

Public Session Minutes

The special meeting of the Morgan State University Board of Regents was called to order by Chairman Kweisi Mfume at 7:02 p.m.

Present: Hon. Kweisi Mfume, Chairman, Regent; General (Ret.) Larry Ellis, Vice Chair, Regent; Hon. Tracey Parker-Warren, Secretary, Regent; Mr. Martin Adu-Boahene, Student Regent; Dr. Harold Carter, Regent; Dr. Linda Gilliam, Regent; Dr. Burney Hollis, Regent; Ms. Emily Hunter, Regent; Dr. Shirley Malcom, Regent; Mr. Wayne Resnick, Regent; Mr. William Sherman, Regent; Mr. Carl Turnipseed, Regent; Mr. Winston Wilkinson, Regent

Absent: Ms. Shelonda Stokes, Regent

Staff: Dr. David Wilson, President; Mr. Sidney Evans, Executive Vice President for Finance and Administration; Mr. Thomas Faulk, Principal Counsel for Morgan State University, Office of the Attorney General; Ms. Julie Goodwin, General Counsel; Mrs. Cassandra Grogan, Executive Administrator for the Board of Regents; Ms. Sherita Harrison, Associate General Counsel; Mr. David LaChina, Associate Vice President for Finance and Administration; Dr. Don-Terry Veal, Vice President for State and Federal Relations and Chief of Staff

Remarks by the Chairman

The Chairman opened the meeting by welcoming Regents, members of the university administration and the general public. The Chairman offered an overview of the agenda and stated that following the Public Session, the Board would convene in Closed Session to address the matters identified as such on the agenda.

Chairman Mfume formally welcomed and introduced Regent Martin Adu-Boahene and yielded the floor to him for brief remarks. Regent Adu-Boahene thanked the Chairman for the warm introduction. He stated that he is excited and honored to be here. He thanked the entire Board, President Wilson and staff as well as the entire student body for allowing him to represent them on the MSU Board of Regents. He added that he looks forward to working with the Board, and also looks forward to learning from everyone as well.

The Chairman then yielded the floor to Regent Malcom, Chair of the Finance and Facilities Committee, and Dr. Wilson to provide an overview on the one item for action.

Final Approval of the MEDCO Phase III Tower 2 Financing

Regent Malcom stated that this matter is part of what we have already been looking at, and that is the overall student housing plan. In this particular case, we are considering one issue – the financing that relates to Tower Two. She noted that the Finance and Facilities Committee had a full and wholesome conversation/discussion regarding this matter. She emphasized that the University has a relationship with the Maryland Economic Development Corporation (MEDCO), which has worked for us on previous occasions – the latest of which is our being able to open a brand new tower for students in August. In this particular case, we are seeking approval to move forward with MEDCO. With regard to Tower Two, it was noted that the University received an investment grade rating from Standard and Poor's to be able to move forward with Phase III. The Finance and Facilities Committee will subsequently come back to the full Board regarding approval as it relates to the associated amended Ground Lease and Air Rights.

Dr. Wilson stated that we are at this point, given the swelling enrollments at the University. We have kept the Board abreast of these developments every step along the way. We are now at a point where we want to move forward and start the process of erecting Tower Two, which would be adjacent to Thurgood Marshall

Hall, if we move forward as planned. We still are hopeful that the second tower will be online in the fall of 2024, housing an additional 604 students. He thanked Chairwoman Malcom and members of the Finance and Facilities Committee. He also thanked Mr. Evans, Mr. LaChina, and all of our colleagues in Finance and Administration for the help and assistance that they have offered along the way to get this project to this point.

Regent Malcom commented that the Finance and Facilities Committee reviewed the term sheet. She noted that MEDCO is looking to borrow up to \$125M to be able to undertake the building of Tower Two. The term sheet has been approved by legal for sufficiency. As such, she motioned for the Board to approve.

Chairman Mfume asked Regent Malcom to provide a broad picture for members of the general public who are not familiar with the background of the project in terms the purpose, size and other details.

Regent Malcom stated that we have a lot more people than we are able to offer housing to, which means that we are put in the position of having to undertake long-term leases that are outside of the University's control and land. Thus, we have a long-term housing plan. The first part of that plan has actually been delivered on, and that is standing up Tower One. Subsequent to that, we not only have Tower Two that we are looking at standing up, but we also will be undertaking the renovation of our legacy housing on a rotating basis so that we are not losing too many beds at one time. This is in addition to the housing that is already here and Morgan View, which complements what we have available. We are trying to do the immediate thing of standing up Tower Two. There is a Dining Hall, which is situated between these towers, that is Morgan's property. She noted that the project not only provides the kind of facilities and amenities that characterize a modern college and university for use by students, but it is also the kind of centerpiece of what we want to be able to offer in terms of a living/learning space and environment. Thus, Tower Two is the next phase of our work. After that we will begin a process of renovation.

Dr. Wilson commented that we started this process by doing a comprehensive housing study on campus several years ago. We knew that we had a tremendous need to add additional on-campus beds to our housing stock. Of course, the challenge has always been how do we do that when the state is not providing us with funds to build residential facilities and we do not have philanthropists that are coming forward and giving us the \$100 million or so in order to do that. We also wanted to be careful that we did not drive the cost of housing so high that it would basically render many of our students who are coming from limited income families to the point where they would struggle to pay the cost. Thus, we are balancing a whole lot of things. With the help of Mr. Evans and our colleagues in Finance and Administration, we teamed up with MEDCO. Then we got a sense from our students as to the type of housing that they preferred, and we went forward. The agreement initially resulted in MEDCO building for us the new Thurgood Marshall Hall – 670 beds that successfully opened August 1st of this year in time for us to move in the students that were returning for the fall of 2022. Along the way, that housing study did indicate that we would need to go forward and perhaps build two additional residential facilities on campus. One is the tower that Chairwoman Malcom has just referenced, which would be the second tower on that particular site. And then of course, we put in front of the Board that we would also consider perhaps a third tower at some point. This would be at the site where O'Connell Hall is currently located. We previously brought before the Board that the third phase would be to look at building yet a third tower there that would house an additional 600 students.

Dr. Wilson stated that we also have legacy buildings on campus. Some of them have not been renovated in decades. And it is time for us also to move forward with a well-coordinated plan to do that. The Board has approved that seven-to-eight-year strategy and we are well along now and executing that along with this particular tower. But the next phase is to start renovating some of these legacy buildings. And so, as it stands now, we are looking to perhaps take two of those smaller residential facilities (Baldwin and Cummings) offline as soon as the students move out in May, and then take a year for renovations and bring them back online. Then of course, with the new facility that would open in the fall of 2024, we think this would give us an opportunity to get out of at least one lease that we have off-campus.

The Chairman thanked Dr. Wilson and members of the university administration. He also thanked Dr. Malcom, who has worked on this relentlessly, and members of the Finance and Facilities Committee who

have had to come together sometimes on short notice as this thing has developed under her leadership and have all worked together to get us to this particular point.

Regent Carter commented that the necessity for additional housing supersedes the recent spike in enrollment. Even though the University has been extremely blessed to have the heightened enrollment, particularly this year, housing is still something that predates the pandemic. Chairman Mfume and Regent Malcom agreed.

Chairman Mfume opened the floor for a motion to approve the MEDCO Phase III Tower 2 Financing. It was MOVED by Regent Malcom and SECONDED by Regent Carter. The MOTION CARRIED unanimously.

Mr. Faulk noted, for clarification, that the Board's approval of the MEDCO Phase III Tower 2 Financing also authorizes the President to execute the amended Ground Lease and Air Rights, which have been approved for legal form and sufficiency and nearing completion. He also noted that the Board has previously seen and approved the leases. The item coming forward now is simply an amendment to what was reviewed and approved to accommodate Tower 2.

Minutes

The Chairman opened the floor for a motion to adopt the minutes from the August 2, 2022 Board meeting. It was MOVED by Regent Hollis and SECONDED by Regent Wilkinson. The MOTION CARRIED unanimously.

Public Session Adjournment

The Chairman announced that the Board would convene in Closed Session to discuss Campus Safety and the Office of Legislative Audits (OLA) Report, which are matters specifically exempt from public consideration under § 3-305(b)(1)(7)(8)(10)(12) of the Open Meetings Act. The Board may reconvene in Public Session at the conclusion of the Closed Session, if necessary.

After reading the citation into the record, Chairman Mfume opened the floor for a motion to adjourn the Public Session to move into Closed Session. It was MOVED by Regent Gilliam and SECONDED by Regent Hollis to adjourn the Public Session. The MOTION CARRIED unanimously.

The Public Session adjourned at 7:32 p.m.

**MORGAN STATE UNIVERSITY
CITATION OF AUTHORITY FOR CLOSING A MEETING
UNDER THE OPEN MEETINGS ACT
SPECIAL BOARD OF REGENTS MEETING**

Date: Monday, October 3, 2022

Time: 7:00 p.m.

Location: Virtual

Motion to close meeting made by: Regent Giliam

Seconded by: Regent Hollis

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regent Stokes

THE STATUTORY AUTHORITY TO CLOSE THIS MEETING CAN BE FOUND AT (check all that apply):

General Provisions Article, § 3-305 (b)(1)(7)(8)(10)(12):

(1) (i) To discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees, or officials over whom this public body has jurisdiction; or (ii) any other personnel matter that affects one or more specific individuals;

(2) To protect the privacy or reputation of individuals concerning a matter not related to public business;

(3) To consider the acquisition of real property for a public purpose and matters directly related thereto;

(4) To consider a matter that concerns the proposal for a business or industrial organization to locate, expand, or remain in the State;

(5) To consider the investment of public funds;

___ (6) To consider the marketing of public securities;

X (7) To consult with counsel to obtain legal advice on a legal matter;

X (8) To consult with staff, consultants, or other individuals about pending or potential litigation;

___ (9) To conduct collective bargaining negotiations or consider matters that relate to the negotiations;

X (10) To discuss public security, if the public body determines that public discussion would constitute a risk to the public or to public security, including: (i) the deployment of fire and police services and staff; and (ii) the development and implementation of emergency plans;

___ (11) To prepare, administer, or grade a scholastic, licensing, or qualifying examination;

X (12) To conduct or discuss an investigative proceeding on actual or possible criminal conduct;

___ (13) To comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter;

___ (14) Before a contract is awarded or bids are opened, to discuss a matter directly related to a negotiating strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process.

General Provisions Article, § 3-103 (a):

___ (1) To carry out an administrative function;

___ (2) To carry out a judicial function;

___ (3) To carry out a quasi-judicial function.

FOR EACH CITATION CHECKED ABOVE, THE REASONS FOR CLOSING AND TOPICS TO BE DISCUSSED:

1. To discuss Campus Safety.
2. To discuss the Office of Legislative Audits (OLA) Report.

THE BOARD MAY RECONVENE IN PUBLIC SESSION AT THE CONCLUSION OF THE CLOSED SESSION IF NECESSARY TO TAKE ANY FINAL AND BINDING ACTION.

This statement is made by Kweisi Mfume
Chairman of the Board of Regents

SIGNATURE:



***** FOR USE IN MINUTES OF NEXT REGULAR MEETING: *****

TOPICS DISCUSSED AND ACTION(S) TAKEN (IF ANY):