

**New Jersey City University  
Special Board of Trustees Meeting  
July 23, 2019**

**ATTENDING:** Mr. Rafael Perez  
Mr. Edward Fowlkes, *via teleconference*  
Mr. James Jacobson, *via teleconference*  
Mr. Vij Pawar, *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. Henry Coleman  
Ms. Stephany Estevez  
Mr. Carlos Rendo

The meeting was called to order at 4:03 p.m. in the Hepburn Hall, 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 July 22, 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 Executive Session to discuss contracts under negotiation and related confidential matters falling within the attorney-client privilege. The matters addressed will become available for public disclosure when there is no longer a need to maintain confidentiality. The motion was seconded by Mr. Jacobson. (Yes-Mr. Fowlkes, Mr. Pawar, Mr. Ryan, Mr. Scott, Dr. Whittaker; No-None; Abstention-None). The motion passed.

**ADJOURNMENT**

The meeting was adjourned at 4:05 p.m.

**CHAIR'S REPORT**

The Board reconvened in public session at 4:28 p.m.

**COMMITTEE REPORTS**

**Executive Committee Report**

Mr. Perez gave the report from the Executive Committee. The matter on the agenda for action involves various Authorizations for the Administration to Finalize and Execute Documents in furtherance of the implementation of the Bachelor of Arts in Dance Program and the construction and provision of new facilities in support of University music, dance, and theater programs.

More specifically, I make a motion to approve the resolution pending before the Board which in summary authorizes the Administration to continue to conclusion finalization of agreements between the Joffrey Ballet and the University for implementation of the Bachelor of Fine Arts in Dance degree program and the conveyance of Block 4 of University Place from the University to the New Jersey City University Foundation, Inc. special purpose entity for the construction of facilities which will become the site of the university's Center for Music Dance and Theater and the University Performing Arts Center and authorizes execution of agreements in substantially the form presented to the Board in Executive Session. The motion also provides authorization to the Executive Committee of the Board to take such supplementary actions as may be needed to assure timely completion and execution of final documents for the project. The motion was seconded by Dr. Whittaker. (Yes-Mr. Fowlkes, Mr. Jacobson, Mr. Pawar, Mr. Ryan, Mr. Scott; No-None; Abstention-None). The motion passed.

## **RESOLUTION**

### **AUTHORIZATIONS CONCERNING MATTERS FOR THE IMPLEMENTATION OF NEW JERSEY CITY UNIVERSITY BACHELOR OF FINE ARTS IN DANCE PROGRAM INCLUDING ESTABLISHMENT OF THE RELATIONSHIP WITH JOFFREY BALLET AND THE COMPLETION AND EXECUTION OF DOCUMENTS FOR THE CONVEYANCE TO THE NEW JERSEY CITY UNIVERSITY FOUNDATION, INC. SPECIAL PURPOSE ENTITY OF LAND TO BE THE SITE OF THE CENTER FOR MUSIC DANCE AND THEATER AND THE UNIVERSITY PERFORMING ARTS CENTER**

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 sale or the disposition of real property which the Board determines to be a desirable investment or use 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: 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 in Dance degree (BFA in Dance), 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: Joffrey will move its principal campus to University Place conditioned upon 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: Pursuant to the move of its principal campus to 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 agreements between the University and Joffrey (Joffrey Agreements) 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 take appropriate actions 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 conditions agreed upon between the University and the Foundation; and

WHEREAS: In furtherance of actions to realize the construction of the CMDT and the University PAC a structure to realize the construction of the CMDT and University PAC has been determined to include University conveyance of Block 4 to the Foundation pursuant to formal agreement of the parties, the Foundation conveyance of Block 4 to the Developer pursuant to formal agreement that mirrors the agreement between the University and the Foundation, the Developer’s financing and construction of a five condominium building, three of which will be conveyed by the Developer to the Foundation (fee simple title) following construction, with two of the three condominiums (CMDT and UPAC) being subject to long-term lease to the University; and

WHEREAS: In furtherance of actions to construct CMDT and University PAC, the Board of Directors of the New Jersey City University Foundation, Inc. have authorized the formation of a special purpose entity and the finalization of various agreements including a project development agreement with the Developer, and purchase and

sale agreements with the Developer (including eventual reversion of all rights and title to the University for the property) and the University; and

WHEREAS: The University and Joffrey have been engaged in negotiation and collaboration to finalize agreements related to their relationship and implementation of the BFA in Dance Program and said agreements including a master services agreement, affiliation agreement and facility license agreement are nearing completion; and

WHEREAS: State colleges and universities are empowered to, use, own, lease, dispose of property, real, personal, or mixed, or any interest, therein, which is necessary or desirable for institutional purposes, N.J.S.A. 18A:64-6q; and

WHEREAS: The State colleges and universities are empowered to invest and reinvest the funds of the institution, N.J.S.A. 18A:3B-6g; 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 New Jersey City University (“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: The Board may determine to use investment assets in the form of property owned by the institution as is necessary or desirable for institutional purposes, N.J.S.A. 18A:64-6q, N.J.S.A. 18A:64-7, and N.J.S.A. 18A:3B-6g; and

WHEREAS: The conveyance of Block 4 to the Foundation in furtherance of construction of CMDT and UPAC is an appropriate use of this investment asset consistent with the University’s higher education mission since it will provide needed modern facilities necessary for the use of and proper support and growth of University Music, Dance and Theater programs and implementation of the BFA in Dance program and the property will eventually revert back to the University as an enhanced and developed asset; now be it

RESOLVED: That the Board of Trustees of New Jersey City University on this 23<sup>rd</sup> day of July 2019 hereby authorizes the President and such other officers and representatives of the University as she may designate to continue the review and negotiation of the draft agreements between the Foundation and the University and those between Joffrey and the University to a conclusion in the interests of the University provided that terms and forms are substantially consistent with the presentation of drafts made to the Board in executive session; and be it further

RESOLVED: That the Board authorizes the President or, if designated by the President, the Vice President and Chief Operating Officer to take such actions and execute such

documents in furtherance of the conveyance of Block 4 to the Foundation provided that terms and forms are substantially consistent with the presentation of drafts made to the Board in executive session; and be it further

RESOLVED: That the President or, if designated by the President, the Vice President and Chief Operating Officer may provide final approval and execute final documents on behalf of the Board and the University subject to review and approval as to form by University Counsel; and be it further

RESOLVED: That the Executive Committee of the Board is authorized to take such supplementary actions on behalf of the Board which may be necessary before the next regular meeting of the Board to assure timely completion and execution of final documents for this project.

### **NEXT MEETING**

The next Board meeting will be held on September 16, 2019. 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. Scott. (Yes-Mr. Fowlkes, Mr. Jacobson, Mr. Pawar, Mr. Ryan, Dr. Whittaker; No-None; Abstention-None). The motion passed.

### **ADJOURNMENT**

There being no further business to come before the Board, Mr. Perez made a motion to adjourn the meeting. The motion was seconded by Mr. Jacobson. (Yes-Mr. Fowlkes, Mr. Pawar, Mr. Ryan, Mr. Scott, Dr. Whittaker; No-None; Abstention-None). The meeting was adjourned at 4:30 p.m.

Respectfully submitted,

Virginia Meléndez  
Secretary to the Board of Trustees