



**Virginia Commonwealth University  
Executive Committee  
Board of Visitors Meeting**

**Minutes**

Date: March 4, 2014  
Time: 8:00 a.m. – 9:00 a.m.  
Location: President's Conference Room, 910 West Franklin Street

Present: Mr. William A. Royall, Jr., Vice Rector  
Ms. Nancy C. Everett  
Mr. Thomas F. Farrell II  
Mr. Michael D. Fraizer  
Ms. Kay Coles James  
Mr. John A. Luke, Jr.  
Ms. Jacquelyn E. Stone  
Dr. Michael Rao  
Staff from VCU and VCUHS  
Member of the press

Unavailable: Mr. William M. Ginther, Rector  
Dr. Kamlesh N. Dave, Secretary

The meeting was called to order at 8:01 a.m. Mr. Royall revised the agenda order to allow time for the necessary staff to arrive.

On motion made and seconded, the Board convened into closed session to discuss certain personnel matters and matters relating to the appointment, promotion, performance and salaries of identifiable employees and faculty of VCU, including the Faculty Appointments and Changes in Status and other Personnel Actions, Promotion and Tenure Recommendations and matters relating to honorary degrees and special awards and the acquisition or use of real property for public purpose, or of the disposition of publicly held real property, where discussion in an open



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session would adversely affect the bargaining position or negotiating strategy of VCU, including the acquisition of property on or adjacent to the Monroe Park Campus, as authorized by Section 2.2-3711 A(1), A(3) and A(10) of the Virginia Freedom of Information Act.

Following closed session, on motion made and seconded, the following resolution was approved by roll call vote:

Virginia Commonwealth University hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed session meeting were heard, discussed or considered by the Executive Committee of the Board of Visitors of Virginia Commonwealth University.

<u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. William M. Ginther	Absent	
Dr. Kamlesh N. Dave	Absent	
Ms. Nancy C. Everett	X	
Mr. Thomas F. Farrell II	X	
Mr. Michael D. Fraizer	X	
Mrs. Kay Coles James	X	
Mr. John A. Luke, Jr.	X	
Mr. William A. Royall, Jr.	X	
Ms. Jacquelyn E. Stone	X	

Vote:

Ayes: 7  
Nays: 0

ABSENT DURING MEETING: 2  
ABSENT DURING VOTING: 2



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On motion made and seconded, the following items were approved:

- APPROVE Awards for the Edward A. Wayne Medals, Presidential Medallions and Commencement Speakers and;
- APPROVE personnel actions as detailed in the Faculty Appointments and Changes in Status report and;
- APPROVE the acquisition of property on or adjacent to the Monroe Park Campus.

Dr. Rao presented the following items for action:

- Proposal to Establish a Post-Baccalaureate Certificate in Addiction Studies with Two Concentrations: Intermediate International Addiction Studies Concentration; Advanced International Addiction Studies Concentration
- Policy on Research-Related Institutes and Centers
- Proposal to Create a New Master of Supply Chain Management (MSCM)

Mr. Farrell deferred to Mr. Decatur who presented the following items for action or his staff as designated below:

- Resolutions:
  - Authorization of Refunding of the University's Debt was presented by Mr. Decatur:

**RESOLUTION OF THE EXECUTIVE COMMITTEE OF THE  
BOARD OF VISITORS OF  
VIRGINIA COMMONWEALTH UNIVERSITY**

**AUTHORIZATION OF REFUNDING OF THE UNIVERSITY'S DEBT**



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**WHEREAS**, Chapter 6.1, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code") establishes a public corporation under the name and style of Virginia Commonwealth University (the "University") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

**WHEREAS**, Title 23 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia;

**WHEREAS**, by Chapter 4.10, Title 23 of the Virginia Code (as amended, the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 594 of the Acts of Assembly of 2008 which, as amended, classifies the University as a public institution of higher education and empowers the University with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities;

**WHEREAS**, the Act further authorizes the University to provide for the payment of the principal of and the interest on any bonds from any one or more of the following sources: (i) its revenues generally; (ii) income and revenues derived from the operation, sale, or lease of a particular project or projects, whether or not they are financed or refinanced from the proceeds of such bonds, notes, or other obligations; (iii) funds realized from the enforcement of security interests or other liens or obligations securing such bonds, notes, or other obligations; (iv) proceeds from the sale of bonds, notes, or other obligations; (v) payments under letters of credit, policies of municipal bond insurance, guarantees, or other credit enhancements; (vi) any reserve or sinking funds created to secure such payment; (vii) accounts receivable of the University; or (viii) other available funds of the University;

**WHEREAS**, pursuant to the bylaws of the University, the Executive Committee of the Board (the "Executive Committee") is empowered to transact the business of the University between meetings of the Board;

**WHEREAS**, in order to allow the University to take advantage of refunding opportunities that may arise between meetings of the Board or the Executive Committee, the Executive Committee desires to provide for the refunding of all or a portion of the University's



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long-term indebtedness either now existing or hereafter incurred (the "University's Debt") within the parameters set forth in this resolution; and

**WHEREAS**, the Executive Committee has determined it desirable to authorize the University to issue its general revenue pledge bonds (the "University Bonds") for purposes of (a) refunding all or a portion of the University's Debt and (b) financing costs of issuing the University Bonds.

**NOW, THEREFORE BE IT RESOLVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:**

1. Subject to the approvals required pursuant to paragraph 16 below, the Executive Committee authorizes the issuance and delivery of the University Bonds for purposes of (a) refunding all or a portion of the University's Debt and (b) financing costs of issuing the University Bonds.

2. The Executive Committee authorizes the execution and delivery of a bond resolution (the "Bond Resolution") in substantially the form utilized in previous issuances of general revenue pledge bonds by the University with such changes and additions as may be approved by the Vice President for Finance and Administration or the Associate Vice President for Finance and Administration (the "Authorized Officers") consistent with prior practice of the University so that the Bond Resolution may reflect the final terms and conditions of the University Bonds. Each Authorized Officer is authorized to approve the final form of the Bond Resolution and to evidence such approval in writing.

3. The University Bonds shall be sold in one or more series through a public offering or a private placement as any Authorized Officer, in collaboration with the University's financial advisor, if any (the "Financial Advisor"), determines to be in the best interest of the University.

4. The final terms and forms of the University Bonds, including maturities, interest rates and redemption provisions, shall be approved by an Authorized Officer; provided that (a) the principal amount of the University Bonds shall be in an amount sufficient to (i) refund the principal amount of the University's Debt selected by the Authorized Officer to be refunded pursuant to paragraph 13 below and the premium, if any, and accrued interest thereon, (ii) pay costs of issuing the University Bonds and (iii) account for any original issue discount or original issue premium, (b) the interest rate on any series of University Bonds sold through a public offering or a private placement may be at a variable rate as set forth in the Bond Resolution, (c)



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no redemption price on the University Bonds may exceed 102% and (d) the sale of any series of University Bonds shall result in an aggregate net present value debt service savings of not less than three (3.0) percent of the par amount of the University's Debt to be refunded (collectively, the "Parameters").

5. Any Authorized Officer, in collaboration with the Financial Advisor, is authorized and directed to determine, subject to paragraph 3 above, the aggregate principal amount of the University Bonds and their dated date, the interest rates, maturity schedule and optional redemption provisions, and the price to be paid for the University Bonds by the purchaser or underwriter (as applicable), all as any Authorized Officer determines to be in the best interests of the University.

6. Any University Bonds sold through a public offering may be sold through a competitive sale or a negotiated sale as any Authorized Officer, in collaboration with the Financial Advisor, determines to be in the best interest of the University.

7. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a competitive sale,

(a) such Authorized Officer is hereby authorized to receive bids for such University Bonds and award such University Bonds to the bidder providing the lowest "true" or "Canadian" interest cost, subject to the limitations set forth in paragraph 3 above;

(b) following the competitive sale, the applicable Authorized Officer shall file a certificate with the Secretary of the Board setting forth the final terms of such University Bonds;

(c) the actions of any Authorized Officer in selling the University Bonds in a competitive sale shall be conclusive, and no further action with respect to the sale and issuance of the University Bonds shall be necessary on the part of the Board or the Executive Committee; and

(d) the officers of the University, in collaboration with the Financial Advisor, are authorized and directed to take all proper steps to advertise the University Bonds for sale in accordance with a notice of sale containing terms consistent with this Resolution and as otherwise approved by a Authorized Officer;



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8. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a negotiated sale,

(a) such Authorized Officer is hereby authorized, in collaboration with the Financial Advisor, to choose one or more investment banks or firms to serve as the underwriter for the University Bonds and to negotiate with such underwriter the final terms of the University Bonds, subject to the limitations set forth in paragraph 3 above;

(b) the Authorized Officers are hereby authorized to execute and deliver to the underwriter a bond purchase agreement (the "Bond Purchase Agreement") setting forth the final terms of such University Bonds;

(c) following a negotiated sale, the applicable Authorized Officer shall file a copy of the Bond Purchase Agreement with the Secretary of the Board; and

(d) the actions of any Authorized Officer in selling the University Bonds in a negotiated sale shall be conclusive, and no further action with respect to the sale and issuance of the University Bonds shall be necessary on the part of the Board or the Executive Committee.

9. If the University Bonds are sold by competitive or negotiated sale through a public offering, the officers of the University are hereby authorized to prepare, in collaboration with the Financial Advisor and the University's counsel, an official statement (the "Official Statement") in preliminary and final forms. The Authorized Officers are hereby authorized and directed to execute the Official Statement in final form and deliver it to the purchasers of the University Bonds. The officers of the University shall arrange for the delivery to the underwriter of the University Bonds of a reasonable number of copies of the final Official Statement, within seven business days after the University Bonds have been sold, for delivery to each potential investor requesting a copy of the Official Statement and to each person to whom the underwriter initially sells any University Bond.

10. The Authorized Officers are hereby authorized, on behalf of the University, to deem each of the preliminary Official Statement and the final Official Statement to be "final" as of its respective date within the meaning of Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission, except for the omission from the preliminary Official Statement of certain pricing and other information permitted to be omitted pursuant to the Rule. The distribution of the preliminary Official Statement and the execution of the final Official



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Statement by any Authorized Officer shall be conclusive evidence that each has been deemed "final" as of its date by the University.

11. The Authorized Officers are hereby authorized and directed to execute a continuing disclosure agreement (the "Continuing Disclosure Agreement") setting forth the reports and notices to be filed by the University and containing such covenants as may be necessary to assist the underwriter(s), if any, in complying with the provisions of the Rule and to approve the form of such Continuing Disclosure Agreement.

12. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a private placement, such Authorized Officer is hereby authorized, in collaboration with the Financial Advisor, to solicit proposals from one or more commercial banks, to select a commercial bank to purchase the University Bonds and to negotiate the final terms of the University Bonds, subject to the limitations set forth in paragraph 3 above.

13. If it is determined by any Authorized Officer to be in the best interest of the University, any Authorized Officer is authorized to (a) approve the issuance of the University Bonds and the aggregate principal amount of such University Bonds sufficient to provide for the refunding of such maturities of the University's Debt as such Authorized Officer or Authorized Officers may determine and to pay the costs of issuing the University Bonds (provided that the University Bonds are consistent with the Parameters) and (b) enter into an escrow agreement with an escrow agent to be selected by any Authorized Officer providing for the deposit and investment of such portion of the proceeds of the University Bonds to be applied to the redemption or payment of the portion of the University's Debt to be refunded on the earliest practicable date.

14. The Authorized Officers of the University are authorized to execute and deliver, to the extent necessary, such project development and financing agreements and lease agreements, and amendments to existing project development and financing agreements and lease agreements, or such other documents or instruments associated with the projects to be refinanced with the University Bonds deemed necessary by the Authorized Officers.

15. The Authorized Officers and any other officers of the University, and their delegates, are each hereby authorized to take such actions and to execute and deliver on behalf of the University any and all agreements, certificates or other documents, which they deem necessary or desirable in order to carry out the foregoing resolutions and any and all actions





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heretofore taken by them consistent with the foregoing resolutions are hereby ratified and confirmed.

16. Notwithstanding the foregoing, the Authorized Officers shall consult with and obtain the consent of the Chair of the Finance, Budget and Investment Committee of the Board and the Rector of the University prior to the issuance of the University Bonds.

17. This Resolution shall take effect immediately upon its adoption.

- Authorization of Refunding of Series 2004A Bonds was presented by Mr. Decatur:

**RESOLUTION OF THE EXECUTIVE COMMITTEE OF THE BOARD OF VISITORS  
OF VIRGINIA COMMONWEALTH UNIVERSITY**

**AUTHORIZATION OF REFUNDING OF SERIES 2004A BONDS**

**WHEREAS**, Chapter 6.1, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code") establishes a public corporation under the name and style of Virginia Commonwealth University (the "University") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

**WHEREAS**, Title 23 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia;

**WHEREAS**, by Chapter 4.10, Title 23 of the Virginia Code (as amended, the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 594 of the Acts of Assembly of 2008 which, as amended, classifies the University as a public institution of higher education and empowers the University with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities;

**WHEREAS**, the Act further authorizes the University to provide for the payment of the principal of and the interest on any bonds from any one or more of the following sources: (i) its



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revenues generally; (ii) income and revenues derived from the operation, sale, or lease of a particular project or projects, whether or not they are financed or refinanced from the proceeds of such bonds, notes, or other obligations; (iii) funds realized from the enforcement of security interests or other liens or obligations securing such bonds, notes, or other obligations; (iv) proceeds from the sale of bonds, notes, or other obligations; (v) payments under letters of credit, policies of municipal bond insurance, guarantees, or other credit enhancements; (vi) any reserve or sinking funds created to secure such payment; (vii) accounts receivable of the University; or (viii) other available funds of the University;

**WHEREAS**, in 2004 the University issued its General Revenue Pledge Refunding Bonds, Series 2004A (the "Series 2004A Bonds") and General Revenue Pledge Refunding Bonds, Series 2004B (the "Series 2004B Bonds" and together with the Series 2004A Bonds, the "Series 2004 Bonds") to (i) refund a portion of the University's outstanding (a) General Revenue Pledge Bonds, Series 1995, issued to finance, in part, a medical science building and certain recreational facilities, (b) General Revenue Pledge Bonds, Series 1996A, issued to finance, in part, the construction of an engineering building owned by the VCU School of Engineering Foundation and (c) General Revenue Pledge Bonds, 1996B, issued to finance certain recreational facilities, and (ii) finance a portion of the costs of issuing the Series 2004 Bonds;

**WHEREAS**, pursuant to the bylaws of the University, the Executive Committee of the Board (the "Executive Committee") is empowered to transact the business of the University between meetings of the Board;

**WHEREAS**, the Executive Committee desires to provide for the refunding of all or a portion of the Series 2004A Bonds in order to achieve debt service savings; and

**WHEREAS**, the Executive Committee has determined it desirable to authorize the University to issue its general revenue pledge bonds (the "University Bonds") for purposes of (a) refunding all or a portion of the Series 2004A Bonds and (b) financing costs of issuing the University Bonds.

**NOW, THEREFORE BE IT RESOLVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:**

1. The Executive Committee authorizes the issuance and delivery of the University Bonds for purposes of (a) refunding all or a portion of the Series 2004A Bonds and (b) financing costs of issuing the University Bonds.



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2. The Executive Committee authorizes the execution and delivery of a bond resolution (the "Bond Resolution") in substantially the form utilized in previous issuances of general revenue pledge bonds by the University with such changes and additions as may be approved by the Vice President for Finance and Administration or the Associate Vice President for Finance and Administration (the "Authorized Officers") consistent with prior practice of the University so that the Bond Resolution may reflect the final terms and conditions of the University Bonds. Each Authorized Officer is authorized to approve the final form of the Bond Resolution and to evidence such approval in writing.

3. The University Bonds shall be sold in one or more series through a public offering or a private placement as any Authorized Officer, in collaboration with Public Financial Management, Inc., the University's financial advisor (the "Financial Advisor"), determines to be in the best interest of the University.

4. The final terms and forms of the University Bonds, including maturities, interest rates and redemption provisions, shall be approved by an Authorized Officer; provided that (a) the principal amount of the University Bonds shall be in an amount sufficient to (i) refund the principal amount of the Series 2004A Bonds selected by the Authorized Officer to be refunded pursuant to paragraph 13 below and the premium, if any, and accrued interest thereon, (ii) pay costs of issuing the University Bonds and (iii) account for any original issue discount or original issue premium, (b) the interest rate on any series of University Bonds sold through a public offering or a private placement may be at a variable rate as set forth in the Bond Resolution, (c) no redemption price on the University Bonds may exceed 102% and (d) the sale of any series of University Bonds shall result in an aggregate net present value debt service savings of not less than three (3.0) percent of the par amount of the Series 2004A Bonds to be refunded (collectively, the "Parameters").

5. Any Authorized Officer, in collaboration with the Financial Advisor, is authorized and directed to determine, subject to paragraph 3 above, the aggregate principal amount of the University Bonds and their dated date, the interest rates, maturity schedule and optional redemption provisions, and the price to be paid for the University Bonds by the purchaser or underwriter (as applicable), all as any Authorized Officer determines to be in the best interests of the University.

6. Any University Bonds sold through a public offering may be sold through a competitive sale or a negotiated sale as any Authorized Officer, in collaboration with the Financial Advisor, determines to be in the best interest of the University.



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7. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a competitive sale,

(a) such Authorized Officer is hereby authorized to receive bids for such University Bonds and award such University Bonds to the bidder providing the lowest "true" or "Canadian" interest cost, subject to the limitations set forth in paragraph 3 above;

(b) following the competitive sale, the applicable Authorized Officer shall file a certificate with the Secretary of the Board setting forth the final terms of such University Bonds;

(c) the actions of any Authorized Officer in selling the University Bonds in a competitive sale shall be conclusive, and no further action with respect to the sale and issuance of the University Bonds shall be necessary on the part of the Board or the Executive Committee; and

(d) the officers of the University, in collaboration with the Financial Advisor, are authorized and directed to take all proper steps to advertise the University Bonds for sale in accordance with a notice of sale containing terms consistent with this Resolution and as otherwise approved by a Authorized Officer;

8. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a negotiated sale,

(a) such Authorized Officer is hereby authorized, in collaboration with the Financial Advisor, to choose one or more investment banks or firms to serve as the underwriter for the University Bonds and to negotiate with such underwriter the final terms of the University Bonds, subject to the limitations set forth in paragraph 3 above;

(b) the Authorized Officers are hereby authorized to execute and deliver to the underwriter a bond purchase agreement (the "Bond Purchase Agreement") setting forth the final terms of such University Bonds;

(c) following a negotiated sale, the applicable Authorized Officer shall file a copy of the Bond Purchase Agreement with the Secretary of the Board; and



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(d) the actions of any Authorized Officer in selling the University Bonds in a negotiated sale shall be conclusive, and no further action with respect to the sale and issuance of the University Bonds shall be necessary on the part of the Board or the Executive Committee.

9. If the University Bonds are sold by competitive or negotiated sale through a public offering, the officers of the University are hereby authorized to prepare, in collaboration with the Financial Advisor and the University's counsel, an official statement (the "Official Statement") in preliminary and final forms. The Authorized Officers are hereby authorized and directed to execute the Official Statement in final form and deliver it to the purchasers of the University Bonds. The officers of the University shall arrange for the delivery to the underwriter of the University Bonds of a reasonable number of copies of the final Official Statement, within seven business days after the University Bonds have been sold, for delivery to each potential investor requesting a copy of the Official Statement and to each person to whom the underwriter initially sells any University Bond.

10. The Authorized Officers are hereby authorized, on behalf of the University, to deem each of the preliminary Official Statement and the final Official Statement to be "final" as of its respective date within the meaning of Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission, except for the omission from the preliminary Official Statement of certain pricing and other information permitted to be omitted pursuant to the Rule. The distribution of the preliminary Official Statement and the execution of the final Official Statement by any Authorized Officer shall be conclusive evidence that each has been deemed "final" as of its date by the University.

11. The Authorized Officers are hereby authorized and directed to execute a continuing disclosure agreement (the "Continuing Disclosure Agreement") setting forth the reports and notices to be filed by the University and containing such covenants as may be necessary to assist the underwriter(s), if any, in complying with the provisions of the Rule and to approve the form of such Continuing Disclosure Agreement.

12. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a private placement, such Authorized Officer is hereby authorized, in collaboration with the Financial Advisor, to solicit proposals from one or more commercial banks, to select a commercial bank to purchase the University Bonds and to negotiate the final terms of the University Bonds, subject to the limitations set forth in paragraph 3 above.



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13. If it is determined by any Authorized Officer to be in the best interest of the University, any Authorized Officer is authorized to (a) approve the issuance of the University Bonds and the aggregate principal amount of such University Bonds sufficient to provide for the refunding of such maturities of the Series 2004A Bonds as such Authorized Officer or Authorized Officers may determine and to pay the costs of issuing the University Bonds (provided that the University Bonds are consistent with the Parameters) and (b) enter into an escrow agreement with an escrow agent to be selected by any Authorized Officer providing for the deposit and investment of such portion of the proceeds of the University Bonds to be applied to the redemption or payment of the portion of the Series 2004A Bonds to be refunded on the earliest practicable date.

14. The Authorized Officers of the University are authorized to execute and deliver, to the extent necessary, such project development and financing agreements and lease agreements, and amendments to existing project development and financing agreements and lease agreements, or such other documents or instruments associated with the projects to be refinanced with the University Bonds deemed necessary by the Authorized Officers.

15. The Authorized Officers and any other officers of the University, and their delegates, are each hereby authorized to take such actions and to execute and deliver on behalf of the University any and all agreements, certificates or other documents, which they deem necessary or desirable in order to carry out the foregoing resolutions and any and all actions heretofore taken by them consistent with the foregoing resolutions are hereby ratified and confirmed.

16. This Resolution shall take effect immediately upon its adoption.

- o Authorization of Line of Credit was presented by Ms. Currey:

**RESOLUTION OF THE EXECUTIVE COMMITTEE  
OF THE BOARD OF VISITORS OF  
VIRGINIA COMMONWEALTH UNIVERSITY**

**AUTHORIZATION OF LINE OF CREDIT**

**WHEREAS**, Chapter 6.1, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code") establishes a public corporation under the name and style of Virginia



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Commonwealth University (the "University") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

**WHEREAS**, Title 23 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia;

**WHEREAS**, by Chapter 4.10, Title 23 of the Virginia Code (as amended, the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 594 of the Acts of Assembly of 2008 which, as amended, classifies the University as a public institution of higher education and empowers the University with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities;

**WHEREAS**, the Act further authorizes the University to provide for the payment of the principal of and the interest on any bonds, notes or other obligations from any one or more of the following sources: (i) its revenues generally; (ii) income and revenues derived from the operation, sale, or lease of a particular project or projects, whether or not they are financed or refinanced from the proceeds of such bonds, notes, or other obligations; (iii) funds realized from the enforcement of security interests or other liens or obligations securing such bonds, notes, or other obligations; (iv) proceeds from the sale of bonds, notes, or other obligations; (v) payments under letters of credit, policies of municipal bond insurance, guarantees, or other credit enhancements; (vi) any reserve or sinking funds created to secure such payment; (vii) accounts receivable of the University; or (viii) other available funds of the University;

**WHEREAS**, the University has developed plans to (i) construct, equip and furnish an approximately 60,000 gross square foot basketball training facility (the "Basketball Facility"), (ii) renovate a portion of Sanger Hall ("Sanger Hall"), and (iii) construct, equip and furnish an approximately 42,830 gross square foot facility for the University's Institute for Contemporary Arts, subject to final Board approval (the "ICA Project");

**WHEREAS**, pursuant to the bylaws of the University, the Executive Committee of the Board (the "Executive Committee") is empowered to transact the business of the University between meetings of the Board;



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**WHEREAS**, the Executive Committee desires to enter into a revolving line of credit (the "Line of Credit") for purposes of providing short term financing for the Basketball Facility, Sanger Hall and the ICA Project until such time as other funds for the payment of such projects costs become available; provided, however, no proceeds of the Line of Credit will be used to finance Sanger Hall prior to the enactment of a state budget that includes provisions for reimbursing the University for up to \$7,500,000 of the costs of Sanger Hall;

**WHEREAS**, it is currently anticipated that (a) the Basketball Facility will be financed (i) largely from private gifts, which gifts are expected to be used to pay down a portion of the Line of Credit and (ii) in part with a permanent financing expected to be incurred on or about fiscal year 2016, the debt service of such permanent financing is expected to be paid in whole or in part from the University Fee collected by the University, which is internally dedicated until fiscal year 2016 to the financing for the Siegel Center, (b) Sanger Hall will be financed in part from funds expected to be appropriated by the Commonwealth of Virginia, which funds are expected to be used to pay down a portion of the Line of Credit and (c) the ICA Project is expected to be financed primarily from private gifts, which gifts are expected to be used to pay down a portion of the Line of Credit;

**WHEREAS**, in addition to the above referenced projects, the Executive Committee desires to authorize the use of the Line of Credit to provide short term financing for (i) any other capital projects that have been authorized by the Board and (ii) any other capital projects which are below the then threshold (currently \$2,000,000) for requiring Board approval as set forth in the University's "Authority to Execute Contracts and Other Documents" policy (collectively, "Other University Projects"); and

**WHEREAS**, it is anticipated that the Line of Credit will (a) be a revolving line of credit, the principal amount of which may be borrowed, repaid and re-borrowed, (b) be secured by the University's general revenue pledge, and (c) bear interest on a taxable basis and may include a provision to convert all or a portion the Line of Credit to bear interest on a tax-exempt basis.

**NOW, THEREFORE BE IT RESOLVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:**

1. The Executive Committee authorizes the Line of Credit for purposes of (a) financing the Basketball Facility, Sanger Hall, the ICA Project and the Other University Projects and (b) financing costs of incurring the Line of Credit.





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2. The Executive Committee authorizes the execution and delivery of a bond resolution or loan agreement (the "Financing Document") as may be approved by the Vice President for Finance and Administration or the Associate Vice President for Finance and Administration (the "Authorized Officers"). The approval of the Financing Document by the Authorized Officers will be evidenced conclusively by the execution and delivery of the Financing Document by the Authorized Officers.

3. The final terms and form of the Line of Credit, including maturities, interest rates and redemption provisions, shall be approved by an Authorized Officer; provided that the maximum principal amount that may be outstanding under the Line of Credit at any given time shall not exceed \$60,000,000.

4. Any Authorized Officer, in collaboration with Public Financial Management, Inc., the University's financial advisor (the "Financial Advisor"), is authorized and directed to determine, subject to paragraph 3 above, the maximum aggregate principal amount of the Line of Credit and the interest rates, maturity schedule and optional redemption provisions, all as any Authorized Officer determines to be in the best interests of the University.

5. The Authorized Officers are hereby authorized, in collaboration with the Financial Advisor, to solicit proposals from one or more commercial banks, to select a commercial bank to provide the Line of Credit and to negotiate the final terms of the Line of Credit, subject to paragraph 3 above.

6. The Authorized Officers of the University are authorized to execute and deliver, to the extent necessary, such project development and financing agreements and lease agreements, and amendments to existing project development and financing agreements and lease agreements, or such other documents or instruments associated with the projects to be financed with the Line of Credit deemed necessary by the Authorized Officers.

7. The Authorized Officers and any other officers of the University, and their delegates, are each hereby authorized to take such actions and to execute and deliver on behalf of the University any and all agreements, certificates or other documents, which they deem necessary or desirable in order to carry out the foregoing resolutions and any and all actions heretofore taken by them consistent with the foregoing resolutions are hereby ratified and confirmed.

8. This Resolution shall take effect immediately upon its adoption.



**Virginia Commonwealth University  
Executive Committee  
Board of Visitors Meeting**

**Minutes**

- Request to Amend Debt Management Policy was presented by Mr. Decatur
- Request to Amend the University's 2014-2020 Six-Year Capital Plan was presented by Mr. Ohlinger

On motion made and seconded all open session action items were approved.  
The meeting was adjourned at 8:38 a.m.