

**New Jersey City University
Board of Trustees
Special Meeting
January 22, 2019**
(Postponed from December 12, 2018)

ATTENDING: Mr. Rafael Perez, *via teleconference*
Mr. James Jacobson, *via teleconference*
Mr. Vij Pawar, *via teleconference*
Mr. Carlos Rendo, *via teleconference*
Mr. Owen Ryan, *via teleconference*
Mr. Joseph Scott, *via teleconference*
Dr. Edward Whittaker, *via teleconference*
Dr. Sue Henderson, *ex officio*

ABSENT: Dr. Steven Chang
Dr. Hendry Coleman
Mr. Edward Fowlkes
Ms. Rania Noubani, *student trustee*

The meeting was called to order at 4:02 p.m. in the Gilligan Student Union Building, Room 317 by Mr. Perez.

NOTICE OF MEETING

Mr. Perez 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 January 17, 2019. Notice of this meeting was also posted on the University's e-mail system and website.

CHAIR'S REPORT

Mr. Perez made a motion for the Board to go into closed session to discuss West Campus investment and real property matters and the negotiation of related leases or contracts, matters which are exempt under the Open Public Meetings Act. The motion was seconded by Mr. Jacobson. (Yes-Mr. Pawar, Mr. Rendo, Mr. Ryan, Mr. Scott; No-None; Abstention-None). The motion passed.

ADJOURNMENT

The meeting was adjourned at 4:06 p.m.

CHAIR'S REPORT

The Board reconvened in public session at 4:18 p.m.

UNIVERSITY BUSINESS, PLANNING, AND INFRASTRUCTURE COMMITTEE

Mr. Perez gave the report on behalf of the University Business, Planning, and Infrastructure Committee and made a motion to approve the resolution with authorization concerning academic program and relationship between New Jersey City University and Joffrey Ballet School and Ground Lease between New Jersey City University and New Jersey City University Foundation, Inc. The motion was seconded by Mr. Jacobson. (Yes-Mr. Pawar, Mr. Rendo, Mr. Scott; No-None; Abstention-Mr. Ryan). The motion passed.

RESOLUTION

AUTHORIZATIONS CONCERNING ACADEMIC PROGRAM AND RELATIONSHIP BETWEEN NEW JERSEY CITY UNIVERSITY AND JOFFREY BALLET SCHOOL AND GROUND LEASE BETWEEN NEW JERSEY CITY UNIVERSITY AND NEW JERSEY CITY UNIVERSITY FOUNDATION, INC.

WHEREAS: The Board of Trustees of New Jersey City University (Board) 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, N.J.S.A. 18A:3B-2, N.J.S.A. 18A:3B-6 a., capital improvements, N.J.S.A. 18A:3B-6 b., University ownership, leasing, disposal of, and use of University property, whether real, personal or mixed, or any interest therein, N.J.S.A. 18A:64-6q., and may determine to use University property as may be necessary or desirable for University purposes including the lease or sublease of real property which the Board determines to be a desirable investment to provide financial benefits or other benefits to the University other than income which is necessary or desirable for University purposes, N.J.S.A. 18A:3B-6 g.; 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 incident 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, N.J.S.A. 18A:64-7; and

WHEREAS: Consistent with the mission of the University to provide a diverse population with an excellent university education and the institutional strategic plan which provides for the enhancement of academic excellence, the development of academic programs of the highest quality, and the achievement of academic, personal, and social student success, the University developed and the Board approved the creation of a program for a Bachelor of Fine Arts degree (BFA), and

- WHEREAS:** The University and the Joffrey Ballet School (Joffrey) are in agreement to offer a BFA in Dance program to University and Joffrey students; and
- WHEREAS:** Aspects of the relationship with Joffrey are conditioned upon necessary and appropriate educational facilities including the construction and occupancy of a proposed performing arts education complex, i.e., the Center for Music, Dance and Theater (CMDT), and an adjacent 500-seat performance venue, i.e., the University Performing Arts Center (University PAC); and
- WHEREAS:** The University/Joffrey relationship involves co-occupancy of CMDT and University PAC Joffrey will pay the University a co-occupancy fee per annum (the “Joffrey Co-Occupancy Fee”) commencing in 2022; and
- WHEREAS:** The finalization of agreement between the University and Joffrey (Joffrey Agreement) and the execution of the BFA in Dance program are anticipated to result in an increased enrollment in the University’s performing arts programs; and
- WHEREAS:** In furtherance of the execution and success of the BFA program there is a need for expanded and new facilities to address existing performing arts education needs and to maintain and grow the University’s leadership position in areas of music, dance and theater; and
- WHEREAS:** The NJCU Foundation, Inc. (Foundation) has agreed to engage a bona fide developer (Developer) to finance and construct the CMDT and University PAC on land known as Block 4 at University Place, which land is owned by the University, subject to a ground lease (Ground Lease) by and between the University (Ground Lessor) and the Foundation (Ground Lessee); and
- WHEREAS:** Commencing in 2022, the Ground Lease will generate an approximate negotiated rent (the “Block 4 Ground Rent”) paid by the Foundation to the University, with an annual escalation of not less than 1.5% over the next fifty years; and
- WHEREAS:** Existing ground leases for Blocks, 1, 2, 3, 5B and 6 at University Place (Other Blocks Ground Leases), are projected to generate ground rent to the University in the aggregate of approximately \$1,400,000 per annum in 2024, with annual escalation of not less than 1.5% over the next fifty years (Other Blocks Ground Rent); and
- WHEREAS:** The Foundation intends to finance the acquisition and acquire the CMDT, University PAC, and three restaurant tenant spaces from the Developer upon completion and issuance of a certificate of occupancy by the City of Jersey City, subject to a long-term, triple-net lease of the CMDT and University PAC by and between the Foundation, as Landlord, and the University, as Tenant (CMDT/PAC lease); and
- WHEREAS:** Pursuant to the CMDT/PAC Lease, the University will pay the Foundation an appropriate agreed upon annual rent (CMDT/PAC Rent); and

WHEREAS: It is the University's plan to allocate the following sources of funds to the payment of the CMDT/PAC rent: (a) the Block 4 Ground Rent; (b) the Other Blocks Ground Rent; and (c) a portion of the Joffrey Co-Occupancy Fee and/or the anticipated net positive cash flow from the operation of the CMDT and University PAC, which sources in the aggregate are projected to be more than sufficient to pay the CMDT/PAC Rent; now be it, therefore

RESOLVED: That on January 22, 2019, the Board authorizes the President and Chief Operating Officer to negotiate the Ground Lease, as Ground Lessor, with the Foundation, as Ground Lessee, on business and economic terms in the interests of the University consistent with the University mission; and be it further

RESOLVED: That, the Board authorizes the President and Chief Operating Officer to negotiate the CMDT/PAC Lease, as Tenant, with the Foundation, as Landlord; and be it further

RESOLVED: That the Board ratifies the Memorandum of Understanding between the University and Joffrey in furtherance of implementation of the BFA in Dance to be offered to University and Joffrey students and authorizes the President to negotiate as necessary and appropriate with Joffrey with the intention and objective of finalizing agreement concerning program, economic, and any other related issues; and

RESOLVED: That, the President and the Chief Operating Officer shall report to the Board at its next regular meeting concerning the status of the negotiations and any other appropriate matters, in furtherance of the implementation of the BFA program and the provision of the arts education complex at University Place described herein.

NEXT MEETING

The next Board meeting will be held on Monday, February 25, 2019 with a retreat followed by committee meetings and public session. Mr. Perez made 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 seconded by Mr. Jacobson. The motion passed. (Yes-Mr. Pawar, Mr. Rendo, Mr. Ryan, Mr. Scott; No-None; Abstention-None).

ADJOURNMENT

There being no further business to come before the Board, Mr. Perez requested a motion to adjourn the meeting. The motion was moved by Mr. Jacobson and seconded by Mr. Ryan. The motion passed. (Yes-Mr. Perez, Mr. Pawar, Mr. Rendo, Mr. Scott; No-None; Abstention-None). The meeting was adjourned at 4:22 p.m.

Respectfully submitted,

Virginia Meléndez
Secretary to the Board of Trustees