

**NORTH CAROLINA CENTRAL UNIVERSITY
BOARD OF TRUSTEES
SPECIAL MEETING OF THE
EXECUTIVE/PERSONNEL COMMITTEE**

JANUARY 28, 2019

The NCCU Board of Trustees held a Special Call meeting of the Executive/Personnel Committee on January 28, 2019. A public forum was provided in the Chancellor's Conference Room in the Hoey Administration Building. Vice Chairman Barbee called the meeting to order at 4:00 p.m. and recognized Trustee Coleman to call the roll. A quorum was established.

ROLL CALL: Present: Mr. George Hamilton (via telephone conference), Mr. John Barbee (via telephone conference), Mr. James Walker (via telephone conference), Mrs. Oita Coleman (via telephone conference), Mr. Kevin Holloway (via telephone conference), Mr. Michael Johnson (via telephone conference) and Mrs. Karyn Wilkerson
Others Present: Chancellor Johnson Akinleye, Vice Chancellor Cornelius Wooten, Associate Vice Chancellor Akua Matherson, Attorney Hope Tyehimba, Mr. Wilson Jones, Attorney Ken Artin, Attorney Robert Hobson and Ms. Dottie Fuller

ADOPTION OF THE AGENDA: It was moved by Trustee Hamilton and properly seconded by Trustee Johnson that the agenda be adopted. The motion carried.

CHAIR'S REMARKS: Vice Chairman Barbee informed the Board, as Vice Chairman, it is his responsibility to remind all members of the Board of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflict of interest as required by this Act. Vice Chairman Barbee instructed the Board members as follows: Each has received the agenda and related information for this Special Board of Trustees Executive/Personnel Committee meeting. If any board member knows of any conflict of interest or appearance of conflict with respect to any matter coming before the Board of Trustees at this meeting, the conflict or appearance of conflict should be identified at this time. No conflict was presented.

Vice Chairman Barbee recognized Vice Chancellor for Administration and Finance Cornelius Wooten who provided the Housing Update.

Associate Vice Chancellor for Administration and Finance Akua Matherson presented an overview of the three key agreements and purpose, namely:

Development Agreement - presented for review ONLY:

- Define roles and responsibilities for Corvias and Provident during construction;
- Identifies milestone dates, compensation, and contingency plans (temporary housing, force majeure, etc.)

Trustees requested in the Development Agreement, Section 13.13 Waiver of Trial by Jury, that section be amended to outline further options.

Ground Lease Agreement

- Define roles and responsibilities for Provident and NCCU from closing through the expiration of the term (lesser of 50 years or debt term)

It was moved by Trustee Hamilton and properly seconded by Trustee Johnson that the NCCU Board of Trustees, Executive/Personnel Committee approve the Ground Lease Agreement as presented with minor modifications as discussed. The motion carried.

Property Management Agreement – presented for review ONLY

- Define roles and responsibilities for Provident and NCCU beginning at the opening of Phase I
- Includes key performance indicators and termination for convenience / for cause provisions

Trustees requested language in the Property Management Agreement to include a provision to seek minority participation for all contracts.

Further details regarding the three (3) agreements were provided by outside Legal Counsel Ken Artin and Robert Hobson (First Tryon).

Associate Vice Chancellor Matherson also provided the financial update – Initial Project Costs – Development Costs, Financing Costs, Reimbursements to NCCU and the Total Project Costs will not exceed \$124,554,431.

Attorney Hobson (First Tryon) also shared with the trustees the impact on NCCU's A-3 bond rating with Moody's. The P-3 project will be assigned a separate credit rating. No red flags have been raised regarding NCCU's current bond rating with Moody's. However, because NCCU's current rating is a couple of "notches" lower, elasticity will be built into the ratings.

There being no further business, it was moved and properly seconded to adjourn. The motion carried.

Respectfully submitted:

George R. Hamilton, Chairman