

**UNIVERSITY OF MASSACHUSETTS**

**AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER**

**MINUTES OF THE MEETING OF THE  
BOARD OF TRUSTEES**

**Wednesday, May 5, 2004; 9:15 a.m.**

**Massachusetts Room**

**Mullins Center**

**University of Massachusetts**

**Amherst, Massachusetts**

**Trustees Present:** Chair Fey; Vice Chair Giblin; Trustees Austin, Boyle, Brathwaite, DiBiaggio, Dubilo, Fatemi, Karam, Marcalo, Moes, O'Shea, Rainey, Reed, Sheridan and White

**Trustees Absent:** Trustees Cassel, Kennedy, McCarthy, James Mahoney, Robert Mahoney and Morand

**University Administration:** President Wilson; General Counsel O'Malley; Vice Presidents Julian, Chmura, Gray and Lenhardt; Ms. Harrington; Associate Vice President for Academic Affairs; Chancellors Lombardi, Gora, MacCormack, Hogan and Lazare

**Faculty Representatives:** Professor O'Connor and Professor May, UMASS Amherst; Professor Schwartz, UMASS Boston; Professor Carter, UMASS Lowell; Dr. Cooke, UMASS Worcester

Chair Fey convened the meeting at 9:15 a.m.

The first item on the agenda was the **Chair's Report**. Chair Fey reported that this is President Wilson's first meeting since elected President by the Board. There is a sense of stability and the University is winning friends from the state house to the board rooms. Growing support was in evidence last week at a reception at the State House held to introduce the President to the legislators.

Today also marks the end of another era, Trustees Fatemi, Marcalo, Morand, Reed and Brathwaite have completed their terms as student Trustees. They have done an outstanding job and their perspectives have been valuable in our recent deliberations.

Chair Fey thanks each Student Trustee and presents them with a gift card for a University Chair.

Chair Fey congratulated the Boston campus and Chancellor Gora on the opening of the new Campus Center and the building itself which has already transformed life on the Boston campus. She thanked Trustee Robert Mahoney and George Russell, the

**Board of Trustees**  
**May 5, 2004**

Executive Vice President for Community Affairs at State Street Corporation for co-chairing the event with her.

The next item was the **President's Report**. President Wilson expressed his appreciation to Chancellor Lombardi for his hospitality over the past two days. He then reported on the recent Conference on Undergraduate Research which included all five campuses led by the Commonwealth Honors College with more than 300 undergraduates from 28 Massachusetts public higher education institutions presenting their research projects.

President Wilson reported on the new Massachusetts High Tech Council brochure which highlights the Council's support for UMASS developing into a top tier research university. He also gave an update on the state budget – the House recently completed its initial work on the FY05 budget – all of the key line items including collective bargaining funds add up to \$394.8 million which compares to \$369.8 million for the current year – if the House budget becomes law, we will still be \$100 million below our pre-recession mark.

President Wilson reported on the near completion of two Chancellor evaluations for Jean MacCormack at UMASS Dartmouth and Jo Ann Gora at UMASS Boston. He thanked the Review Committees: Vice President Chmura, Daniel Bogan, James Karam, Stacey Rainey, Beverly Swan and Adrian Tinsely (UMASS Dartmouth review) and Vice President Stephen Lenhardt, Karl White, William Kennedy, Kay Sloan and Gloria Larson (UMASS Boston Review).

President Wilson then gave an update on the 2004 Report on Annual Indicators, a key component of the Performance Measurement System. Each campus benchmarks itself against peer institutions that share its mission and other characteristics. This report will soon be filed with the Legislature and the Governor.

System-wide highlights of the report included: academic quality continues to rise with steadily rising SAT scores and high GPA's for entering first-time, full-time students; the financial cushion and debt service are within the range of peer systems; the research enterprise has grown to over \$320 million; private fund raising and endowment assets are increasing; and student one-year retention and six year graduation rates are comparable to national averages.

President Wilson continued by noting the challenges ahead including the need to increase efforts raising non-state revenues. He then thanked those on the campuses and the President's Office that helped gather this data especially Kate Harrington, Associate Vice President for Academic Affairs.

Board of Trustees  
May 5, 2004

The next item on the agenda was **Consideration of Minutes of the Previous Meetings of the Board.**

It was moved, seconded and

**VOTED:** To approve the minutes of the February 4, 2004 and March 24, 2004 meetings of the Board.

Chair Fey then called on Trustee Fatemi to give the **Student Trustee Report, UMASS Amherst.** Trustee Fatemi talked about the student groups on the Amherst campus and their dedicated work with volunteer activities. One particular group, Student Helping Area Reach out Efforts (SHARE) incorporates their volunteer work with their academic careers. Some of their activities include work with after school care programs, tutoring and Habitat for Humanity.

Trustee Fatemi then thanked the Trustees, Chancellor Lombardi and her fellow students for their dedication and support.

Chair Fey introduced the **Consent Agenda.** It was moved, seconded and

**VOTED:** To accept the following Audit Report on the Board Consent Agenda:

1. University Auditing Activity Report (Doc. T04-027)

The next item on the agenda was the **Report of the Committee on Academic and Student Affairs.** Trustee White, Chair of the Committee reported that the Committee met on April 21<sup>st</sup>. Associate Vice President Harrington had led a discussion on the undergraduate experience of students who participate in Honors Programs at UMASS Amherst, (Lisa Franks and Kristen Ierardi) Boston, (Walter Martinez) Dartmouth (Amelia Thomas) and Lowell (Rebecca Spolarich). Dean Linda Slakey of Commonwealth College was also present.

The students presented their research projects that served as their honors thesis. Dean Slakey spoke of the mix of students who participate in Commonwealth College and the opportunities available to those students. There are over 3,500 honors students across the system.

The first action item considered by the Committee was **Revisions to the Student Code of Conduct, UMASS Amherst.** The revisions clarified the definition of endangering behavior, adding facsimiles of weapons to prohibited items and changed the terms of parental notification.

**Board of Trustees**  
**May 5, 2004**

It was moved, seconded, and

**VOTED:** To approve the revisions to the Code of Student Conduct of the University of Massachusetts Amherst as contained in Doc. T94-059, as amended.

The next item was the **Appointment to Named Professorship, UMASS Amherst.** Professor Thomas P. Russell's work was noted as path-breaking, seminal and fundamental.

It was moved, seconded and

**VOTED:** To concur with the President in the appointment of Thomas P. Russell as a Distinguished Professor at the University of Massachusetts Amherst. (Doc. T04-028)

Chair White thanked Associate Vice President Harrington and stated that the **Awards and Appointments of Tenure** would be taken up in Executive Session.

The next item on the agenda was the **Report of the Athletic Committee.** Trustee Moes, Chair of the Committee reported that the Committee met on March 3rd. The Committee had heard reports from the Athletic Directors and focused on the impact of budget cuts. John McCutchen was introduced as the newly hired Athletic Director on the Amherst campus.

There was also discussion about the new code of conduct for athletes on the Amherst campus. It was suggested that this policy be shared among the campuses.

The next item on the agenda was the **Report of the Development Committee.** Trustee Austin, Vice Chair of the Committee reported that the Committee met on April 20th. He first reported on the recent Gala opening of the UMASS Boston Campus Center. It was a successful event with Boston's community leadership in attendance paying tribute to the evening's honorees. He thanked Chancellor Gora and her team for a great evening that raised over \$500,000.

The Amherst campus continues with its work on the fundraising front with a strong commitment in reaching its \$25 million goal for this fiscal year. The Dartmouth and Lowell campuses are behind in their efforts; Lowell is ending its dependence of in-kind gifts and the Dartmouth campus is searching for a new head of Institutional Advancement.

**Board of Trustees**  
**May 5, 2004**

The Worcester campus is also dependent on a specific principal gift prospect coming through before June 30 if it is to meet its year-end goal. A permanent head of Institutional Advancement, Mr. Rodney Miller has been hired.

It was noted that the Committee will work together with the Chancellors to set appropriate targets for the coming fiscal year and to engage President Wilson in the overall fundraising efforts. Chair Mahoney and the Committee will work with the development teams to pick the pace back up for FY2005.

Trustee Austin ended the report by announcing the UMASS Night at the Pops on Wednesday, June 23 continuing this successful UMASS Alumni and friend's tradition.

The next item was **Delegation of Authority**. General Counsel O'Malley reported that this action authorizes the President to take all actions necessary to appoint an Executive Director of the newly established Massachusetts Technology Transfer Center.

It was moved, seconded and

**VOTED:** **WHEREAS**, the Legislature has established the Massachusetts Technology Transfer Center at the University of Massachusetts;

**WHEREAS**, the purpose of the Center is to "facilitate the transfer of technology from the Commonwealth's research institutions to the Commonwealth's industries, for productive use by such industries;"

**NOW THEREFORE,**

The President is authorized to take any and all actions on behalf of the Board of Trustees that are delegated to the Board under G.L. c. 75 S 45(a), including but not limited to, the appointment of an Executive Director of the Center and the approval of appointments to the advisory committee relative to the Center.

In making an appointment to the position of Executive Director of the Center, the President is authorized and directed to do so in consultation with the Director of Business and Technology in the executive branch. (Doc. T04-033)

The next item was **Appointments to the Governance Committee**. Chair Fey has asked Trustee Moes to remain as Chair, Trustee Rainey as Vice Chair and Trustees Giblin and White as Committee members. The Committee will consider the leadership

Board of Trustees  
May 5, 2004

and governance structure of the Board and report back to the Board with their findings at the August meeting.

Chair Fey then announced the Board would enter **Executive Session** to consider **Appointments with Tenure, UMASS Amherst, UMASS Boston, Awards of Tenure, UMASS Amherst and UMASS Boston, an Honorary Degree, UMASS Boston and a Personnel Discussion.** Chair Fey announced that the Board would reconvene in open session in approximately twenty minutes.

It was moved, seconded and

**VOTED:** To enter **Executive Session** to consider **Appointments with Tenure, UMASS Amherst, UMASS Boston, Awards of Tenure, UMASS Amherst and UMASS Boston, an Honorary Degree, UMASS Boston and a Personnel Discussion.**

Chair Fey voted for the motion as did Vice Chair Giblin, Trustees Austin, Boyle, Brathwaite, DiBiaggio, Dubilo, Karam, Marcalo, Moes, O'Shea, Rainey, Sheridan and White. The time was 9:58 a.m.

At 10:18 a.m. the Board reconvened in **Open Session.** The next item was **Terms and Conditions of Employment.** Chair Fey then made the following motion:

**MOVED:** In furtherance of the appointment of Jack M. Wilson as President of the University on March 24, 2004, to authorize the Chair to negotiate and agree to the terms and conditions of said appointment consistent with the provisions of the Trustee Policy on Executive Compensation (Doc. T93-062, as revised), provided that the annual salary shall not exceed \$400,000. (Doc. T04-034)

The motion was seconded; Chair Fey asked if there was any discussion. Trustee Boyle voiced his opposition to the process and suggested the Board appoint a Compensation Committee to consider President Wilson's terms and conditions of employment. Trustee Boyle indicated that he had not seen former President William Bulger's contract and objected to one person having the power to determine the terms.

Chair Fey indicated that the formation of a Compensation Committee would require By-Law revisions. She requested that the Governance Committee review the feasibility of establishing such a Committee. At this time, however, Chair Fey intends to contact each Trustee regarding the terms and conditions of President Wilson's contract before such agreement is finalized.

**Board of Trustees**  
**May 5, 2004**

The motion was then:

**VOTED:** In furtherance of the appointment of Jack M. Wilson as President of the University on March 24, 2004, to authorize the Chair to negotiate and agree to the terms and conditions of said appointment consistent with the provisions of the Trustee Policy on Executive Compensation (Doc. T93-062, as revised), provided that the annual salary shall not exceed \$400,000. (Doc. T04-034)

Trustee Boyle voted against the motion.

The next item was the **Report of the Committee on Administration, Finance and Audit.** Trustee Dubilo, Chair of the Committee reported that the Committee had met on April 29th and heard an in depth presentation from Vice President Lenhardt related to the overall operating and capital financial condition of the University. The report included information on trend and peer comparisons. It was noted that the University is in good shape and needs to continue its efforts with the Capital and Physical plant area and private fund raising activity.

The Committee approved **Amendments to the University's Capital Plan** which will help improve the facilities on each of the five campuses. It was moved, seconded and

**VOTED:** To amend the University of Massachusetts Five-Year Capital Plan as contained in Document T03-046 by adding the following new projects:

Renovation and repairs to Health Center at the Amherst campus. The total project cost of the project is estimated to be \$5,500,000.

Renovation and equipping of Locker Rooms, Beacon Fitness Center and Clark Athletic Center at the Boston campus. The total project cost of the project is estimated to be \$500,000.

Renovation, equipping and construction of an addition to the Violette Research Building at the Dartmouth campus. The total project cost for the project is estimated to be \$11,000,000.

Medical Office Building project at the Worcester campus. The total project cost of the facility is estimated to be \$20,000,000.

Board of Trustees  
May 5, 2004

And further to amend the University of Massachusetts Five-Year Capital Plan as contained in document T03-046 by increasing the total project cost of the Parking Garage project at the Lowell campus from \$9,000,000 to \$13,000,000. (Doc. T03-046, Addendum 1)

The next item was **Amendments to Amherst Campus Capital Plan** which will finance the construction of student housing on the Amherst campus.

It was moved, seconded and

**VOTED:** To further amend the University of Massachusetts Five-Year Capital Plan as contained in document T03-046 by increasing the total project cost of the Amherst Student Housing project from an estimated \$85,000,000 to \$105,000,000.

And further,

That the University reasonably expects to incur debt to reimburse expenditures, including expenditures made within one year from the date of this vote, temporarily advanced from internal funds or internal loans for the design and construction of student housing at the Amherst campus, the maximum principal amount of debt expected to be issued for such project, including for reimbursement purposes, being \$105,000,000.

And further,

**WHEREAS**, the University of Massachusetts Building Authority (the Building Authority ) was created by Chapter 773 of the Acts of 1960 of the Commonwealth of Massachusetts (the Commonwealth) (said Chapter 773, as amended, being hereinafter called the Enabling Act ) as a body politic and corporate and a public instrumentally of the Commonwealth;

**WHEREAS**, the Building Authority was created by the Enabling Act for the general purposes of aiding and contributing to the performance of the educational and other purposes of the University of Massachusetts (the University ) by providing dormitories, dining commons and other buildings and structures for the use of the University, its students, staff and their dependents and for lease to or use by an organization or association, in any form, of students or others the activities of which are a part of the activities at the University and subject to regulation by the Board of Trustees of the University (the Trustees ), a research, foundation or other



Board of Trustees  
May 5, 2004

research organization the operation of which in conjunction with the University is approved by the Trustees or other entity and activities of which are approved by the Trustees as furthering the purposes of the University;

**WHEREAS**, the Building Authority is authorized by the Enabling Act, among other things, (a) To construct buildings or structures and to acquire, add to, alter, enlarge, reconstruct, remodel and do other work in or upon or respecting any building or structure, in each case upon written request made by authority of the Trustees; and to provide and install furnishings, furniture, machinery, equipment, facilities, approaches, driveways, walkways, parking areas, planting and landscaping in or for or related to any such building or structure; provided that such approaches, driveways, parking areas, planting and landscaping be approved by authority of the Trustees; (b) To borrow money from time to time to achieve any one or more of its corporate purposes and to refund obligations earlier incurred for any such purpose and for refunding, and to issue and sell its revenue bonds and notes therefore, payable solely from its revenues;

**WHEREAS**, The Massachusetts Health and Educational Facilities Authority ( HEFA ) or the Massachusetts Development Finance Agency ( MDFA ) in the judgment of the President provides a suitable alternative to financing projects to effectuate the projects in the Capital Plan;

**WHEREAS**, the Treasurer is authorized to make expenditures for said Capital Plan from non-appropriated funds, which expenditures are to be reimbursed from the proceeds of financing issued through the Authority, HEFA or MDFA;

**WHEREAS**, in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that one or more of the aforementioned Authorities or Agencies initiate the projects described by the following:

**NOW THEREFORE, BE IT RESOLVED THAT,**

1. The President of the University be and he hereby is authorized in the name and on behalf of the Trustees to make a written request of any or all of the Authorities or Agencies listed above that such Authorities or Agencies initiate:

(a) Any or all of the projects set forth in the FY2004 Five-Year Capital Plan for the University Doc. T03-046, as amended as long as the estimated total project cost does not exceed the estimated total project cost listed in Doc. T03-046, as amended by more than 20%; and

(b) Any other construction of or respecting or renovation, repair, remodeling or other work in or upon or respecting any building or structure owned or used or to be owned or used by the University or the Authority, or the provision, installation, renovation, repair or remodeling of or other work upon or respecting any furnishings, furniture, machinery, equipment or facilities with respect to any such building or structure, all as may be requested of the Authority in writing from time to time by the President of the University, the Executive Vice President of the University or the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, the making of any such request being hereby authorized.

2. The projects to be initiated by the Authorities or Agencies in accordance with the request authorized to be made in Section 1 of this resolution may in the discretion of the Authorities or Agencies be undertaken separately or together for financing purposes.

3. The President of the University and all other officers of the University be and they are and each acting singly is authorized and directed to request the Commissioner of Administration to approve in writing the undertaking by the Building Authority of the projects a request for which is hereby authorized and to do such other things and to take such other action as to the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

4. This vote is intended as the expression of the University's official intent under Section 1.150-2(d) (1) and (e) of the regulation promulgated by the United States

Board of Trustees  
May 5, 2004

Treasury Department under the Internal Revenue Code of 1986, as amended, toward the issuance of revenue bonds under the Enabling Act or other applicable legislation for financing and refinancing the cost of any or all of the projects described in paragraph (c) or 1(b) above.

And further,

The Board of Trustees authorizes the President and the Amherst Campus to enter a ground lease with the University of Massachusetts Foundation or other appropriate 501(c)(3) organization for the purpose of engaging a private firm to design, finance, build and manage a student housing project if the President and the Amherst campus deem said approach necessary or desirable. (Doc. T03-046, as amended)

The next item was the **Authorization for the Use of University Property, UMASS Dartmouth**. This action will allow the Dartmouth campus to use property for a State Marine Fisheries Institute.

It was moved, seconded and

**VOTED:** That the Board of Trustees approves and authorizes the use of University property by the Department of Marine Fisheries (DMF) for the construction, operation and maintenance of a building for the Department of Marine Fisheries and the Marine Fisheries Institute (MFI). Said property is located at the School of Marine Science and Technology (SMAST) site in New Bedford. The building will be paid for and used by DMF. No University funds will be provided for the construction or operation of the facility. If the facility ceases to be used by DMF for the stated purposes the facility shall revert in its entirety to UMD with exclusive right to reassign its use. (Doc. T04-041)

The next item was **Authorization to Purchase Property, UMASS Amherst**. This action would allow the Amherst campus to purchase five fraternity houses adjacent to the campus.

It was moved, seconded and

**VOTED:** To authorize the Amherst campus to purchase five fraternity houses adjacent to the campus at a cost to be negotiated by the Commonwealth of Massachusetts Division of Capital Asset Management and approved by the President of the University or his designee. (Doc. T04-045)

Board of Trustees  
May 5, 2004

Trustee Dubilo then excused himself from the meeting due to a potential conflict of interest.

Trustee Karam, Vice Chair of the Committee on Administration, Finance and Audit introduced the next item for action, **Authorization to Transfer Endowment Funds to the UMASS Foundation.**

It was moved, seconded and

**VOTED:** **WHEREAS,** The University of Massachusetts Foundation has been established to assist the University of Massachusetts in private fund raising and the management of endowment funds and

**WHEREAS,** The University of Massachusetts and the Foundation will enter into an agreement to assure that University funds are separately accounted for and held as agency funds

**NOW, THEREFORE, BE IT RESOLVED THAT,**

The University of Massachusetts Trustees authorizes the transfer of endowment funds of the University of Massachusetts to the University of Massachusetts Foundation and that an appropriate agreement for such purposes shall be executed between the parties. (Doc. T04-043)

The next item **Approval of Capital Projects** authorizes the UMASS Building Authority to initiate projects in the University's Capital Plan.

It was moved, seconded and

**VOTED:** **WHEREAS,** The University of Massachusetts Building Authority (the "Authority") is authorized by Chapter 773 of the Acts of 1960, as amended (the "Enabling Act"), among other things, to provide dormitories, dining commons and other buildings and structures for the use of the University of Massachusetts (the "University"), its students, staff and their dependents and certain organizations related to the University, to alter, enlarge, reconstruct, remodel and do other work in or upon or respecting any building or structure, to provide and install furnishings, furniture, machinery, equipment and facilities in or for or related to any such building or structure and to initiate projects for such purposes upon written request made by authority of the Board of Trustees

**Board of Trustees**  
**May 5, 2004**

(the “Trustees”) of the University and upon written approval from the Commissioner of Administration; and

**WHEREAS**, In the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Authority initiate the projects described below;

**NOW, THEREFORE, BE IT RESOLVED THAT**

1. The President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, are hereby authorized in the name and on behalf of the Trustees to make a written request of the Authority that the Authority initiate the following projects:

- (a) (i) the renovation and equipping of and the construction and equipping of an addition to the Violette Research Building at the Dartmouth campus of the University to provide facilities for a botulinum research center and other purposes deemed appropriate by the University and (ii) the renovation and equipping of the men’s and women’s locker rooms in the Beacon Fitness Center and the Clark Athletic Center at the Boston campus of the University; and (iii) the renovation and equipping of the Health Center at the Amherst campus of the University; and

- (b) any other construction of or respecting or renovation, repair, remodeling or other work in or upon or respecting any building or structure owned or used or to be owned or used by the University or the Authority, or the provision, installation, renovation, repair or remodeling of or other work upon or respecting any furnishings, furniture, machinery, equipment or facilities with respect to any such building or structure, all as may be requested of the Authority in writing from time to time by the President of the University, the Executive Vice President of the University or the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, the making of any such request being hereby authorized.

**Board of Trustees  
May 5, 2004**

2. The Authority is hereby requested to provide additional financing for the construction of the parking garage at the Lowell campus of the University originally financed by the Authority's Project Revenue Bonds, Senior Series 2003-1, and the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, are hereby authorized to make a written request of the Authority that the Authority issue its bonds to provide such additional financing in an amount (including the costs of issuance of such bonds and capitalized interest, if any) not to exceed the amount set forth in such request (and such additional financing shall not exceed the amount set forth in such request).
3. Any of the projects to be initiated by the Authority in accordance with any request authorized to be made in Section 1 of this resolution may in the discretion of the Authority be undertaken separately or together for financing purposes, and the additional financing authorized in Section 2 of this resolution may in the discretion of the Authority be provided separately or together with the provision of financing for any one or more such projects or any one or more projects a written request for the initiation of which by the Authority has been authorized by the Trustees other than by this resolution (or by any combination of any of the projects referred to above in this sentence).
4. The President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, and each other officer of the University, acting alone, are hereby authorized to request the Commissioner of Administration from time to time to approve in writing the undertaking by the Authority of any of the projects a request for which is authorized in Section 1 of this resolution and to do such other things and to take such other action as the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.
5. The authorization in this resolution of a written request of the Authority that the Authority initiate the project described in clause (a)(ii) of Section 1 of this resolution is not intended to limit the generality of the written request authorized in Section 1(a) of the

**Board of Trustees  
May 5, 2004**

vote adopted by the Trustees on February 4, 2004 identified as “ACTION ITEM #b, 5: Amendment to Amherst Capital Plan and Other Actions” and as “DOC. & VOTE I.D. #: T03-046, as amended.”

6. This resolution is intended as the expression of the University’s official intent under Section 1.150-2(d)(1) and (e) of the regulations promulgated by the United States Treasury Department under the Internal Revenue Code of 1986, as amended, toward the issuance of revenue bonds under the Enabling Act for financing and refinancing the cost of any or all of the projects described in Section 1 or Section 2 of this resolution. (Doc. T04-036)

The next item was **Authorization for the Refunding of Existing Debt.** It was moved, seconded and

**RESOLVED:** That the issuance by the University of Massachusetts Building Authority (the “Authority”) of bonds (in one or more series) or notes (in one or more series) for the purpose of refunding any or all of the outstanding indebtedness of the Authority, including indebtedness of the University of Lowell Building Authority and indebtedness of the Southeastern Massachusetts University Building Authority, is hereby approved, and the President of the University of Massachusetts (the “University”), the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, and each other officer of the University, acting alone, are hereby authorized in the name and on behalf of the Trustees of the University (the “Trustees”) to approve in writing the issuance by the Authority of bonds (in one or more series) for such purpose or notes (in one or more series) for such purpose.

That the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, and each other officer of the University, acting alone, are hereby authorized to do all

**Board of Trustees**  
**May 5, 2004**

other things and to take all such other action as the officer or officers so acting shall, as conclusively evidenced by the taking of the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized, including without limitation the execution, sealing and delivery of contracts (which are hereby authorized) on behalf of the Commonwealth or the Trustees (including without limitation contracts entered into by the Commonwealth, acting by and through the Trustees, with the Authority (to which the Trustees may but need not be a party) for state financial assistance in the form of a guaranty by the Commonwealth of bonds (in one or more series) or notes (in one or more series) of the Authority, all as provided in and subject to the Enabling Act), the execution of any such contract by the signer thereof on behalf of the Commonwealth and the Trustees conclusively to evidence that such contract is authorized by this Resolution.

That in addition to the authorizations granted by this resolution to the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University, the Vice President for Management and Fiscal Affairs and Treasurer of the University and each other officer of the University, and without limiting any such authorizations, the Trustees, pursuant to Chapter 75, Section 3A of the Massachusetts General Laws and every other authority thereunto the Trustees enabling, hereby delegate to the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, and each other officer of the University, acting alone, the power to do all acts and things and exercise all powers each officer of the University is authorized by this resolution to do or exercise, such delegation being intended to be commensurate with the authorizations granted to each such officer by this resolution, and such delegation being in the judgment of the Trustees necessary or desirable. (Doc. T04-037)



Board of Trustees  
May 5, 2004

The next item was to Approve a Service and Management Contract Between the University and the University of Massachusetts Building Authority. It was moved, seconded and

**RESOLVED:** That the making of a Contract for Management and Services 2004 Projects among The Commonwealth of Massachusetts (the “Commonwealth”), acting by and through the Board of Trustees (the “Trustees”) of the University of Massachusetts (the “University”), the Trustees and University of Massachusetts Building Authority (the “Authority”) pursuant to Chapter 773 of the Acts of 1960, as amended (the “Enabling Act”), and pertaining to the undertaking by the Authority of projects for which requests have been authorized by the Trustees, be and the same hereby is authorized; that the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, be and hereby are authorized, in the name and on behalf of the Commonwealth and the Trustees, to sign, seal with common seal of the University and of the Trustees, acknowledge if deemed advisable and deliver a Contract for Management and Services 2004 Projects substantially in the form presented to this meeting, subject to such changes, insertions and omissions (including changes in the title of such Contract to reflect any change in the projects to which such Contract pertains) as may be approved by the signer of such Contract on behalf of the Commonwealth and the Trustees; that the form of such Contract for Management and Services 2004 Projects presented to this meeting and each term, condition and provision therein contained be and the same hereby are approved, subject to such changes, insertions and omissions as may be approved by the signer of such Contract on behalf of the Commonwealth and the Trustees; and that the execution of such Contract for Management and Services 2004 Projects by the signer of such Contract on behalf of the Commonwealth and the Trustees shall be conclusive evidence (a) of the approval by such signer of any such changes, insertions or omissions and the authorization of the same and (b) that the form of Contract for Management and Services 2004 Projects so executed (with approved changes, insertions and omissions, if any) is as hereby authorized and approved.

**Board of Trustees**  
**May 5, 2004**

That each of the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University, and the Vice President for Management and Fiscal Affairs and Treasurer of the University, acting alone, and each other officer of the University, acting alone, are hereby authorized to do such other things and to take such other actions as the officer or officers so acting shall, as conclusively evidenced by their doing any of the things or taking any of the actions hereby authorized, deem necessary or desirable to be done or taken to carry out the Contract for Management and Services 2004 Projects authorized above and to carry out any project (or the financing thereof) a request to initiate which has been made to the Authority by the authority of the Trustees, including without limitation the execution, sealing and delivery of contracts (which are hereby authorized) on behalf of the Commonwealth or the Trustees (including without limitation contracts entered into by the Commonwealth, acting by and through the Trustees, with the Authority (to which the Trustees may but need not be a party) for state financial assistance in the form of a guaranty by the Commonwealth of bonds (in one or more series) or notes (in one or more series) of the Authority, all as provided in and subject to the Enabling Act), the execution of any such contract by the signer thereof on behalf of the Commonwealth and the Trustees conclusively to evidence that such contract is authorized by this Resolution.

That in addition to the authorizations granted by this resolution to the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University, the Vice President for Management and Fiscal Affairs and Treasurer of the University and each other officer of the University, and without limiting any such authorizations, the Trustees, pursuant to Chapter 75, Section 3A of the Massachusetts General Laws and every other authority thereunto the Trustees enabling, hereby delegate to the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, and each other officer of the University, acting alone, the power to do all acts and things and exercise all powers each officer of the University is authorized by this resolution to do or exercise, such delegation being intended to be commensurate with the authorizations granted to each such

Board of Trustees  
May 5, 2004

officer by this resolution, and such delegation being in the judgment of the Trustees necessary or desirable. (Doc. T04-038)

The next item was **Approval of a Contract Between the University and the University of Massachusetts Building Authority and Approval to Use the State Guarantee.** It was moved, seconded and

**RESOLVED:** That the making of a Contract for Financial Assistance, Management and Services 2004-A Projects among The Commonwealth of Massachusetts (the "Commonwealth"), acting by and through the Board of Trustees (the "Trustees") of the University of Massachusetts (the "University"), the Trustees and University of Massachusetts Building Authority (the "Authority") pursuant to Chapter 773 of the Acts of 1960, as amended, and pertaining to the undertaking by the Authority of projects for which requests have been authorized by the Trustees, be and the same hereby is authorized; that the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, be and hereby are authorized, in the name and on behalf of the Commonwealth and the Trustees, to sign, seal with common seal of the University and of the Trustees, acknowledge if deemed advisable and deliver a Contract for Financial Assistance, Management and Services 2004-A Projects substantially in the form presented to this meeting, subject to such changes, insertions and omissions (including changes in the title of or other changes in such Contract to reflect any change in the projects to which such Contract pertains, the issuance of bonds not guaranteed by the Commonwealth or the issuance of refunding bonds) as may be approved by the signer of such Contract on behalf of the Commonwealth and the Trustees; that the form of such Contract for Financial Assistance, Management and Services 2004-A Projects presented to this meeting and each term, condition and provision therein contained be and the same hereby are approved, subject to such changes, insertions and omissions as may be approved by the signer of such Contract on behalf of the Commonwealth and the Trustees; and that the execution of such Contract for Financial Assistance, Management and Services 2004-A Projects by the signer of such Contract on behalf of the Commonwealth and the Trustees shall be conclusive evidence (a) of the approval by such signer of any such changes, insertions or

**Board of Trustees**  
**May 5, 2004**

omissions and the authorization of the same and (b) that the form of Contract for Financial Assistance, Management and Services 2004-A Projects so executed (with approved changes, insertions and omissions, if any) is as hereby authorized and approved.

That the Chair and Vice Chair of the Trustees, each acting alone, be and hereby are authorized, in the name and on behalf of the Commonwealth, to sign by manual or facsimile signature the form of guaranty provided in the Contract for Financial Assistance, Management and Services 2004-A Projects authorized above on each bond having the benefit of such guaranty as provided in such Contract; in case any officer of the Trustees whose signature or facsimile signature shall appear on any such bond shall cease to be such officer before the delivery thereof, such signature or facsimile signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until such delivery.

That each of the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University, and the Vice President for Management and Fiscal Affairs and Treasurer of the University, acting alone, and each other officer of the University, acting alone, are hereby authorized to do such other things and to take such other actions as the officer or officers so acting shall, as conclusively evidenced by their doing any of the things or taking any of the actions hereby authorized, deem necessary or desirable to be done or taken to carry out the Contract for Financial Assistance, Management and Services 2004-A Projects authorized above and to carry out any project (or the financing thereof) a request to initiate which has been made to the Authority by the authority of the Trustees, including without limitation the execution, sealing and delivery of contracts (which are hereby authorized) on behalf of the Commonwealth or the Trustees (including without limitation contracts entered into by the Commonwealth, acting by and through the Trustees, with the Authority (to which the Trustees may but need not be a party) for state financial assistance in the form of a guaranty by the Commonwealth of bonds (in one or more series) or notes (in one or more series) of the Authority, all as provided in and subject to the Enabling Act), the execution of any such contract by the signer thereof on behalf of the Commonwealth and the Trustees

Board of Trustees  
May 5, 2004

conclusively to evidence that such contract is authorized by this Resolution.

That in addition to the authorizations granted by this resolution to the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, and without limiting any such authorizations, the Trustees, pursuant to Chapter 75, Section 3A of the Massachusetts General Laws and every other authority thereunto the Trustees enabling, hereby delegate to the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, and each other officer of the University, acting alone, the power to do all acts and things and exercise all powers each officer of the University is authorized by this resolution to do or exercise, such delegation being intended to be commensurate with the authorizations granted to each such officer by this resolution, and such delegation being in the judgment of the Trustees necessary or desirable. (Doc. T04-039)

The next item was the **Authorization of a Lease for Land Between the University of Massachusetts Building Authority and the University of Massachusetts**. It was moved, seconded and

**VOTED:** **WHEREAS**, The University of Massachusetts Building Authority (the “Authority”), created by Chapter 773 of the Acts of 1960 (as amended, the “Enabling Act”), is authorized by the Enabling Act, among other things, to lease from The Commonwealth of Massachusetts (the “Commonwealth”) such lands of the Commonwealth, or rights therein, as may be necessary for carrying out the provisions of the Enabling Act;

**WHEREAS**, The Enabling Act authorizes the Trustees (the “Trustees”) of the University of Massachusetts (the “University”), acting in the name and on behalf of the Commonwealth, among other things, to lease to the Authority land owned by the Commonwealth or grant easements, licenses or any other rights or privileges therein to the Authority;

**NOW, THEREFORE, BE IT RESOLVED THAT, PURSUANT TO THE ENABLING ACT,**

1. The Authority pursuant to one or more leases (each a "Lease") land owned by the Commonwealth on which will be located each project, if any, to be owned by the Authority and financed in whole or in part by the Authority's Project and Refunding Revenue Bonds, Senior Series 2004-1 or the Authority's Facilities and Refunding Revenue Bonds, Senior Series 2004-A (provided, that if either such series or bonds is not issued for the purpose of refunding, the words "and Refunding" will not be included in the name of such series) and an amendment (each an "Amendment") to any lease previously entered into between the Commonwealth, acting by and through the Trustees, as lessee, and any of the Authority, the University of Lowell Building Authority (or its predecessor, the Lowell Technological Institute Building Authority) or the Southeastern Massachusetts University Building Authority, as lessor.
  
2. Each Lease and each lease as amended by an Amendment (each such lease as so amended being an "Amended Lease") shall be for a rent of \$1.00 per year, shall be for a term not less than the latest maturity of the bonds of the Authority that financed or refinanced the one or more projects located on the land to which such Lease or Amended Lease pertains and shall have provisions for automatic renewals if the lessor is not then in default thereunder until the ownership of such project The Trustees are authorized, in the name and on behalf of the Commonwealth, to lease to or projects reverts to the Commonwealth as provided in the Enabling Act; provided, that each Lease and Amended Lease may provide that it will terminate whenever the ownership of the project or projects located on the land to which such Lease or Amended Lease pertains shall revert to the Commonwealth as provided in the Enabling Act. Each Lease, each Amendment and each Amended Lease shall comply with the provisions of the Enabling Act and, subject to such requirement and the foregoing provisions of this Section, shall have such other terms as are approved by the signer of such Lease or such Amendment on behalf of the Trustees and the signer of such Lease or such Amendment on behalf of the Authority, the execution of such Lease or Amendment by the signer on behalf of the Trustees conclusively to evidence the approval by such signer of the terms of such Lease or such Amendment and the related Amended Lease and conclusively to identify such Lease or such Amendment as a Lease or an Amendment authorized by this Resolution, and the execution of such Lease or Amendment by the signer on behalf of the Authority

**Board of Trustees**  
**May 5, 2004**

conclusively to evidence the approval by the Authority of the terms of such Lease or such Amendment and the related Amended Lease.

3. The Chair of the Trustee, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, are hereby authorized, in the name and on behalf of the Commonwealth and the Trustees, to sign, seal with the common seal of the University and the Trustees, acknowledge if deemed advisable and deliver each Lease and each Amendment and, if deemed advisable, record any Lease, Amendment or Amended Lease or a notice of any thereof.
4. Each of the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, acting alone, and each other officer of the University, acting alone, are hereby authorized to do such other things and to take such other actions as the officer or officers so acting shall, as conclusively evidenced by their doing any of the things or taking any of the actions hereby authorized, deem necessary or desirable to be done or taken to carry out each Lease, Amendment and Amended Lease.
5. In addition to the authorizations granted by this resolution to the Chair of the Trustees, the Vice Chair of the Trustees, the President of the University, the Executive Vice President of the University, the Vice President for Management and Fiscal Affairs and Treasurer of the University and each other officer of the University, and without limiting any such authorizations, the Trustees, pursuant to Chapter 75, Section 3A of the Massachusetts General Laws and every other authority thereunto the Trustees enabling, hereby delegate to the President of the University, the Executive Vice President of the University and the Vice President for Management and Fiscal Affairs and Treasurer of the University, each acting alone, and each other officer of the University, acting alone, the power to do all acts and things and exercise all powers each officer of the University is authorized by this resolution to do or exercise, such delegation being intended to be commensurate with the authorizations granted to each such officer by this resolution, and such delegation being in the judgment of the Trustees necessary or desirable. (Doc. T04-046)

Chair Fey then recognized Trustee Reed who thanked the Trustees for serving as mentors over the past year.

**Board of Trustees**  
**May 5, 2004**

Chancellor Lazare acknowledged Trustee Reed's work developing a Faculty Appreciation Fund collecting over \$7000 to be used to reward and recognize the faculty.

There being no further business to come before the Board, the meeting was adjourned at 10:34 a.m.

Barbara F. DeVico  
Secretary to the Board of Trustees