

**New Jersey City University
Board of Trustees – Special Meeting
September 1, 2022**

Public Session

ATTENDING:

Mr. Joseph Scott, Chair
Mr. Luke Visconti, Vice Chair (Zoom)
Dr. Steven Chang (Zoom)
Mr. Edward Fowlkes
Mr. James Jacobson (Zoom)
Mr. Carlos Lejnieks (Zoom)
Rafael Perez (Zoom)
Dr. Irene Trowell-Harris (Zoom)
Dr. Edward Whittaker (Zoom)
Jason Kroll, Acting President *ex officio*
Mr. Andrés Acebo, Executive Vice President and University Counsel

Mr. Acebo welcomed the public who joined at the NJCU Main Campus – Gothic Lounge.

The meeting was called to order at 3:00 PM by Mr. Acebo.

Mr. Acebo requested a motion for the board to move into executive session prior to the public session in order to discuss confidential personnel matters and contractual matters. The minutes of the executive session will become available to the public when there is no longer a need for confidentiality regarding these matters. The motion was moved by Mr. Scott and seconded by Mr. Perez. (Yes-Mr. Scott, Mr. Chang, Mr. Fowlkes, Mr. Jacobson, Mr. Lejnieks, Mr. Perez, Dr. Trowell-Harris, Mr. Visconti, Dr. Whittaker; No-None; Abstention-None). The motion passed.

The meeting was recalled to order at 4:02 PM by Mr. Acebo.

NOTICE OF MEETING

Mr. Acebo noted that the time, date, location and agenda for this meeting were mailed to the Jersey Journal, the Star-Ledger, Office of the Secretary of State, Senate Majority Office, Council of New Jersey State College Locals and the New Jersey Association of State Colleges and Universities on August 25, 2022. Notice of this meeting was also posted on the University's email system and website.

REQUEST TO SPEAK

The following individual requested to speak at the public session of the board and were called forward by Mr. Acebo:

AFT Local President Barbara Hildner addressed the Board noting the impact of the financial crisis on the NJCU community. AFT Local President Barbara Hildner addressed the Board noting the cooperative relationship

between the Union, the Administration, and the Board, and welcoming to foster additional opportunities for the Board to get together with Faculty and Staff in the future.

CHAIR’S REPORT

Mr. Scott thanked the members of the Board for their support of the University mission.

PRESIDENT’S REPORT

Acting President Kroll thanked the Board of Trustees for their support and guidance through the financial challenges and expressed his support on leading the institution .

EXECUTIVE COMMITTEE

Mr. Acebo put forward the request to approve the Resolution for Professional Services in Appointing a Commercial Real Estate Firm. The motion was moved by Mr. Fowlkes and seconded by Mr. Scott. (Yes-Mr. Scott, Mr. Chang, Mr. Fowlkes, Mr. Jacobson, Mr. Lejnieks, Mr. Perez, Dr. Trowell-Harris, Mr. Visconti, Dr. Whittaker; No-None; Abstention- None). The motion passed.

NEW JERSEY CITY UNIVERSITY

RESOLUTION FOR PROFESSIONAL SERVICES

WHEREAS: Pursuant to the New Jersey State Contracts Law (N.J.S.A. 18A:64-52 et seq.) New Jersey City University must advertise for bids on all contracts for goods and services which exceed \$100,000 except under circumstances specified in the statute where bids may be waived; and

WHEREAS: The subject matter consists of professional services that may be waived under the New Jersey State College Contracts Law, N.J.S.A. 18A:64-56a.1; and

WHEREAS: The Board of Trustees charged New Jersey City University with making a recommendation regarding the retention of a corporate real estate services firm to represent the University; and

WHEREAS: New Jersey City University issued a Request for Information (RFI) by Procurement Services and received two (2) proposals; and

WHEREAS: The University evaluated both proposals and recommends the CBRE proposal to the Board, and requests authorization to enter into a real estate professional services agreement with CBRE; be it therefore

RESOLVED: That the Board of Trustees of New Jersey City University on this 1st day of September, 2022 does hereby authorize the University to enter into an agreement with the CBRE Group for their services relating to real estate and authorizes the University to make payments for services rendered to the University subject to the review of the Vice President and Chief Operating Officer.



Executive Vice President and University Counsel

September 1, 2022

Mr. Acebo put forward the request to approve the Resolution Appointing Special Counsel Lowenstein Sandler LLP for Legal Services. The motion was moved by Mr. Scott and seconded by Mr. Fowlkes (Yes-Mr. Scott, Mr. Chang, Mr. Fowlkes, Mr. Jacobson, Mr. Lejnieks, Mr. Perez, Dr. Trowell-Harris, Mr. Visconti, Dr. Whittaker; No-None; Abstention- None). The motion passed.

**NEW JERSEY CITY UNIVERSITY
RESOLUTION FOR THE WAIVER OF ADVERTISING OF LEGAL SERVICES**

WHEREAS: Pursuant to the State College Contracts Law (N.J.S.A. 18A:64-52 et seq.) State colleges and universities are required to advertise for bids on contracts for goods and services which exceed the bid threshold amount of \$35,000 except under circumstances specified in the statute where bids may be waived by the governing board of the State institution; and

WHEREAS: The subject matter consists of professional legal services that may be waived under the State College Contracts Law, N.J.S.A. 18a:64-56a:1; and

WHEREAS: New Jersey City University seeks authorization to enter into a legal services agreement with the firm of Lowenstein Sandler LLP, an agreement which exceeds the bid threshold without bid; and

WHEREAS: The University has determined that specialized professional legal services are necessary in furtherance of the University's continued cooperation with a confidential investigation being conducted by a third-party government entity and that the firm's experience and expertise is necessary and appropriate to assist University Counsel in the provision of general advice, guidance, and due diligence with respect to this cooperation, and that the time frame and demands of the confidential investigation require immediate and continuing access to the firm's expertise and experience; and

WHEREAS: Lowenstein Sandler LLP is providing necessary services on behalf of the University in collaboration with University Counsel and under the supervision of same, and such services will need to continue during this fiscal year; and

WHEREAS: The University is requesting waiver of bid advertisement for engagement of professional legal services and authorization to make payment for services rendered to the University subject to the approval of the Executive Vice President and University Counsel to ensure that the University fully complies with its legal obligations; be it therefore

RESOLVED: That the Board of Trustees of New Jersey City University on this 1st day of September, 2022 does hereby authorize the University to enter a professional legal services agreement with Lowenstein Sandler LLP, and authorizes the University to make payments for services rendered subject to the review of the Executive Vice President and University Counsel.



Executive Vice President and University Counsel

September 1, 2022

Mr. Acebo put forward the request to approve the Resolution Ratifying Memorandum of Understanding with Jersey City Medical Center for Health Center. The motion was moved by Mr. Fowlkes and seconded by Mr. Scott (Yes-Mr. Scott, Mr. Chang, Mr. Fowlkes, Mr. Jacobson, Mr. Perez, Dr. Trowell-Harris, Mr. Visconti, Dr. Whittaker; No-None; Abstention- Mr. Lejnieks, as he currently serves as Chairman of the JCMS board. The motion passed.

NEW JERSEY CITY UNIVERSITY RESOLUTION

AUTHORIZATION RATIFYING MEMORANDUM OF UNDERSTANDING BETWEEN NEW JERSEY CITY UNIVERSITY AND JERSEY CITY MEDICAL CENTER FOR HEALTH CENTER SERVICES

WHEREAS: The Board of Trustees of New Jersey City University has general supervision over New Jersey City University (University) and has authority in matters involving the programs and degree levels to be offered by the University consistent with the University’s programmatic mission and institutional plan, N.J.S.A. 18A:64-1 and -6; and

WHEREAS: The Board, in addition to the other powers and duties provided by law, has and may exercise the powers, rights, and privileges that are incidental to the proper government, conduct, and management of the University and the control of its properties and funds and such powers granted to the University or the Board or reasonably implied, may be exercised without recourse or reference to any department or agency of the State, except as otherwise provided by applicable law; and

WHEREAS: Consistent with the mission of the University to provide a diverse population with an excellent education and the institutional strategic plan which provides for the enhancement of academic excellence and the achievement of academic, personal, and social student success; and

WHEREAS: The University and Jersey City Medical Center (JCMC) intend to execute a Memorandum of Understanding reflecting the desire of both parties to provide primary medical services to the students and faculty of the University; and

WHEREAS: The University and JCMC will be working collaboratively to provide medical services to University students and faculty, regardless of the patient’s inability to pay for services, which will inure to the benefit of all students and faculty in need of medical care; be it therefore

RESOLVED: That the Board of Trustees of New Jersey City University on September 1, 2022 hereby executes and

approves the Memorandum of Understanding between the University and JCMC for the provision of medical services to University students and faculty, with the terms set forth in the document attached herein.



Executive Vice President and University Counsel

September 1, 2022

Mr. Acebo put forward the request to approve the Resolution Authorizing Higher Education Facilities Trust (HEFT) Grant Submission. The motion was moved by Mr. Jacobson and seconded by Mr. Scott (Yes-Mr. Scott, Mr. Chang, Mr. Fowlkes, Mr. Jacobson, Mr. Lejniaks, Mr. Perez, Dr. Trowell-Harris, Mr. Visconti, Dr. Whittaker; No-None; Abstention- None). The motion passed.

RESOLUTION

APPROVING AND AUTHORIZING THE UNDERTAKING AND IMPLEMENTATION OF A PROJECT, "REIMAGINING THE LIBRARY: THE NJCU COMMONS FOR LEARNING AND ACADEMIC ENGAGEMENT" CONSISTING OF THE RENOVATION AND MODERNIZATION OF THE FIRST AND FOURTH FLOORS OF THE GUARINI LIBRARY FOR A STUDENT SUCCESS AND FACULTY EXCELLENCE PROJECT AND AUTHORIZING THE FINANCING OF ALL OR A PORTION OF THE PROJECT THROUGH PROGRAMS MADE AVAILABLE BY THE STATE OF NEW JERSEY FOR NEW JERSEY INSTITUTIONS OF HIGHER EDUCATION AND OTHER AVAILABLE FUNDING SOURCES; APPROVING AND AUTHORIZING THE FORM OF THE APPLICATION FOR THIS PROJECT TO THE SECRETARY OF HIGHER EDUCATION FOR PARTICIPATION IN SUCH PROGRAMS AS ARE APPLICABLE TO THE PROJECT WITH SUCH CHANGES AS ARE APPROVED BY THE OFFICERS OF THE INSTITUTION DESIGNATED HEREIN AND THE SUBMISSION OF THE APPLICATION TO THE SECRETARY OF HIGHER EDUCATION; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL AGREEMENTS IN CONNECTION WITH UNDERTAKING, IMPLEMENTING AND FINANCING THE PROJECT IN THE FORMS APPROVED BY THE OFFICERS OF THE INSTITUTION EXECUTING SUCH AGREEMENTS; AND DESIGNATING AND AUTHORIZING THE OFFICERS OF THE INSTITUTION TO TAKE THE AFOREMENTIONED ACTIONS AND TO TAKE ANY AND ALL SUCH OTHER ACTIONS DEEMED NECESSARY OR DESIRABLE TO UNDERTAKE, IMPLEMENT AND FINANCE THE PROJECT.

WHEREAS: The Board of Trustees (the "Board") of New Jersey City University (the "Institution") desires to approve the undertaking and implementation of Reimagining the Library: The NJCU Commons for Learning and Academic Engagement (the "Project");

WHEREAS: The Project consists of the modernization and renovation of the first and fourth

floors of the Guarini Library for a student success and faculty excellence project via a one-stop/learning commons model. This includes the Career Success Lab, Student Learning Center, Center for Online Learning, Center for Teaching and Learning, and the Office of Research, Grants and Sponsored Programs.

WHEREAS: The Board desires to approve the aggregate costs of the Project paid and or financed through all sources in an amount not to exceed \$16.5 million; and

WHEREAS: The Board desires to finance all or a portion of the Project through the Higher Education Facilities Trust Fund Act, N.J.S.A. 18A: 72A- 49 et seq. ("HEFT"); and

WHEREAS: The Board has determined that the Project will assist in promoting and implementing a learning commons model and providing a benefit to the Institution; and

WHEREAS: The Board desires to approve financing of all or portions of the Project through HEFT; and

WHEREAS: The Board wishes to approve the form of the Application to be submitted to the Secretary of Higher Education (the "Secretary") for the Proposed Program for the Project and to designate and authorize officers of the Institution to take necessary and desirable actions to undertake, implement and submit to the Secretary the Application for the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES AS FOLLOWS:

SECTION 1. The Board approves the Project and authorizes the undertaking, implementation, and financing of the Project in a maximum aggregate amount not to exceed \$16.5 million (including Financing Costs).

SECTION 2. The Board approves the financing of all or any portion of the Project through HEFT. The Board approves the Application for funding of the Project through such Programs in the form submitted to the Board and authorizes and directs the herein defined Designated Officers to submit such Application to the Secretary with such changes, modifications, and additions as are approved by the Designated Officers and such changes, modifications and additions shall be conclusively evidenced by the submission of the Application to the Secretary. The Board expressly directs and authorizes the Designated Officers to submit the Long Range Facilities Plan in the Application for any Program for which it is required. The Board acknowledges and agrees that approval of the Application and receipt of funds pursuant to the Programs will obligate the Institution to (a) provide funds for the operation and maintenance of the Project, (b) contribute to the cost of the Project, and (c) fulfill other conditions imposed under the Programs and hereby directs and authorizes the Designated Officers to certify such acknowledgment and agreement as part of the submitted Application. The Designated Officers are hereby authorized and directed to fulfill all conditions of the Proposed Programs, including without limitation providing for the operation

and maintenance of the Project and using available funds of the Institution to pay for such operation and maintenance and to satisfy conditions of the Proposed Programs to contribute to the cost of the Project.

SECTION 3. The Board Chair, the Board Secretary, the acting President, and the interim Chief Financial Officer (each an "Authorized Officer") are each hereby authorized and directed to approve, execute and deliver any and all agreements necessary to undertake, implement and finance the Project and any and all other financing documents and instruments in the form approved by the Authorized Officers executing the same in the name of and on behalf of the Board/Institution, in as many counterparts as may be necessary, and to affix or impress the official seal of the Institution thereon and to attest the same and such execution and attestation will be conclusive evidence of the approval of the form and content of such agreements and other documents and instruments necessary to undertake, implement and finance the Project. The Authorized Officers are further authorized and directed to do and perform such other acts and to take such actions as may be necessary or required or deemed appropriate to implement the purposes of this Resolution to undertake, implement and finance the Project.

SECTION 4. All resolutions, orders, and other actions of the Board of the Institution in conflict with the provisions of this Resolution to the extent of such conflict are hereby superseded, repealed, or revoked.

SECTION 5. This Resolution shall take effect immediately; and be it further.

RESOLVED: No further approvals by the Board are necessary to implement this Resolution.



Executive Vice President and University Counsel

September 1, 2022

OLD BUSINESS

Nothing to report

NEW BUSINESS

Nothing to report

NEXT MEETING

The next Board meeting will be held on Monday, September 12, 2022. Mr. Acebo requested a motion for the board to move into executive session prior to the public session in order to discuss confidential personnel matters and contractual matters. The motion was moved by Mr. Scott and seconded by Mr. Jacobson. (Yes-Mr. Scott, Mr. Chang, Mr. Fowlkes, Mr. Jacobson, Mr. Lejnieks, Mr. Perez, Dr. Trowell-Harris, Mr. Visconti, Dr. Whittaker; No-None; Abstention- None). The motion passed.

The minutes of the executive session will become available to the public when there is no longer a need for confidentiality regarding these matters.

ADJOURNMENT

There being no further business to come before the Board, Mr. Acebo requested a motion for the board to adjourn the meeting. The motion was moved by Mr. Scott and seconded by Mr. Jacobson. (Yes-Mr. Scott, Mr. Chang, Mr. Fowlkes, Mr. Jacobson, Mr. Lejnieks, Mr. Perez, Dr. Trowell-Harris, Mr. Visconti, Dr. Whittaker; No-None; Abstention- None). The motion passed and the meeting was adjourned.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Andrés Acebo".

Andrés Acebo
Chief of Staff and Secretary to the Board of Trustees