

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

October 13, 2015
11:00 a.m.
Waterfront Technology Center
200 Federal Street
Camden, NJ 08103

AGENDA

EXECUTIVE SESSION

(11:00 a.m. to 12:00 p.m. as authorized by Resolution #2015.06.04)

PUBLIC SESSION – 12:00 p.m.

CALL TO ORDER

STATEMENT OF COMPLIANCE WITH THE OPEN PUBLIC MEETINGS ACT

ROLL CALL

PLEDGE OF ALLEGIANCE

APPROVAL OF MEETING MINUTES

CEO REPORT

PUBLIC COMMENT ON AGENDA ITEMS

MATTERS PRESENTED BY THE CHAIRMAN

- 2015.10.01 Resolution approving purchase of properties to advance the Joint Health Sciences Campus.
- 2015.10.02 Resolution approving relocation agreement(s).
- 2015.10.03 Resolution to declare the Board's official intent to reimburse expenditures for project costs from proceeds of tax exempt debt obligations.
- 2015.10.04 Resolution authorizing employer share of social security tax and retirement contribution consistent with state law.
- 2015.10.05 Resolution authorizing the CEO to procure outside legal services of legal services.

2015.10.06 Resolution consenting to payment of fees by the Chief Executive Officer to the New Jersey Housing Mortgage and Finance Agency pursuant to a shared services Memorandum of Understanding.

COMMENTS BY BOARD MEMBERS

PUBLIC COMMENT ON NON-AGENDA ITEMS

CLOSING COMMENTS

ADJOURNMENT

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Purchase of properties to advance the Joint Health Sciences Campus No. 2015.10.01

WHEREAS, the Rowan University/Rutgers - Camden Board of Governors (hereinafter "Board"), has been constituted under the "New Jersey Medical and Health Sciences Education Restructuring Act," P.L.2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey; and

WHEREAS, the Board can plan the operational and governance structure of health science facilities in addition to financing and developing them in Camden;

WHEREAS, the Board has the authority to acquire, own, lease, dispose of, use and operate property; and

WHEREAS, the Board is undertaking the development and construction of a Joint Health Sciences Campus in Camden; and

WHEREAS, acquiring property is considered a front-end activity requiring careful planning and execution within a prescribed legal framework; and

WHEREAS, pursuant to Board Resolution No. 2015-04-06, the Chief Executive Officer and counsel have negotiated the acquisition of lot 60 from Sam Steingart and Victoria Gaft, owners of Block 181, Lot 60; and

WHEREAS, the Board's Chief Executive Officer has the operating authority to purchase property for purposes of developing the Joint Health Sciences campus; and

WHEREAS, the acquisition price is based on a fair market value derived from an appraisal commissioned by the Board and engagement of good faith negotiations between the parties.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the acquisition of property from Sam Steingart and Victoria Gaft, owners of Block 181, Lot 60 in the amount of \$330,000; and

BE IT FURTHER RESOLVED that this Resolution will take effect immediately.

**Rowan University/Rutgers - Camden Board of Governors
October 13, 2015**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

Relocation Assistance No. 2015-10-02

WHEREAS, the Rowan University/Rutgers - Camden Board of Governors (hereinafter “Board”), has been constituted under the “New Jersey Medical and Health Sciences Education Restructuring Act,” P.L.2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey; and

WHEREAS, the Board can plan the operational and governance structure of health science facilities in addition to financing and developing them in Camden;

WHEREAS, the Board has the authority to acquire, own, lease, dispose of, use and operate property; and

WHEREAS, the Board is undertaking the development and construction of a Joint Health Sciences Campus in Camden; and

WHEREAS, acquiring property is considered a front-end activity requiring careful planning and execution within a prescribed legal framework; and

WHEREAS, pursuant to state law, the Board is required to provide relocation assistance to commercial tenants who are required to move their businesses due to the acquisition of properties by the Board; and

WHEREAS, the Board has made a fair market offer to Sam Steingart and Victoria Gaft, owners of Block 181, Lot 60; and

WHEREAS Colby’s Cut & Stylz (hereinafter “Business”), Colby Thomas (hereinafter “Colby”) and Kim Thomas (hereinafter “Kim”) are leasing 211 Broadway, Camden, New Jersey, Camden County, New Jersey 08103, which is owned by Sam Steingart and Victoria Gaft and located within Block 181, lot 60; and

WHEREAS, the Board through its relocation specialist has negotiated a full, fair and final relocation package with the Business, Colby and Kim; and

WHEREAS, The Chief Executive Officer has the operating authority to process the relocation expense and has briefed Finance, Capital and Executive Committees.

NOW, THEREFORE, BE IT RESOLVED that the Board is consenting to the payment of Nine Thousand Five Hundred Dollars (\$9,500) for a full, fair and final relocation package to the Business, Colby and Kim; and

BE IT FURTHER RESOLVED that this Resolution will take effect immediately.

Rowan University/Rutgers - Camden Board of Governors

October 13, 2015

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Reimbursement Resolution No. 2015.10.03

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter "Board"), has been constituted under the "New Jersey Medical and Health Sciences Education Restructuring Act," P.L. 2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey; and

WHEREAS, the Board intends to undertake a capital improvement program located in the City of Camden, New Jersey, consisting of, *inter alia*: (i) the acquisition of certain property located in the City of Camden, New Jersey and existing improvements thereon, constituting Block 181, Lots 45,46,47,49,50,56,58,60,61,62,72 and 77 (collectively, the "Property"); (ii) the preparation of the Property for development and improvement; (iii) the development and construction on the Property of a new, state-of-the-art, integrated biomedical health sciences, research and educational facility to be comprised of approximately 65,000 square feet (over four (4) stories) of biomedical research, biomechanical simulation, laboratories and administrative space; (iv) all other costs and expenses necessary therefore or related to the proposed project, including capitalized interest; and (v) the costs of issuance with respect to the proposed financing (collectively, the "Project"); and

WHEREAS, the Board reasonably expects to finance the Project on a long-term basis with proceeds of a grant made to the Board by the New Jersey Economic Development Authority ("Authority"); and

WHEREAS, the Board may pay for certain costs of the Project ("Project Costs") with funds of the Board, prior to the time such grant is made to the Board by the Authority and prior to the time interim debt, if any, is incurred by the Board for Project Costs; and

WHEREAS, the Board reasonably anticipates that the Authority will finance its grant to the Board with obligations of the Authority ("Project Bonds"), the interest on which is expected to be excludable from gross income under Section 103 of the Internal Revenue Code of 1986, as amended ("Code"), for purposes of Federal income taxation; and

WHEREAS, the Board desires to preserve its right to treat an allocation of proceeds of the Bonds and any interim borrowing of the Board to the reimbursement of Project Costs paid prior to the issuance thereof as an expenditure for such Project Costs to be reimbursed for purposes of Sections 103 and 141-150 of the Code.

NOW THEREFORE, BE IT RESOLVED by the Rowan University-Rutgers Camden Board of Governors as follows:

Section 1. The Board reasonably expects to reimburse the expenditure of Project Costs paid prior to the issuance of the Project Bonds and any interim borrowing of the Joint Board with proceeds of such debt.

Section 2. This resolution is intended to be and hereby is a declaration of the Joint Board's official intent to reimburse the expenditure of Project Costs paid prior to the issuance of the Project Bonds and any interim borrowing to be incurred by the Board, in accordance with Treasury Regulations Section 1.150-2.

Section 3. The maximum principal amount of the Project Bonds and interim debt of the Board, if any, expected to be issued to finance the Project Costs, including amounts to be used to reimburse the expenditure of Project Costs which are paid prior to the issuance of the Project Bonds and interim debt of the Board, if any, is \$51,000,000.

Section 4. The Project Costs to be reimbursed with the proceeds of the Project Bonds and any interim borrowing of the Board will be "capital expenditures" in accordance with the meaning of Section 150 of the Code.

Section 5. This resolution will take effect immediately.

**Rowan University/Rutgers-Camden Board of Governors
October 13, 2015**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION

Employer Share of Social Security Tax and Retirement Contribution Consistent with Federal and State Law No. 2015.10.04

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under the “New Jersey Medical and Health Sciences Education Restructuring Act,” P.L. 2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey; and

WHEREAS, at its April 14, 2015 meeting, the Board adopted Resolution No. 2015-04-05 announcing that the Board has sought guidance from the New Jersey Division of Pensions and Benefits (hereinafter “Division”) regarding the eligibility of Board employees to participate in the State Plan; and

WHEREAS, in order to participate in the New Jersey State Plan, an entity must submit a resolution from its governing body or board to the Division stating that the entity will guarantee the remittance of the employer’s share for Social Security coverage and the pension contributions, consistent with federal and state law.

NOW, THEREFORE, BE IT RESOLVED that the Board will guarantee the remittance of the employer’s share for Social Security coverage and the pension contributions on behalf of its participating employees; and

BE IT RESOLVED that this Resolution will take effect immediately.

**Rowan University/Rutgers-Camden Board of Governors
October 13, 2015**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Outside Legal Counsel No. 2015.10.05

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under the “New Jersey Medical and Health Sciences Education Restructuring Act,” P.L.2012, c.45, s.34; and

WHEREAS, the Board has been undertaking the development and construction of a Health Science Building in Camden and as such used the services of outside legal counsel pertaining to construction, real estate, and financing matters; and

WHEREAS, the Board is also has used outside legal counsel to provide legal guidance on governance matters in order to effectively carry out its statutory mandate; and

WHEREAS, on July 14, 2015, the Board approved the FY 2016 Operating Budget which contained an expenditure line-item for hiring outside legal services.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to issue a Request for Qualifications for outside legal services; and

BE IT FURTHER RESOLVED that this Resolution will take effect immediately.

**Rowan University/Rutgers-Camden Board of Governors
October 13, 2015**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Reimbursement of Fees of the New Jersey Housing and Mortgage Finance Agency No. 2015-10-06

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter "Board"), has been constituted under the "New Jersey Medical and Health Sciences Education Restructuring Act," P.L.2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey; and

WHEREAS, the Board is undertaking the development and construction of a Joint Health Sciences Center in Camden; and

WHEREAS, pursuant to Resolution No. 2015-04-08, the Chief Executive Officer signed a shared services agreement with the New Jersey Housing and Mortgage Finance Agency (hereinafter NJHMFA); and

WHEREAS, NJHMFA has been tasked to assist the Board to develop and implement a relocation plan for Block 181, the site on which the Board intends to locate the New Joint Health Science campus; and

WHEREAS, under the terms of the shared services agreement, the Board has agreed to reimburse NJHMFA for services provided; and

WHEREAS, various committees of jurisdiction at the Board have been briefed by the Chief Executive Officer on the expenditures incurred by the NJHMFA and the payment of invoices have been authorized, consistent with Board Resolution No. 2015-04-08.

NOW, THEREFORE, BE IT RESOLVED that the Board is consenting to the expenditures incurred by NJHMFA in the amount of \$25,978.13; and

BE IT FURTHER RESOLVED that this Resolution will take effect immediately.

**Rowan University/Rutgers - Camden Board of Governors
October 13, 2015**