in connection with the payment of any overdue interest on any Bond pursuant to Section 4(e)(ii) of this Resolution.

“Tax-Exempt Bond” means any obligation, or issue of obligations, the interest on which is, or is intended to be, excluded from gross income for federal income tax purposes within the meaning of Section 150 of the Code, and includes any investment treated as a “tax-exempt bond” for the applicable purpose of Section 148 of the Code.

“Third Supplemental Trust Indenture” means the Third Supplemental Trust Indenture between the University and the Trustee, and any additional Supplemental Trust Indenture necessary with respect to the issuance of a series of Bonds, authorized pursuant to Section 7.01 of the Trust Indenture and this Resolution.

“Transferred Proceeds” means any proceeds of a prior issue that become Proceeds of a series of Bonds within the meaning of Treasury Regulations 1.148-9.

“Trustee” means U.S. Bank, National Association, as successor trustee under the Trust Indenture, and its successors and assigns.

“Yield” has the meaning assigned to it for purposes of Section 148 of the Code, and means that discount rate that, when used in computing the present value of all payments of principal and interest to be paid on an obligation, computed on the basis of a 360 day year and semiannual compounding, produces an amount equal to (i) the Issue Price in the case of the Series 2016 Bonds, or (ii) the purchase price for Yield purposes in the case of Investment Property. The Yield on Investment Property in which Proceeds of the Bonds are invested is computed on a basis consistent with the computation of Yield on the Bonds.

The terms “state or local bonds, governmental unit,” “loan,” “private business use,” “net proceeds” and other terms relating to Code provisions used but not defined herein shall have the meanings given to them for purposes of Sections 103, 141, 148 and 150 of the Code unless the context indicates another meaning. References in this section to Sections are, unless otherwise indicated, references to Code sections.

Unless the context shall otherwise indicate, words importing the singular number shall include the plural number, and vice versa, and the terms “hereof,” “herein,” “hereby,” “hereto,” “hereunder,” and similar terms, mean this Resolution, the Third Supplemental Trust Indenture and any other indentures supplemental to the Trust Indenture as it now exists or as it may be amended. References to sections, unless otherwise stated, are to sections of this Resolution.

Section 2. Authority and Determinations. This Resolution is adopted pursuant to the General Bond Resolution, the Trust Indenture and the Act; the Project will constitute “auxiliary facilities,” “education facilities” or “housing and dining facilities” as defined by the Act; and the issuance of the Bonds and the refunding of the Refunded Bonds, if any, are in the best interests of the University.

Section 3. Authorization, Designation and Purpose of Bonds. It is hereby declared to be necessary to, and in the best interest of the University to, and the University shall, issue, sell and deliver, as provided and authorized by this Resolution, General Receipts Obligations of the University, in one or more series, which shall be designated “General Receipts Bonds, Series 2016” or such other designation as set forth in the Certificate of Award, in the maximum original aggregate principal amount of not to exceed \$28,500,000 (provided that the original principal amount of each series of Bonds shall be as provided by the related Certificate of Award), for the purpose of paying the costs of advance refunding the Refunded Bonds and acquiring the University Facilities that comprise the Project. For that purpose, the proceeds from the sale of the Bonds shall be allocated and deposited as provided in Section 6 of this Resolution. The principal amount of each series of Bonds to be issued shall be determined by the Fiscal Officer and specified in a Certificate of Award, provided that the aggregate principal amount of all Bonds outstanding at any time shall not exceed \$28,500,000. The Bonds may be issued in one or more separate series of (i) Fixed Rate Bonds or (ii) Variable Rate Bonds bearing interest at one or more interest rate modes, and any such Variable Rate Bonds may be convertible to one or more interest rate modes, all as the Fiscal Officer may determine in a Certificate of Award and as described herein and in the Third Supplemental Indenture. Any series of the Bonds may be issued in separate series of Tax-Exempt Bonds or taxable Bonds as the Fiscal Officer may determine in a Certificate of Award.

Section 4. Terms and Provisions Applicable to the Series 2016 Bonds.

(a) Form and Numbering. The Bonds shall be issued, unless otherwise subsequently provided in any supplemental indentures entered into pursuant to the Trust Indenture, only in the form of fully registered Bonds, substantially in the form set forth in the Third Supplemental Trust Indenture, with such changes as may be necessary to reflect the terms of the Bonds set forth in the Certificate of Award.

The Bonds shall be fully registered and numbered as determined by the Fiscal Officer in such manner as to distinguish each Bond from each other Bond, and if necessary, any series from any other series.

Unless otherwise specified in a Certificate of Award, the Bonds shall be initially issued only to a Securities Depository to be held in a book entry system and: (i) the Bonds shall be registered in the name of the Securities Depository or its nominee, as registered owner, and immobilized in the custody of the Securities Depository; and (ii) the Bonds as such shall be transferable or exchangeable in accordance with Section 2.06 of the Trust Indenture, provided, however that so long as a book entry system is used for the Bonds, they may only be transferred to another Securities Depository or to another nominee of a Securities Depository. Notwithstanding Section 2.06 of the Trust Indenture, the University may, and may require the Trustee to, transfer the Bonds from one Securities Depository to another Securities Depository or to a designated registered owner at any time.

(b) Terms.

(i) Denomination and Dates. The Bonds shall be issued in the denomination of not less than \$5,000 and any integral multiple of \$5,000 as set forth in the Third Supplemental Indenture, and shall be dated as may be provided in the Certificate of Award. Each Bond shall have only one principal maturity date, except for interim certificates or receipts which may be issued pending preparation of definitive Bonds.

(ii) Interest. The Bonds shall bear interest on the unpaid principal amount thereof from the later of (i) their date or (ii) the most recent date to which interest has been paid or provided for, payable on the Interest Payment Dates at the respective rates per annum set forth in the Certificate of Award. With respect to a series of Fixed Rate Bonds, such rate or rates shall in no event produce a net interest cost payable over the life of such Bonds in excess of 5.5%, and with respect to series of Variable Rate Bonds, such rate or rates shall not exceed a maximum annual interest rate of 12%.

(iii) Maturities. The Bonds shall mature on the dates and in the principal amounts as provided in the Certificate of Award, but not later than December 31, 2042.

(iv) Prior Redemption.

(A) The Bonds may be subject to redemption at the option of the University prior to their stated maturities, under the conditions, in the denominations and at the price as provided in the Certificate of Award, provided that at no time shall the redemption price, exclusive of accrued interest, exceed 103%.

(B) The Bonds of one or more maturities may be subject to mandatory redemption pursuant to Mandatory Sinking Fund Requirements by the University at a redemption price equal to 100% of the principal amount redeemed, plus accrued interest to the date of redemption, in the years and in the principal amounts provided in the Certificate of Award.

(v) Additional Terms. The Bonds may be subject to tender, to a remarketing, to a purchase in lieu of redemption, or to such other terms as shall be set forth in the Third Supplemental Indenture or Certificate of Award, and as shall be consistent with the General Bond Resolution, this Resolution, and the Trust Indenture, and as shall be not adverse to the best interest of the University, and a determination that such terms are not adverse shall be conclusively evidenced by the execution of such Third Supplemental Indenture or Certificate of Award by an authorized official of the University.

(c) Maturities: Bond Service Charges. The first maturity or mandatory sinking fund payment of the Bonds and the final maturity of the Bonds shall be as provided in the Certificate of Award, but not later than December 31, 2042. Principal shall be payable in each year from the first maturity or mandatory sinking fund payment year to the final maturity year either at stated maturity or pursuant to Mandatory Sinking Fund Requirements as set forth in the Certificate of Award.

(d) Redemption Prior to Maturity.

(i) If fewer than all of the outstanding Bonds are called for optional or mandatory redemption at one time, the Bonds to be called shall be designated by the Fiscal Officer in his sole discretion and the maturities of the Bonds to be called for optional redemption shall be designated by the Fiscal Officer without regard to the order of their maturities. If fewer than all of the outstanding Bonds of one maturity are to be called for redemption, the selection of the Bonds, or portions of those Bonds (in integral multiples of \$5,000), of that maturity to be called for redemption shall be made by lot in the manner provided in the Trust Indenture. If optional redemption of the Bonds at a redemption price above 100% of the principal amount to be redeemed is to take place on any applicable mandatory sinking fund redemption date, the Bonds to be optionally redeemed shall be selected prior to the selection of the Bonds to be redeemed by mandatory sinking fund redemption.

(ii) Notice of call for redemption of Bonds, setting forth the information provided for in Section 3(d) of the General Bond Resolution, shall be given by the Trustee on behalf of the University. Failure to receive notice by mailing, or any defect in that notice, as to any Bond shall not affect the validity of the proceedings for the redemption of any other Bond.

(e) Places and Manner of Payment and Paying Agents.

(i) The principal of and any redemption premium on Bonds shall be payable when due only to the registered owners, upon presentation and surrender of the Bonds at the designated corporate trust office of the Trustee.

(ii) Interest on any Bond due on each Interest Payment Date shall be payable by check or draft, which the Trustee shall cause to be mailed on the Interest Payment Date to the person who is the registered owner of the Bond (or one or more predecessor Bonds) at the close of business on the Regular Record Date applicable to that Interest Payment Date, at the address then appearing on the Register. If and to any extent, however, that the University shall make neither payment nor provision for payment of interest on any Bond on any Interest Payment Date, that interest shall cease to be payable to the person who was the registered owner of that Bond (or of one or more predecessor Bonds) as of the applicable Regular Record Date; when moneys become available for payment of that interest the Trustee shall, subject to Section 6.06(d) of the Trust Indenture, establish a Special Record Date for the payment of that interest which shall be not more than 15 or fewer than 10 days prior to the date of the proposed payment, and the Trustee shall cause notice of the proposed payment and of the Special Record Date to be mailed to the person who is the registered owner of that Bond on a date not fewer than 10 days prior to the Special Record Date, at the address as then appears on the Register, and thereafter that interest shall be payable to the person who is the registered owner of that Bond (or a predecessor Bond) at the close of business on the Special Record Date.

(iii) Notwithstanding any other provision of this Resolution or any provision of the General Bond Resolution, the Trust Indenture, the Third Supplemental Trust Indenture, any supplemental indentures or any Bond to the contrary, with the written approval of the University, the Trustee may enter into an agreement with a Securities Depository, or the nominee of a Securities Depository that is the registered owner of a Bond in the custody of that Securities Depository providing for making all payments to that registered owner of principal of and interest and any premium on that Bond or any portion of that Bond (other than any payment of its entire unpaid principal amount) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Bond, upon any conditions which shall be satisfactory to the Trustee and the University. That payment in any event shall be made to the person who is the registered owner of that Bond on the date that principal and premium is due, or, with respect to the payment of interest, as of the applicable Regular Record Date or Special Record Date or other date agreed upon, as the case may be. The Trustee will furnish a

copy of each of those agreements, certified to be correct by an officer of the Trustee, to other authenticating agents and paying agents for Bonds, if any, and to the University. Any payment of principal, premium, or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution and the Agreement.

(iv) Alternate Paying Agents may be designated in the Certificate of Award.

(f) Execution and Authentication. The Bonds shall be executed and authenticated in the manner provided in the Trust Indenture. Alternate Authenticating Agents may be designated by the Fiscal Officer in the Certificate of Award.

Section 5. Sale of the Bonds.

(a) General. Consistent with the provisions of this Resolution, the Fiscal Officer is authorized to determine and to set forth in a Certificate of Award for each series of Bonds issued pursuant to this Resolution:

- (i) that the Bonds shall be issued;
- (ii) the Principal Amount of Bonds to be issued, provided that such amount shall not exceed, in the aggregate, \$28,500,000;
- (iii) the interest rates on the Bonds;
- (iv) the amount of any original issue discount and/or premium on the Bonds;
- (v) the maturities of the Bonds;
- (vi) the optional and mandatory redemption dates, if any, and redemption prices for the Bonds; and
- (vii) the purchase price for the Bonds.

The Bonds shall be sold by the Fiscal Officer to the Original Purchaser on such terms not inconsistent with this Resolution as are provided in the Certificate of Award and the Bond Purchase Agreement.

The Fiscal Officer is authorized and directed to execute the Certificate of Award and the Bond Purchase Agreement, in order to provide for the definitive terms and terms of sale of the Bonds as provided in this Resolution, and to award and provide for sale of the Bonds to the Original Purchaser. The Bond Purchase Agreement shall have such terms as shall be consistent with this Resolution and not materially adverse to the University, as shall be approved by the Fiscal Officer, and

his execution of the Bond Purchase Agreement shall constitute conclusive approval of any such changes on behalf of the University and that such changes are not materially adverse to the University. The Certificate of Award shall be incorporated in and form a part of the Third Supplemental Trust Indenture and any supplemental indentures authorized under this Resolution.

(b) Official Statement. The Fiscal Officer is authorized and directed, on behalf of the University, and in his official capacity, to prepare or cause to be prepared, a preliminary official statement relating to the original issuance of the Bonds; to determine, and to certify or otherwise represent, when such preliminary official statement is “deemed final” for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1); and to use and distribute, or authorize the use and distribution of such preliminary official statements in connection with the original issuance of each series of Bonds until an official statement is prepared. All actions previously taken by the Fiscal Officer in this regard relating to a preliminary official statement are hereby approved, ratified and confirmed.

The Fiscal Officer is further authorized and directed, on behalf of the University, and in his official capacity, to prepare or cause to be prepared an official statement, and any necessary supplements thereto, relating to the original issuance of each series of Bonds; to determine, and to certify or otherwise represent, when such official statement is a final official statement for purposes of Securities and Exchange Commission Rule 15c2-12(b)(3) and (4); to use and distribute, or authorize the use and distribution of such official statement, and any supplements thereto, in connection with the sale of each series of Bonds; and to sign and deliver the official statements.

The Fiscal Officer is further authorized and directed, on behalf of the University, and in his official capacity, to sign and deliver such certificates in connection with the accuracy of the preliminary official and the final official statements and any supplements thereto as may, in his judgment, be necessary or appropriate.

Section 6. Allocation of Proceeds of the Bonds.

(a) Allocation. All of the proceeds from the sale of the Bonds shall be received and receipted for by the Fiscal Officer or by his authorized representative for that purpose, and shall be allocated, deposited and credited as follows, as further set out in the Third Supplemental Trust Indenture or Certificate of Award, and such proceeds are hereby appropriated for the purposes of the respective funds and accounts into which such proceeds are deposited:

(i) To the Bond Service Account in the Bond Service Fund, any portion of the proceeds representing accrued interest, capitalized interest and premium, if any;

(ii) To a Refunded Bonds Escrow Fund such amount as set forth in the related Certificate of Award as is necessary to provide for cash and the purchase of Refunded Bonds Defeasance Obligations sufficient to re-fund the related Refunded Bonds as set forth in the related Refunded Bonds Escrow Agreement; and

(iii) To the 2016 University Facilities Project Fund (the “Project Fund”), hereby established, the balance of the proceeds, to be applied to the acquisition of the Project at a price determined by the Fiscal Officer, but not to exceed \$5,500,000, and to any necessary related improvements to the Project and to pay the costs of the issuance of the Bonds, as determined by the Fiscal Officer.

(b) Project Fund.

(i) The Project Fund shall be held by the University in a separate deposit account or accounts (except when invested as provided below) set up in a bank or banks that are members of the Federal Deposit Insurance Corporation, and used to pay costs of acquiring the Project and any necessary related improvements thereto that constitute “costs of education facilities” or “costs of auxiliary facilities” as defined in the Act (the “Project Costs”), including costs of issuance of the Bonds.

(ii) The Fiscal Officer shall apply the Project Fund pursuant to the provisions of this Section 6 to the payment of the Project Costs.

(iii) Moneys to the credit of the Project Fund, pending their application as above set forth, shall be subject to a lien and charge in favor of the holders of the Bonds, and the University covenants that it will not cause or permit to be paid from the Project Fund any moneys except in compliance with the provisions of this Resolution, the Trust Indenture, the Third Supplemental Trust Indenture and any other supplemental indentures relating to the Bonds.

(iv) Moneys on deposit in the Project Fund may be invested by or at the direction of the Fiscal Officer in Eligible Investments maturing or redeemable at the option of the holder prior to the time needed for the purposes thereof. The investments and the proceeds of their sale shall constitute part of the Project Fund, and earnings from any of those investments shall be credited to the Project Fund. The investments may be sold, exchanged or collected from time to time by or at the direction of the Fiscal Officer.

(v) Any balance remaining in the Project Fund after the Fiscal Officer has certified to the Trustee that payment of Project Costs has been accomplished or provided for to the satisfaction of the University shall be deposited in the Bond Service Account and used for payment of principal

on the Bonds, or expended for costs of University Facilities with the approval of the Board if that payment or expenditure shall not, in the opinion of Bond Counsel to the University, adversely affect the exclusion of interest on the Bonds from gross income for federal income tax purposes.

(c) Escrow Fund. Moneys in a Refunded Bonds Escrow Fund shall be applied to payment of the principal of, and interest and any redemption premium on, the related Refunded Bonds and invested, and any investment earnings credited, as provided in the related Refunded Bonds Escrow Agreement.

(d) Debt Service Reserve. Unless otherwise provided in a Certificate of Award, no provision shall be made for a debt service reserve account with respect to the Bonds, and there shall be no required reserve for the Bonds.

(e) Additional Special Funds and Accounts. The Fiscal Officer is hereby authorized to create such additional Special Funds and Special Accounts in connection with the Bonds and the security therefor and the remarketing thereof as the Fiscal Officer deems necessary. Any such Special Funds and Accounts and the permitted investment thereof shall be described in a Certificate of Award or the Third Supplemental Indenture.

Section 7. Tax Covenants; Rebate Fund.

(a) Covenants. The University hereby covenants that:

(i) It will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary so that the Bonds will not constitute arbitrage bonds under Section 148 of the Code. The Fiscal Officer, or any other officer of the University having responsibility for the issuance of the Series 2016 Bonds, alone or in conjunction with any other officer or employee of or any consultant to the University, shall give an appropriate certificate of the University, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the University regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Bonds.

(ii) It (a) will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (b) will not take or authorize to be taken any actions that would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (1) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (2) restrict the yield on investment property acquired with those proceeds, (3) make timely rebate payments to the federal government, (4)

maintain books and records and make calculations and reports, and (5) refrain from certain uses of those proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code. The Fiscal Officer and other appropriate officers are authorized and directed to take any and all actions, make calculations and rebate payments to the federal government, and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest.

(b) Rebate Fund. There is hereby created the Series 2016 Bonds Rebate Fund (the “Rebate Fund”), to be in the custody of the Trustee, which shall be continuously invested in Eligible Investments by the Trustee at the oral direction (confirmed in writing) of the Fiscal Officer. The Rebate Fund shall be held, administered and disposed of in accordance with the provisions of the Third Supplemental Trust Indenture and any other supplemental indentures relating to the Bonds. Amounts credited to the Rebate Fund are not General Receipts and shall be free and clear of any lien under the Third Supplemental Trust Indenture, any supplemental indentures or under the Trust Indenture.

Section 8. Insurance; Other Agreements and Certificates; Optional Redemption of Refunded Bonds. If he determines it in the best interest of the University in order to achieve maximum cost savings on the Bonds, the Fiscal Officer may make application for a policy of municipal insurance from the Insurer to insure all or any portion of the Bonds.

The Fiscal Officer is authorized to enter into such agreements and to make such changes to the Third Supplemental Trust Indenture and any other supplemental indentures relating to the Bonds and the Bond form as may be required by the Insurer in order to issue said policy.

The Fiscal Officer is further authorized to enter into such agreements, including one or more Refunding Bonds Escrow Agreements, Continuing Disclosure Agreements and Bond Purchase Agreements setting forth the purchase price and terms of sale of the Project, and to execute and deliver such certificates as may be required in connection with the issuance, sale and delivery of the Bonds.

The Fiscal Officer or Secretary of the Board shall furnish to the Original Purchaser a true and certified transcript of all proceedings taken with reference to the authorization and issuance of the Bonds along with other information as is necessary or proper with respect to the Bonds.

The Refunded Bonds shall be and hereby are ordered called for optional redemption according to their terms on the first optional redemption date following the issuance of the related Bonds at the redemption prices set forth therein. The Fiscal Officer and other appropriate officers and employees of the University are each hereby separately authorized to engage a firm of certified public accountants

to verify the sufficiency of the moneys and investments in a Refunded Bonds Escrow Fund and to subscribe for and purchase, or to authorize bond counsel to the University or the Trustee to subscribe for and purchase, such United States Treasury obligations, including such obligations of the State and Local Government Series, as shall be required by such Refunded Bonds Escrow Agreement, and to pay for the services of such accountants and for such obligations with the proceeds of the related Bonds, and any such actions heretofore taken by such officers or the Original Purchaser of the related Bonds or bond counsel in connection with such subscription and purchase are hereby approved, ratified and confirmed.

Section 9. Third Supplemental Trust Indenture. The Chairperson of the Board or the President of the University, and the Fiscal Officer, or any one or more of them, are authorized and directed to execute and deliver to the Trustee, in the name of and on behalf of the University, and the Secretary to the Board is authorized and directed to attest, supplemental indentures pursuant to the Trust Indenture, including the Third Supplemental Trust Indenture, in connection with the issuance of the Bonds.

Mr. Schiavone reported that the Audit Subcommittee met on September 7, 2016. The subcommittee welcomed Ms. Sarah Gampo, the university's new-hired Director of Internal Audit and Risk Management. The subcommittee also discussed the Internal Audit Charter and Audit Subcommittee Charter. The subcommittee received reports regarding the Audit Timeline Matrix and an Internal Audit Report on Review of Faculty Incentive Program Cost Savings.

Dr. Jakubek reported that the Investment Subcommittee also met on September 6, 2016. The subcommittee received reports from the Hartland & Co., the university's investment advisors regarding the university's endowment and non-endowment investments and discussed the possible addition of high-yield fixed income securities to the investment portfolio.

4. University Affairs Committee.

The chairperson noted that the University Affairs Committee was recommending eight resolutions for adoption by the board. There being no objection thereto, the chairperson declared the following seven resolutions adopted by general consent:

Resolution to Modify
Political Activities of Employees Policy, 3356-7-25 (Previous Policy Number 7012.01)

YR 2017-13

WHEREAS, University Policies are reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies; and

WHEREAS, the Political Activities of Employees policy has been reviewed pursuant to the five-year review cycle, and formatted in accordance with Policy 3356-1-09, Development and Issuance of University Policies.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the University Policy Political Activities of Employees, policy number 3356-7-25 (Previous Policy Number 7012.01), shown as Exhibit G attached hereto. A copy of the policy indicating changes to be made is also attached.

Resolution to Modify Equal Opportunity and Affirmative
Action Recruitment and Employment Policy, 3356-2-02 (Previous Policy Number 2001.02)

YR 2017-14

WHEREAS, University Policies are reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies; and

WHEREAS, the Equal Opportunity and Affirmative Action Recruitment and Employment policy has been reviewed pursuant to the five-year review cycle, and formatted in accordance with Policy 3356-1-09, Development and Issuance of University Policies.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the University Policy Equal Opportunity and Affirmative Action Recruitment and Employment, policy number 3356-2-02 (Previous Policy Number 2001.02), shown as Exhibit H attached hereto. A copy of the policy indicating changes to be made is also attached.

Resolution to Modify and Retitle Fringe Benefits, Full-Time Professional/
Administrative Employees (Exempt) Policy, 3356-7-30 (Previous Policy Number 7015.00)

YR 2017-15

WHEREAS, University Policies are being reviewed and re-conceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

WHEREAS, the Fringe Benefits, Full-Time Professional/Administrative Employees (Exempt) policy has been reviewed pursuant to the five-year review cycle, and formatted in accordance with Policy 3356-1-09, Development and Issuance of University Policies.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the University Policy Fringe Benefits, Full-Time Professional/Administrative Employees (Exempt), policy number 3356-7-30 (Previous Policy Number 7015.00), to be retitled as Policy Fringe Benefits, Full-Time Professional/Administrative Employees (Excluded), shown as Exhibit I attached hereto. A copy of the policy indicating changes to be made is also attached.

Resolution to Rescind

Emergency Sick Leave Bank – Excluded Professional/Administrative and
Classified Employees Policy, 3356-7-16 (Previous Policy Number 7002.12)

YR 2017-16

WHEREAS, University Policies are being reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby rescind the University Policy governing Emergency Sick Leave Bank – Excluded Professional/Administrative and Classified Employees, policy number 3356-7-16 (Previous Policy Number 7002.12), shown as Exhibit J, attached hereto.

Resolution to Modify
Discrimination/Harassment Policy, 3356-2-03 (Previous Policy Number 2001.03)

YR 2017-17

WHEREAS, University Policies are reviewed and reconceptualized on an ongoing basis; and

WHEREAS, this process can result in the modification of existing policies, the creation of new policies, or the deletion of policies no longer needed; and

WHEREAS, action is required by the Board of Trustees prior to replacing and/or implementing modified or newly created policies, or to rescind existing policies; and

WHEREAS, the Discrimination/Harassment policy has been reviewed pursuant to the five-year review cycle, and formatted in accordance with Policy 3356-1-09, Development and Issuance of University Policies.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the modification of the University Policy Discrimination/Harassment, policy number 3356-2-03 (Previous Policy Number 2001.03), shown as Exhibit K attached hereto. A copy of the policy indicating changes to be made is also attached.

Resolution Regarding Terms and Conditions for
Classified Law Enforcement Employees Excluded from Collective Bargaining

YR 2017-18

WHEREAS, the Board of Trustees ratified a collective bargaining Agreement with the Fraternal Order of Police, Ohio Labor Council, Inc., (F.O.P.) for the three-year period July 1, 2015 through June 30, 2018, which defines wages and other terms and conditions of employment for classified employees in the bargaining unit; and

WHEREAS, it is deemed to be equitable and in the best interest of the University to extend some of the provisions of the *Agreement* to classified law enforcement employees excluded from collective bargaining (Lieutenants); and

WHEREAS, those provisions are in the areas of pay, insurance, overtime compensation, holidays, vacation, leaves, uniforms and equipment, retirement, instructional fee remission and miscellaneous benefits.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of Youngstown State University, that the following F.O.P. collective bargaining agreement articles and/or sections be extended to classified law enforcement employees who are excluded from collective bargaining: Article 4 (Pay); Article 5 (Insurance); Article 15 (Overtime), excluding Section 15.3; Article 16 (Holidays); Article 20 (Vacation) except to the extent it is inconsistent with ORC Sections 9.44 and 124.131 regarding the computation of prior service credit; Article 23 (Uniforms and Equipment); Article 26 (Retirement); Article 27 (Miscellaneous), excluding Sections 27.3 and 27.5; and Article 32 (Instructional Fee Remission).

Resolution to Approve the
Appointment of Associate Vice President, Multicultural Affairs

YR 2017-19

WHEREAS, the duties of the Multicultural Affairs Office have been realigned and redesigned to broaden the outreach of the Office and emphasize the interdivisional nature of the expanded role; and

WHEREAS, the position of Associate Vice President, Multicultural Affairs is an administrative officer position pursuant to Board policy Selection and annual evaluation of Administrative Officers of the University, policy number 3356-9-02 (9002.01); and

WHEREAS, the duties and responsibilities of the Executive Director, Multicultural Affairs have been expanded and a recommendation has been made to reclassify her position to Associate Vice President, Multicultural Affairs pursuant to 3356-9-02 (D); and

WHEREAS, a revised job description identifying the duties and responsibilities of the Associate Vice President, Multicultural Affairs has been attached to this document; and

WHEREAS, University policy 3356-9-02, sets forth the selection procedures for selecting an Administrative Officer and allows for modification; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the appointment effective October 1, 2016 to the Associate Vice President, Multicultural Affairs through the reclassification process.

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves the appointment of Dr. Sylvia Imler to the position of Associate Vice President, Multicultural Affairs.

The chairperson stated that she had received a request that the following resolution recommended for adoption by the University Affairs Committee be removed from the consent agenda and requested the secretary to conduct a roll call vote on the adoption of the resolution. Thereupon, the secretary to the board of trustees conducted a roll call vote on the adoption of the following resolution (YES being a vote in favor of adopting the resolution, NO being a vote opposed to adoption):

Mrs. Weimer	YES	Mr. Schiavone	YES
Mr. Deibel	YES	Mr. Roberts	NO
Dr. Jakubek	YES	Dr. Bush	YES
Mr. Grooms	YES		

The vote being 6-1 in favor of adopting the resolution, the chairperson declared the following resolution adopted:

Resolution to Ratify Personnel Actions

YR 2017-20

WHEREAS, the *Policies of the Board of Trustees* authorize the President to manage the University, including appointing such employees as are necessary to effectively carry out the operation of the University and any other necessary personnel actions; and

WHEREAS, new appointments and other personnel actions have been made subsequent to the June 15, 2016, meeting of the Board of Trustees; and

WHEREAS, such personnel actions are in accordance with the 2016-2017 Budget and with the University policy on Equal Employment Opportunity;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby ratify and confirm the personnel actions as listed in Exhibit L attached hereto.

ITEM VI – COMMUNICATIONS AND MEMORIALS

The board considered no communications or memorials.

ITEM VII – UNFINISHED BUSINESS

The board considered no unfinished business.

ITEM VIII – NEW BUSINESS

The committee considered no new business.

ITEM IX – CHAIRPERSON’S REMARKS

Mrs. Weimer welcomed Mr. Metz to the board of trustees and thanked the students, faculty, staff and administration for contributing to a successful and energetic start to the new academic year. Mrs. Weimer said that it is exciting to see the changes occurring to campus transportation infrastructure, even if a bit of inconvenience is necessary.

ITEM X – TIME AND PLACE OF UPCOMING REGULAR MEETINGS

Upon motion duly made and seconded, which received the affirmative vote of all trustees present, the trustees resolved to set the following dates and times for the next regular meetings of the board to be held in the Board Room in Tod Hall:

- 3:00 p.m., Thursday, December 1, 2016
- 3:00 p.m., Thursday, March 16, 2017
- 3:00 p.m., Thursday, June 14, 2017

ITEM XI – ADJOURNMENT

There being no further business to come before the board of trustees, and upon motion duly made and seconded, the meeting was duly adjourned by unanimous vote of the trustees at 3:15 p.m.

Chairperson

ATTEST:

Secretary to the Board of Trustees