

ROWAN UNIVERSITY  
BOARD OF TRUSTEES MEETING

December 12, 2007

**AGENDA**

**SCHEDULE**

3 p.m.

**CLOSED AND PUBLIC SESSIONS**

Eynon Ballroom  
Student Center

CALL TO ORDER

OPEN PUBLIC MEETINGS ACT STATEMENT

MOTION TO GO INTO CLOSED SESSION (IF NECESSARY)

Room 221  
Student Center

Personnel and Litigation Matters

RETURN TO PUBLIC SESSION

Eynon Ballroom

APPROVAL OF MINUTES FOR SEPTEMBER 19, 2007

REPORTS:

Board Chair

President

Committee Reports: Academic Affairs  
Audit  
Budget and Finance  
Facilities  
Student Affairs  
University Advancement/University Relations

PUBLIC COMMENTS

**Please Note:** Individuals may speak only in reference to those resolutions under consideration for Board Action. All other comments will be heard prior to New Business if the President's Office was properly notified.

ACTION ITEMS

- |    |   |               |
|----|---|---------------|
| A. | PERSONNEL ACTIONS   | RESOLUTION #1 |
| B. | REAPPOINTMENT OF FACULTY MEMBERS TO A SIXTH YEAR CONTRACT CARRYING TENURE | RESOLUTION #2 |

|    |   |                |
|----|---|----------------|
| C. | REAPPOINTMENT OF PROFESSIONAL STAFF BEYOND THE PROBATIONARY PERIOD  | RESOLUTION #3  |
| D. | REAPPOINTMENT OF FACULTY TO THIRD, FOURTH AND FIFTH YEAR CONTRACTS  | RESOLUTION #4  |
| E. | REAPPOINTMENT OF PROFESSIONAL STAFF TO A THIRD, FOURTH AND FIFTH YEAR CONTRACT  | RESOLUTION #5  |
| F. | CONFERRAL OF HONORARY DEGREE  | RESOLUTION #6  |
| G. | DESIGNATION OF THE NATIONAL INCIDENT MANAGEMENT SYSTEM (NIMS) AS THE BASIS FOR ALL INCIDENT MANAGEMENT SITUATIONS AT ROWAN UNIVERSITY     | RESOLUTION #7  |
| H. | ESTABLISHMENT OF THE OFFICE OF EMERGENCY MANAGEMENT AND DESIGNATION OF THE EMERGENCY MANAGEMENT COORDINATOR                               | RESOLUTION #8  |
| I. | REAPPOINTMENT TO THE ROWAN UNIVERSITY FOUNDATION BOARD  | RESOLUTION #9  |
| J. | ACCEPTANCE OF FY07 ANNUAL AUDIT   | RESOLUTION #10 |
| K. | APPROVAL OF STATE OPERATING APPROPRIATION REQUEST FOR FY2009  | RESOLUTION #11 |
| L. | APPROVAL OF APPLICATION FOR FUNDING FROM HIGHER EDUCATION INCENTIVE FUNDING ACT   | RESOLUTION #12 |
| M. | APPROVAL OF TERMS AND CONDITIONS OF REIMBURSEMENT AGREEMENT BY AND BETWEEN OPUS EAST, LLC AND ROWAN UNIVERSITY                            | RESOLUTION #13 |
| N. | CONFIRMATION OF PURCHASE OF REAL PROPERTY   | RESOLUTION #14 |
| O. | APPROVAL OF MASTER LEASE AGREEMENT BY AND BETWEEN ROWAN UNIVERSITY AND SORA HOUSING, LLC PERTAINING TO STUDENT HOUSING AT ROWAN BOULEVARD | RESOLUTION #15 |
| P. | APPROVAL OF AGREEMENT FOR BOOKSTORE SERVICES BY AND BETWEEN ROWAN UNIVERSITY AND BARNES & NOBLE COLLEGE BOOKSELLERS, INC.                 | RESOLUTION #16 |
| Q. | APPROVAL OF LEASE AGREEMENT BY AND BETWEEN ROWAN UNIVERSITY AND SORA RETAIL, LLC PERTAINING TO BOOKSTORE OPERATIONS                       | RESOLUTION #17 |

- |    |  |                   |
|----|--|-------------------|
| R. | APPROVAL OF SUB-LEASE AGREEMENT BY AND BETWEEN ROWAN UNIVERSITY AND BARNES & NOBLE COLLEGE BOOKSELLERS, INC.   | RESOLUTION #18    |
| S. | APPROVAL OF POLICIES AND PROCEDURES FOR THE BUSINESS OPERATIONS OF THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.  | RESOLUTION #19    |
| T. | APPROVAL OF BUSINESS OPERATIONS AGREEMENT BY AND BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.   | RESOLUTION #20    |
| U. | APPROVAL OF DEED ACCORDING TO WHICH THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC. CONVEYS REAL PROPERTY KNOWN AS THE "TECH PARK" TO ROWAN UNIVERSITY                            | RESOLUTION #21    |
| V. | APPROVAL OF LEASE OF LAND BY AND BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.   | RESOLUTION #22    |
| W. | APPROVAL OF AGREEMENT OF LEASE BY AND BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC. PERTAINING TO FIRST FLOOR OF SAMUEL H. JONES INNOVATION CENTER | RESOLUTION #23    |
| X. | APPROVAL OF AUDIT COMMITTEE CHARTER  | RESOLUTION #24    |
| Y. | APPROVAL OF SALE OF ASSETS AND LEASE OF REAL PROPERTY UPON WHICH 69KV SUBSTATION HAS BEEN CONSTRUCTED  | RESOLUTION #25    |
| Z. | AWARDING OF CONTRACTS WITHOUT COMPETITIVE BIDDING<br>a) Ueland Junker McCauley Nicholson<br>b) Comcast   | RESOLUTION #26a-b |

PUBLIC COMMENTS

Individual remarks must be consistent with the topic previously listed with the President's Office.

NEW BUSINESS

COMMENTS BY TRUSTEES

ADJOURNMENT

## RESOLUTION #1

### PERSONNEL ACTIONS

**BE IT RESOLVED** that the Board of Trustees accepts and approves the following recommendations concerning personnel actions.

| <u>Name</u>                       | <u>Highest Degree</u> | <u>Rank</u>              | <u>Department</u>                   | <u>Effective Dates</u> |
|-----------------------------------|-----------------------|--------------------------|-------------------------------------|------------------------|
| <b><u>NEW APPOINTMENTS</u></b>    |                       |                          |                                     |                        |
| Arroyo, Mayra                     | M.A.                  | Assistant Director       | EOF/MAP                             | 10/29/07-6/30/08       |
| Birchmire, David                  | -                     | Police Officer           | Public Safety                       | 11/1/07-6/30/08        |
| Brennan, Ryan                     | -                     | Police Officer           | Public Safety                       | 11/1/07-6/30/08        |
| ‡Fortunato, Tiffany               | M.B.A.                | PSS3                     | CPCE                                | 10/22/07-6/30/08       |
| Getler, Lori Ann                  | M.A.                  | Assistant Director       | Career and Academic Planning        | 10/1/07-6/30/08        |
| Klink, Rochelle                   | B.A.                  | Program Assistant        | International Center                | 1/7/08-6/30/09         |
| Knudsen-Cloyd, Melanie            | M.A.                  | Training & Develop. Mgr. | Human Resources                     | 12/10/07-6/30/08       |
| McArthur, Quinton                 | M.A.                  | Assistant Director       | Admissions                          | 10/22/07-6/30/08       |
| Naphy, David                      | B.A.                  | Assistant Director       | Admissions                          | 11/5/07-6/30/08        |
| *Parthemer, Linda                 | J.D.                  | Assistant Professor      | Management/MIS                      | 10/8/07-1/30/08        |
| +Pearce, Allison                  | B.A.                  | Program Assistant        | Center for Addiction Studies        | 10/22/07-6/30/08       |
| ‡Phillips, Peter                  | B.A.                  | PSS3                     | CPCE                                | 10/1/07-6/30/08        |
| ‡Snyder, Rebecca                  | M.A.                  | Interim Director         | CPCE                                | 10/1/07-6/30/08        |
| Woerner, Greg                     | -                     | Police Officer           | Public Safety                       | 11/1/07-6/30/08        |
| Woodruff, John                    | M.S.                  | Associate Director       | Academic Success Center             | 12/10/07-6/30/08       |
| <b><u>TEMPORARY PART TIME</u></b> |                       |                          |                                     |                        |
| Dombkowski, Beth                  | B.F.A.                |                          | College of Fine and Performing Arts | 10/15/07-6/30/08       |
| Garlitos, Jacqueline              | M.F.A.                |                          | English                             | 1/22/08-6/30/08        |
| <b><u>ADJUNCTS</u></b>            |                       |                          |                                     |                        |
| Berkey-Gerard, Mark               | M.S.                  |                          | Journalism                          |                        |
| Fulleylove, Linda                 | M.S.                  |                          | Reading                             |                        |
| Gaffney, Marianne                 | Ed.D.                 |                          | Foundations of Education            |                        |
| Hart, Lynn                        | M.A.                  |                          | Teacher Education                   |                        |
| Hill, Patricia                    | M.A.                  |                          | Reading                             |                        |
| Hoerner, Meghan                   | J.D.                  |                          | Law and Justice Studies             |                        |
| Iezzi, Robert                     | Ph.D.                 |                          | CPCE                                |                        |
| Kearns, Henry G., Jr.             | M.A.                  |                          | Health and Exercise Science         |                        |
| Mayer, David                      | J.D.                  |                          | Political Science                   |                        |
| McHenry, Ellen                    | M.S.                  |                          | Teacher Education                   |                        |
| Miller, Michael                   | Ph.D.                 |                          | Chemistry and Biochemistry          |                        |
| Null, Rebecca                     | Ph.D.                 |                          | Psychology                          |                        |
| Ponzi, Kathryn                    | M.A.                  |                          | Journalism                          |                        |
| Samalonis, Lisa                   | M.A.                  |                          | Journalism                          |                        |
| Vitale, Sharon                    | M.A.                  |                          | Health and Exercise Science         |                        |
| Wine, Byron                       | M.S.                  |                          | Psychology                          |                        |
| <b><u>PART-TIME COACHES</u></b>   |                       |                          |                                     |                        |
| Assini, Jamie                     | B.S.                  |                          | Assistant Softball                  | 9/1/07-6/30/08         |
| Curbison, Jason                   | B.A.                  |                          | Assistant Men's Basketball          | 9/1/07-6/30/08         |
| Eichhorn, Thomas                  | B.A.                  |                          | Assistant Soccer                    | 9/1/07-6/30/08         |
| Farrell, Michele                  | B.S.                  |                          | Assistant Women's Basketball        | 9/1/07-6/30/08         |

(continued)

## RESOLUTION #1 (continued)

### PART-TIME COACHES (continued)

|                  |      |                            |                 |
|------------------|------|----------------------------|-----------------|
| Horton, Kelly    | B.A. | Assistant Volleyball       | 9/1/07-6/30/08  |
| Iacovone, Thomas | M.A. | Assistant Men's Basketball | 10/1/07-6/30/08 |
| Jarrett, William | B.A. | Assistant Baseball         | 9/1/07-6/30/08  |
| McGrath, Shane   | -    | Assistant Swimming         | 9/1/07-6/30/08  |
| McNally, David   | B.S. | Diving                     | 9/1/07-6/30/08  |
| Ryder, Thomas    | B.S. | Assistant Baseball         | 9/1/07-6/30/08  |
| Stopper, Susan   | M.S. | Assistant Swimming         | 9/1/07-6/30/08  |
| Venturi, Melissa | B.A. | Assistant Lacrosse         | 10/1/07-6/30/08 |

### GRADUATE ASSISTANTS

|                       |        |   |                  |
|-----------------------|--------|---|------------------|
| Atweh, Aziz           | B.A.   | Academic Success Center                         | 9/1/07/6/30/08   |
| Carroll, Richard      | B.A.   | Music   | 9/1/07-12/31/07  |
| +Conner, Katherine    | B.S.   | Psychology                                      | 9/1/07-6/30/08   |
| Dahan, Jennifer       | B.S.   | CPCE  | 9/1/07-6/30/08   |
| Dickerson, Jaime      | B.A.   | Athletics                                       | 9/1/07-6/30/08   |
| Durham, Lovely        | B.A.   | African American Studies                        | 9/1/07-6/30/08   |
| Hallab, Shady         | B.B.A. | Geography/Anthropology                          | 10/15/07-6/30/08 |
| Jones, Jay            | B.A.   | Harley Flack Mentoring Program                  | 9/1/07-6/30/08   |
| Legentil, Christopher | B.A.   | Theatre/Dance & School and Public Librarianship | 9/1/07-6/30/08   |
| Leonard, Anjelica     | B.A.   | Facilities                                      | 10/15/07-6/30/08 |
| Lopez-Romero, Maria   | B.A.   | Psychology                                      | 11/12/07-6/30/08 |
| Morton, Jamar         | B.A.   | Harley Flack Mentoring Program                  | 9/1/07-6/30/08   |
| Munoz, Jannette       | B.A.   | EOF/MAP   | 9/1/07-6/30/08   |
| O'Malley, Crystal     | B.A.   | Ctr. for Innovation and Entrepreneurship        | 9/1/07-6/30/08   |
| Ozkok, Ozlem          | M.S.   | College of Business-MBA Program                 | 9/1/07-6/30/08   |
| Sarin, Jacqueline     | M.A.   | Teacher Education                               | 10/15/07-6/30/08 |
| Schiers, Kristen      | B.A.   | College of Business                             | 9/1/07-6/30/08   |
| Stewart, William      | B.A.   | College of Communication                        | 9/1/07-6/30/08   |
| Sykes, Talia          | B.A.   | Facilities                                      | 10/15/07-6/30/08 |
| Trotta, Michael       | B.M.   | Music   | 9/1/07-12/31/07  |
| Unger, Christina      | B.S.   | University Relations                            | 9/1/07-6/30/08   |
| White, Jennifer       | B.A.   | Spec.Ed. Services/Instruction                   | 9/1/07-6/30/08   |
| Zhu, Lin              | B.A.   | College of Business                             | 10/15/07-6/30/08 |

### RESEARCH ASSISTANTS

|                   |      |                        |                  |
|-------------------|------|------------------------|------------------|
| Jha, Vivek        | B.E. | College of Engineering | 10/15/07-6/30/08 |
| Ruiz-Felix, Maria | B.S. | College of Engineering | 9/1/07-6/30/08   |

### RETIREMENTS

|                   |  |                                     |          |
|-------------------|--|-------------------------------------|----------|
| Gover, Kathryn    |  | Student Affairs                     | 9/1/08   |
| McGee, Stuart     |  | College of Fine and Performing Arts | 6/30/08  |
| Prieto, Andrew    |  | Biological Sciences                 | 6/30/08  |
| Rosenberg, Jerome |  | Spec.Ed.Services/Instruction        | 6/30/08  |
| Wilbur, Catherine |  | Human Resources                     | 10/31/07 |

### TENURE APPOINTMENT

|               |       |         |        |
|---------------|-------|---------|--------|
| Browne, Susan | Ed.D. | Reading | 9/1/07 |
|---------------|-------|---------|--------|

(continued)

**RESOLUTION #1 (continued)**

**RESIGNATIONS**

|                     |                            |         |
|---------------------|----------------------------|---------|
| Bryant, Thomas      | Management                 | 6/30/08 |
| D'Augustine, Robert | Administration and Finance | 1/5/08  |
| Duke, Keith         | Purchasing                 | 10/5/07 |

*\*temporary/‡new position/+grant funded*

**RESOLUTION #2**

**REAPPOINTMENT OF FACULTY MEMBERS  
TO A SIXTH YEAR CONTRACT CARRYING TENURE**

**WHEREAS,** the following named individuals will have served the University for five years and service in their sixth year will place them under the statutory provisions for tenure, and

**WHEREAS,** they have been carefully evaluated for purposes of reappointment through their probationary service

**THEREFORE BE IT RESOLVED** that the Board of Trustees determines the following named faculty members shall be offered appointment carrying tenure for the academic year 2008-2009.

|                    |                       |
|--------------------|-----------------------|
| Bae-Suh, Soyoun    | Teacher Education     |
| Block, Ronald      | Writing Arts          |
| Hnatyshin, Vasil   | Computer Science      |
| Hough, Gerald      | Psychology            |
| Krufka, Alison     | Biological Sciences   |
| Lim, Michael       | Physics and Astronomy |
| Madden, Marjorie   | Reading               |
| Martin, Debbie     | Writing Arts          |
| Morschauser, Scott | History               |
| Rusu, Adrian       | Computer Science      |
| Westcott, Patrick  | Teacher Education     |

**RESOLUTION #3**

**REAPPOINTMENT OF PROFESSIONAL STAFF  
BEYOND THE PROBATIONARY PERIOD**

**WHEREAS,** the performance of the following named professional staff members have been carefully evaluated, and

**WHEREAS,** agreement between the State and the Union provides that members of the professional staff not holding faculty or concurrent academic rank who are members of the State University Bargaining Unit shall be eligible for appointment and reappointment to a multi-year contract

**THEREFORE BE IT RESOLVED** that the Board of Trustees of Rowan University offers reappointment to the professional staff of the University for the following years.

**2008-2009 through 2010-2011**

|                        |  |
|------------------------|--|
| Botner, Leigh          | Government Grants and Sponsored Projects |
| Ciocco, Michael        | CPCE                                     |
| Jones, Derek           | College of Communication (WGLS Radio)    |
| McCafferty, Jacqueline | Camden Campus                            |
| Perez-Colon, Maria     | College of Engineering                   |
| Vaccaro, David         | Art                                      |

## RESOLUTION #4

### REAPPOINTMENT OF FACULTY TO THIRD, FOURTH AND FIFTH YEAR CONTRACTS

**WHEREAS**, the following named faculty members have been carefully evaluated for purposes of reappointment

**THEREFORE BE IT RESOLVED** that the Board of Trustees determines that the following named faculty members listed below shall be offered reappointment.

#### **Third Year Contract**

##### **(2008-2009)**

|                        |  |
|------------------------|--|
| Bivens, Mauita         | Teacher Education                      |
| Connell, Nadine        | Law/Justice Studies                    |
| DiCorcia, Michele      | Health & Exercise Science              |
| Ennis, Michelle        | Psychology                             |
| Fitch, Paul            | Special Education Services/Instruction |
| Meredith, Corine       | Teacher Education                      |
| Vallath, Chandrasekhar | Radio/TV/Film                          |

#### **Third and Fourth Year Contract**

##### **(2008-2009 and 2009-2010)**

|                     |                                     |
|---------------------|-------------------------------------|
| Adams, Keith        | Art                                 |
| Chen, Xiufang       | Reading                             |
| Cone, Theresa       | Health & Exercise Science           |
| Crumrine, Patrick   | Biological Sciences                 |
| Dammers, Richard    | Music                               |
| Kuciauskas, Darius  | Chemistry and Biochemistry          |
| Lee, Valerie        | Reading                             |
| Mugweru, Amos       | Chemistry and Biochemistry          |
| Nicolae, Diana      | Radio/TV/Film                       |
| Stroope, Z. Randall | Music                               |
| Thompson, Carol     | Foundations of Education            |
| Thwing, Jennie      | Art                                 |
| Viator, Martha      | Teacher Education                   |
| Wolff, William      | Writing Arts                        |
| Wyrick, Joshua      | Civil and Environmental Engineering |

#### **Fifth Year Faculty (off-cycle)**

##### **(2008-2009)**

|                 |                       |
|-----------------|-----------------------|
| Brunstein, Luis | Economics             |
| Simone, Marie   | Communication Studies |

**RESOLUTION #5**

**REAPPOINTMENT OF PROFESSIONAL STAFF  
TO A THIRD, FOURTH AND FIFTH YEAR CONTRACT**

**WHEREAS**, the following named professional staff have been recommended for reappointment

**THEREFORE BE IT RESOLVED** that the Board of Trustees determines that the following named professional staff listed below shall be offered reappointment for the years 2008-2009 and 2009-2010.

**Third and Fourth Year Professional Staff  
(2008-2009 and 2009-2010)**

|                    |                                   |
|--------------------|-----------------------------------|
| Arroyo, Mayra      | Admissions                        |
| Baals, Barbara     | Media and Public Relations        |
| Cohen, Stephanie   | Development Office                |
| Davidson Christina | Alumni Relations                  |
| McCargo, Donavan   | Camden Campus (EOF)               |
| O'Brien, William   | Residence Life/University Housing |
| Pimpinella, Steven | University Publications           |
| Reynolds, Kenneth  | Recreation Center                 |
| Talsania, Kenur    | Instructional Technology Services |
| Waddington, James  | Residence Life/University Housing |

**Fourth and Fifth Year Professional Staff (off-cycle)  
(2008-2009 and 2009-2010)**

|                 |                                 |
|-----------------|---------------------------------|
| Snyder, Rebecca | Development Information Systems |
|-----------------|---------------------------------|

**Fifth Year Professional Staff (off-cycle)**

**2008-2009**

|                |            |
|----------------|------------|
| Reigel, Daniel | Admissions |
|----------------|------------|

## **RESOLUTION #6**

### **CONFERRAL OF HONORARY DEGREE**

**WHEREAS,** Rowan University seeks to honor outstanding citizens by awarding honorary degrees, and

**WHEREAS,** Sir David Willcocks has distinguished himself as a renowned British choral conductor, organist and composer, and

**WHEREAS,** Sir David Willcocks held the post of Director of Music at King's College, Cambridge, and

**WHEREAS,** Sir David Willcocks has made recordings with numerous orchestras and has performed all over the world, and

**WHEREAS,** Sir David Willcocks is particularly known for his choral arrangements of Christmas carols, most of which were originally written for the Service of Nine Lessons and Carols at King's or the Bach Choir's Christmas concerts, and

**WHEREAS,** Sir David Willcocks is currently Music Director Emeritus of King's College Choir, and an Honorary Fellow of King's College, Cambridge, and

**WHEREAS,** Sir David Willcocks continues to share his talents and influence others throughout the world

**THEREFORE BE IT RESOLVED** that the Rowan University Board of Trustees approved the awarding of the honorary degree, Doctor of Music, to Sir David Willcocks on Saturday, December 8, 2007.

## **RESOLUTION #7**

### **DESIGNATION OF THE NATIONAL INCIDENT MANAGEMENT SYSTEM (NIMS) AS THE BASIS FOR ALL INCIDENT MANAGEMENT SITUATIONS AT ROWAN UNIVERSITY**

- WHEREAS,** the President in Homeland Security Directive (HSPD)-5, directed the Secretary of the Department of Homeland Security to develop and administer a National Incident Management System (NIMS), which would provide a consistent nation wide approach for Federal, State, and local tribal governments to work together more effectively and efficiently to prevent, prepare for, respond to and recover from domestic incidents, regardless of cause, size or complexity, and
- WHEREAS,** the Governor in Executive Order #50, dated August 5, 2005 ordered all state departments and agencies, as well as county and local levels to issue such directives, administrative orders and regulations as may be necessary to ensure the use of NIMS on all incidents by all first responders within their subject areas of responsibility, including those first responders at the departmental, agency, county and local levels, and
- WHEREAS,** to facilitate the most efficient and effective incident management it is critical that Federal, State, and local organizations utilize standardized terminology, standardized organizational structures, interoperable communications, consolidated action plans, unified command structures, uniform personnel qualification standards, uniform standards for planning, training, and exercising, comprehensive resource management, and designated incident facilities during emergencies or disasters, and
- WHEREAS,** The Attorney General of New Jersey has mandated various levels of incident management training for law enforcement personnel and the New Jersey Administrative Code identifies incident management training for the fire service, and
- WHEREAS,** it is necessary and desirable that all Rowan University offices, departments and personnel coordinate their efforts to effectively and efficiently provide the highest levels of incident management, and
- WHEREAS,** the NIMS standardized procedures for managing communications, people, facilities and resources will improve Rowan's ability to use state and federal funding to enhance local readiness, maintain first responder safety, and streamline incident management processes, and

(continued)

**RESOLUTION #7 (continued)**

**WHEREAS,** the Incident Command System components of NIMS are already an integral part of various incident management activities throughout the county, state and nation

**THEREFORE BE IT RESOLVED** that the Board of Trustees does hereby establish the National Incident Management System (NIMS) and the Incident Command System components of NIMS as Rowan University's standard for incident management.

**SUMMARY STATEMENT**

This resolution establishes the National Incident Management System as the standard for incident management. There are no additional costs associated with this resolution.

## **RESOLUTION #8**

### **ESTABLISHMENT OF THE OFFICE OF EMERGENCY MANAGEMENT AND DESIGNATION OF THE EMERGENCY MANAGEMENT COORDINATOR**

**WHEREAS**, the Board of Trustees of Rowan University is vested by law with general supervision of the University within general policies and guidelines pursuant to N.J.S.A. 18A-64 et seq., and

**WHEREAS**, the Board of Trustees shall have the power and duty to determine policies for the organization, administration and development of the University, and

**WHEREAS**, the Board of Trustees desires to establish the Office of Emergency Management pursuant to the Emergency Management Act, N.J.S.A., Appendix A: 9-30 et seq. (Chapter 251, P.L. 1942 as amended by Chapter 438, P.L. 1953, Chapter 504, P.L. 1985, and Chapter 222, P.L. 1989), and

**WHEREAS**, the Board of Trustees has determined that the Director of Public Safety will be the Emergency Management Coordinator, and

**WHEREAS**, the Board of Trustees desires to prepare an emergency response plan which sets forth policies and procedures to be carried out by administrators, emergency responders and volunteer entities in order to provide members of the University community with an effective integrated emergency response plan designed to minimize the loss of life and property during an emergency

**THEREFORE BE IT RESOLVED** that the Office of Emergency Management is established and the Director of Public Safety designated as the Emergency Management Coordinator for Rowan University.

### **SUMMARY STATEMENT**

The resolution establishes the Office of Emergency Management and designates the Director of Public Safety as the Emergency Management Coordinator. There are no additional costs associated with this resolution.

12/12/07

**RESOLUTION #9**

**REAPPOINTMENT TO THE ROWAN UNIVERSITY FOUNDATION**

**WHEREAS,** the Board of Trustees on March 15, 1994 approved the reorganization of the Rowan University Foundation under a new set of Bylaws for this organization, and

**WHEREAS,** recent statute authorizes such funds and establishes guidelines for its operation

**THEREFORE BE IT RESOLVED** that the Board of Trustees reappoints the following named individual to a three-year term as a public member of the Rowan University Foundation.

Edward J. Graham  
President/Chief Executive Officer  
South Jersey Industries, Inc.

**RESOLUTION #10**

**ACCEPTANCE OF FY07 ANNUAL AUDIT**

**WHEREAS**, the governing boards of each public institution of higher education under P.L. 1994, c48, sec.6L, are required to have prepared an annual audit by an independent accounting firm, and

**WHEREAS**, the Rowan University audit for FY07 was completed by KPMG Peat Marwick LLP

**THEREFORE BE IT RESOLVED** that the Board of Trustees accepts the Audit for FY07 as submitted by **KPMG Peat Marwick LLP**.

**SUMMARY STATEMENT**

Legislation requires an annual audit of University funds by a certified public accounting firm. The University selected KPMG Peat Marwick LLP to complete the FY07 audit. The Audit Committee of the Board of Trustees reviewed the draft financial statement at its November 13, 2007 meeting.

**RESOLUTION #11**

**APPROVAL OF STATE OPERATING APPROPRIATION REQUEST  
FOR FY2009**

**WHEREAS**, the University is required each year to submit an appropriation request to the Governor in support of its operating budget for the following fiscal year, and

**WHEREAS**, under autonomy legislation the University need not request authorization to expend revenues collected by the University that are in addition to the state appropriation, and

**WHEREAS**, the administration has studied the University's needs for FY09 and has recommended the appropriation request as described below

**THEREFORE BE IT RESOLVED** that the Board of Trustees approves the FY09 State appropriation request of \$41,184,000 in support of the University's operating budget.

|  |                  |
|--|------------------|
| FY09 State Base Appropriation          | \$38,679,000     |
| FY09 Priority Packages                 |                  |
| Public Safety                          | 505,000          |
| Full-Time Faculty                      | 850,000          |
| Physical Plant                         | <u>1,150,000</u> |
| Subtotal Priority Packages             | \$2,505,000      |
| Total FY09 State Appropriation Request | \$41,184,000     |

**RESOLUTION #12**

**APPROVAL OF APPLICATION FOR FUNDING  
HIGHER EDUCATION INCENTIVE FUNDING ACT**

**WHEREAS,** the State of New Jersey has approved the *Higher Education Incentive Funding Act* (N.J.S.A. 18A:62-29), and

**WHEREAS,** rules and procedures have been adopted for implementation of the *Higher Education Incentive Funding Act*, and

**WHEREAS,** the rules and procedures require that the Board of Trustees approve the application for funding from the *Higher Education Incentive Funding Act*, and

**WHEREAS,** the University through the Rowan University Foundation received gifts in the amount of \$1,000,000 for FY07 that are eligible for funding from the *Higher Education Incentive Funding Act*

**THEREFORE BE IT RESOLVED** that the Board of Trustees approves the application for funding from the *Higher Education Incentive Funding Act* for FY07 in the amount of \$100,000.

**SUMMARY STATEMENT**

This resolution enables Rowan University to receive the appropriate funds under the *Higher Education Incentive Funding Act*.

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Helene Reed, Secretary  
Board of Trustees  
Rowan University

Affix Seal

12/12/07

## **RESOLUTION #13**

### **APPROVAL OF TERMS AND CONDITIONS OF REIMBURSEMENT AGREEMENT BY AND BETWEEN OPUS EAST, LLC AND ROWAN UNIVERSITY**

**WHEREAS,** the University is engaged in negotiations with Opus East, L.L.C. regarding a possible Master Developer Agreement according to which Opus East, L.L.C. will develop a certain parcel of real property owned by the University consisting of approximately 256 acres located south of U.S. Route 322 and east of N.J. Route 55 in Harrison Township and Glassboro Borough, and

**WHEREAS,** during the course of negotiations the University has requested that Opus East engage in a “due diligence” undertaking, which undertaking is highly specialized and will result in substantial work that Opus East, L.L.C. would not engage in without an executed Master Development Agreement, and

**WHEREAS,** the University is not prepared at this time to enter into the Master Development Agreement but desires that Opus East, L.L.C. continue its “due diligence” work notwithstanding that it is not prepared to execute the Master Developer Agreement

**THEREFORE BE IT RESOLVED,** that the Board of Trustees approves the Reimbursement Agreement by and between Opus East, L.L.C. and Rowan University with the understanding that the work product produced by Opus East, LLC during the “due diligence” period shall belong to the University at no additional cost to the University, in the event the parties do not enter into the Master Development Agreement, and

**BE IT FURTHER RESOLVED,** that the Vice President for Administration and Finance is authorized to execute the said Reimbursement Agreement, provided however, that the payments to be made under said Reimbursement Agreement shall not exceed Two Hundred Twenty-Five Thousand Dollars (\$225,000) without further authorization of the Board of Trustees.

### **SUMMARY STATEMENT**

This Resolution approves the terms and conditions set forth in a certain document negotiated by and between Rowan University and Opus East, L.L.C. according to which Opus East, L.L.C. is directed to perform certain “due diligence” services notwithstanding that it and the University has not entered into a Master Developer Agreement for the development of the West Campus Project.

12/12/07

## **RESOLUTION #14**

### **CONFIRMATION OF PURCHASE OF REAL PROPERTY**

**WHEREAS,** the State College Contracts Law, N.J.S.A.18A:64-6(q) allows the University to purchase real property, and

**WHEREAS,** the following property located in the Borough of Glassboro, County of Gloucester and State of New Jersey, at the intersection of High Street and Whitney Avenue, known as Block 82, Lots 11-15 has been made available for sale, and

**WHEREAS,** XYZ, Inc now know as XYZ, Crest Corp agreed to convey fee simple title to said property to Rowan University for the sum of \$250,000, and

**WHEREAS,** it has been determined to be in the best interest of the University to acquire said property for its future use consistent with its educational mission, and

**WHEREAS,** the Facilities Committee and the Budget and Finance Committee of the Board have considered whether it is appropriate for the University to acquire title of the property and they recommended its acquisition, and

**WHEREAS,** the agreement of conveyance called for a closing of the transaction on November 15, 2007, prior to the meeting of the Board of Trustees; and with knowledge and consent of the above-named committees of the Board, the closing did in fact take place on November 15, 2007

**NOW THEREFORE BE IT RESOLVED** that the Board of Trustees confirms the purchase of the parcel of real property located at Block 82, Lots 11-15 in the Borough of Glassboro, County of Gloucester, State of New Jersey for the sum of \$250,000, and

**BE IT FURTHER RESOLVED** that the Board of Trustees ratifies and approves the action of the Vice President for Administration and Finance who has concluded the transaction.

### **SUMMARY STATEMENT**

This resolution ratifies and confirms the purchase of the property located at Block 82, Lots 11-15, Glassboro, New Jersey. The acquisition of this property will allow for University expansion.

12/12/07

## **RESOLUTION #15**

### **APPROVAL OF MASTER LEASE AGREEMENT BY AND BETWEEN ROWAN UNIVERSITY AND SORA HOUSING, LLC PERTAINING TO STUDENT HOUSING AT ROWAN BOULEVARD**

**WHEREAS,** according to the provisions of N.J.S.A. 18A:64-6 the Board of Trustees has the authority to approve and authorize real estate transactions that are “deemed necessary or advisable by the board for the carrying out the purposes of the [University],” and

**WHEREAS,** the University has been working with the Borough of Glassboro to develop an area within the Borough known as “Rowan Boulevard” that would accommodate retail properties, a hotel, student and other housing and a university bookstore, all as a public-private partnership, and

**WHEREAS,** the Borough of Glassboro has or will acquire property for the development of Rowan Boulevard and has identified Sora Enterprises, LLC as the master developer, and

**WHEREAS,** Sora Housing, LLC is a subsidiary of or is otherwise affiliated with Sora Enterprises, LLC and has been designated by the Borough and Sora Enterprises, LLC to develop that portion of the area that has been set aside by the Borough for the construction of student housing for Rowan University students, and

**WHEREAS,** the University has deemed it necessary and advisable to increase its student housing inventory and is willing to lease from Sora Housing, LLC and then manage the student housing facilities that Sora Housing, LLC will construct on the area that the Borough has set aside for student housing, and

**WHEREAS,** it is deemed to be in the best interest of the University to enter into occupancy of the student housing facilities under a long-term lease upon the completion of the construction of the student housing, which construction will be in two phases, beginning on or before July 15, 2008

**THEREFORE BE IT RESOLVED,** that the Board of Trustees approves the Master Lease Agreement by and between Rowan University and Sora Housing, LLC, subject to review and approval by legal counsel.

### **SUMMARY STATEMENT**

This Resolution approves a Master Lease Agreement according to which the University leases from Sora Housing LLC student housing facilities to be built by Sora Housing, LLC on real

(continued)

### **RESOLUTION #15 (continued)**

property owned by it upon conveyance to it by the Borough of Glassboro. The design, plans and building specifications are to be approved by the University on or before March 1, 2008, or the University may cancel the Agreement. Similarly, if construction is not begun on or before July 15, 2008, the University may cancel the Agreement. If the Agreement is not canceled, Sora Housing, LLC will construct facilities to include 884 beds in two phases, with a goal to have the initial phase (568 beds) completed and ready for occupancy on July 31, 2009, with the balance one year later. The initial term of the lease shall be twenty years, with the University having the right to renew. The initial rent to be paid by the University to Sora Housing, LLC shall be \$7,600.00 per bed with annual escalators. The University will operate and manage the facility as it manages and operates residence halls owned by it, and over a four-year period Sora Housing, LLC will contribute \$700,000.00 to offset some of the University's initial costs associated with the project. The University has the right to purchase the property and also the right of first refusal in the event Sora Housing, LLC elects to sell to a third party.

**RESOLUTION #16**

**APPROVAL OF AGREEMENT FOR BOOKSTORE SERVICES  
BY AND BETWEEN ROWAN UNIVERSITY AND  
BARNES & NOBLE COLLEGE BOOKSELLERS, INC.**

**WHEREAS**, according to the provisions of N.J.S.A. 18A:64-56 the Board of Trustees has the authority to approve and authorize a contract according to which a textbook and related services (such as university bookstore services) shall be provided by an entity in the business of providing such services, and

**WHEREAS**, the University has been working with the Borough of Glassboro to develop an area within the Borough known as “Rowan Boulevard” that would accommodate retail properties, a hotel, student and other housing and a university bookstore, all as a public-private partnership, and

**WHEREAS**, the Borough of Glassboro has or will acquire specifically identified real property for the construction of a university bookstore on Rowan Boulevard and has identified Barnes & Noble College Booksellers, Inc. as the entity to take occupancy of such property and the building to be constructed thereon, and

**WHEREAS**, the University has deemed it necessary and advisable to relocate its bookstore operation to the facility contemplated to be constructed on Rowan Boulevard and agrees that Barnes & Noble, the university bookseller identified by the Borough of Glassboro, would be an appropriate provider of bookstore services for the University, and

**WHEREAS**, in the event the facility contemplated to be constructed on Rowan Boulevard for Barnes & Noble’s bookstore operations is not in fact constructed, the University will not relocate its bookstore operation to an off-campus site and will not engage Barnes & Noble to conduct its bookstore operations, at least at the present time, and

**WHEREAS**, in anticipation of the relocation of the University Bookstore operations to Rowan Boulevard it is deemed appropriate for Barnes & Noble to take over and manage the operation of the University owned bookstore on campus until the construction of the bookstore located on Rowan Boulevard is completed, with the condition that if the bookstore is not completed or if Barnes & Noble does not agree to the terms of the terms of the lease of the Rowan Boulevard property and become the occupant of the facility to be built, the agreement to have Barnes & Noble manage and operate the University owned bookstore both on campus and off campus shall be canceled and have no effect

**THEREFORE BE IT RESOLVED**, that the Board of Trustees approves the Agreement by and

(continued)

## **RESOLUTION #16 (continued)**

between Rowan University and Barnes & Noble College Booksellers, Inc., subject to review and approval by legal counsel according to which Barnes & Noble will manage and operate the University bookstore on-campus and at the Rowan Boulevard location, provided, however, that if Barnes & Noble does not approve the arrangement according to which it will lease the site on Rowan Boulevard on or before July 1, 2008, the agreement to manage the bookstore operations at both locations will be terminated.

### **SUMMARY STATEMENT**

This Resolution approves an Agreement for bookstore services between Rowan University and Barnes & Noble College Booksellers, Inc. according to which Barnes & Noble will manage and operate the University bookstore services at the current bookstore site on campus and, after the Barnes & Noble approved building is constructed, on Rowan Boulevard, at the Rowan Boulevard site. In the event that an agreement is not reached as to the relevant terms according to which Barnes & Noble will occupy the Rowan Boulevard site on or before July 1, 2008, the Agreement shall be terminated and Barnes & Noble will not operate the bookstore either on campus or off campus. Assuming that the Agreement is not canceled, the term of the Agreement shall be five years and the commission to be paid by Barnes & Noble to the University shall be based on gross sales as follows: 10% of gross sales from \$0 to \$6,500,000.00; 12% of gross sales from \$6,500,000.00 to \$10,000,000.00; and 13% of gross sales in excess of \$10,000,000.00. No University full-time employees shall be terminated as a consequence of the implementation of the Agreement. Barnes & Noble will subsidize the transition from a University-owned bookstore to a contracted service in the amount of \$300,000.00 over a two year period.

**RESOLUTION #17**

**APPROVAL OF LEASE AGREEMENT BY AND BETWEEN  
ROWAN UNIVERSITY AND SORA RETAIL, LLC PERTAINING  
TO BOOKSTORE OPERATIONS**

**WHEREAS,** according to the provisions of N.J.S.A. 18A:64-6 the Board of Trustees has the authority to approve and authorize real estate transactions that are “deemed necessary or advisable by the board for the carrying out the purposes of the [University],” and

**WHEREAS,** the University has been working with the Borough of Glassboro to develop an area within the Borough known as “Rowan Boulevard” that would accommodate retail properties, a hotel, student and other housing and a university bookstore, all as a public-private partnership, and

**WHEREAS,** the Borough of Glassboro has or will acquire property for the development of Rowan Boulevard and has identified Sora Enterprises, LLC as the master developer, and

**WHEREAS,** Sora Retail, LLC is a subsidiary of or is otherwise affiliated with Sora Enterprises, LLC and has been designated by the Borough and Sora Enterprises, LLC to develop that portion of the area that has been set aside by the Borough for the construction of a Barnes & Noble College Booksellers, Inc. bookstore, and

**WHEREAS,** Barnes & Noble College Booksellers, Inc. has advised the University, the Borough of Glassboro and Sora Retail, LLC that its policies prohibit it from leasing a store directly from a private owner (in this case Sora Retail, LLC), but rather will take a leasehold interest from an educational institution only, and

**WHEREAS,** the University has entered into an Agreement according to which it will engage Barnes & Noble to manage and operate its bookstore business, provided the construction of the Barnes & Noble Bookstore on the Rowan Boulevard site is completed and the bookstore operation may be moved to the Rowan Boulevard site, and

**WHEREAS,** it is deemed to be in the best interest of the University, and also to support Glassboro’s Rowan Boulevard project, to enter into a lease agreement with Sora Retail, LLC for the bookstore site so that the Barnes & Noble may take occupancy under a sublease arrangement by and between the University and Barnes & Noble, and

(continued)

### **RESOLUTION #17 (continued)**

**WHEREAS,** the Lease Agreement provides that Sora Retail, LLC shall approve the sublease agreement by and between the University and Barnes & Noble College Booksellers, Inc, and such approval has not yet been granted

**THEREFORE BE IT RESOLVED,** that the Board of Trustees approves the Lease Agreement by and between Rowan University and Sora Retail, LLC subject to review and approval of legal counsel, and

**BE IT FURTHER RESOLVED,** that the approval of the Board of Trustees of the Lease Agreement is conditioned upon the approval by Sora Retail, LLC and this Board of any sublease agreement by and between the University and Barnes & Noble College Booksellers, Inc.

### **SUMMARY STATEMENT**

This Resolution approves a Lease Agreement according to which the University leases from Sora Retail, LLC land and a bookstore building to be constructed on Rowan Boulevard by Sora retail, LLC, which construction shall be in accordance with plans provided by Barnes & Noble Booksellers, Inc., the bookstore selected by the Borough of Glassboro to operate a bookstore on Rowan Boulevard. This approval is conditioned upon Board of Trustees' approval of a sublease arrangement by and between the University and Barnes & Noble College Booksellers, Inc. concerning the same property. Assuming such approval, the Lease Agreement establishes a twenty year term (the Barnes & Noble sub-lease will be for a five year term), with an initial base rate at \$24.00 per square foot (with escalators) for a single building containing 36,000 sq. ft. to be constructed and located on Rowan Boulevard. The lease costs will be passed along to Barnes & Noble College Booksellers, Inc. in accordance with the provisions of the sub-lease. The building will be constructed in accordance with plans and specifications developed by Barnes & Noble College Booksellers, Inc. and approved by Sora Retail, LLC and the University. At such time as Barnes & Noble no longer manages and operates the University bookstore, the University may sub-lease to another major college bookstore operator or conduct the bookstore business on its own account. The University retains the right to purchase the property and also has the right of first refusal in the event Sora Retail, LLC elects to sell the property.

**RESOLUTION #18**

**APPROVAL OF SUB-LEASE AGREEMENT  
BY AND BETWEEN ROWAN UNIVERSITY AND BARNES & NOBLE  
COLLEGE BOOKSELLERS, INC.**

**WHEREAS,** according to the provisions of N.J.S.A. 18A:64-6 the Board of Trustees has the authority to approve and authorize real estate transactions that are “deemed necessary or advisable by the board for the carrying out the purposes of the [University],” and

**WHEREAS,** the University has entered into a certain Lease Agreement with Sora Retail, LLC according to which the University leases real property and a building to be used as the University bookstore, which Lease Agreement is conditioned upon approval by Sora Retail, LLC and the Board of Trustees of a sub-lease according to which Barnes & Noble College Booksellers, Inc. shall sublease the said real property and building from the University, and

**WHEREAS,** it is contemplated that the sub-lease will pass the obligations and rights of the University to Barnes & Noble College Bookstores, Inc. and Sora Retail, LLC has provided a form of sub-lease that it and the University find acceptable, but Barnes and Noble College Booksellers, Inc. has not yet had an opportunity to review and approve the sub-lease,

**THEREFORE BE IT RESOLVED,** that the Board of Trustees approves the form of Sub-Lease by and between Rowan University and Barnes & Noble College Booksellers, Inc., subject to review and approval of legal counsel, and

**BE IT FURTHER RESOLVED,** that the approval of the Board of Trustees of the form of Sub-Lease Agreement is conditioned upon the approval by Barnes & Noble College Booksellers, Inc. of the terms of the Sub-Lease Agreement which terms pass the obligation of the University to Barnes & Noble College Booksellers, Inc., and

**BE IT FURTHER RESOLVED,** that in the event Barnes & Noble does not approve the basic terms of the Sub-Lease Agreement and either the sub-lease arrangement is canceled or the terms thereof are substantially different from the terms set forth in the attached Sub-Lease Agreement, the matter of approval of a subsequent sub-lease document or arrangement shall be brought to this Board of Trustees for approval.

**SUMMARY STATEMENT**

This Resolution approves a form of Sub-Lease Agreement according to which the Barnes &

(continued)

**RESOLUTION #18 (continued)**

Noble be constructed on Rowan Boulevard by Sora Retail, LLC, which land and building shall first be leased to the University by Sora Retail, LLC. The Sub-Lease Agreement passes through to Barnes & Noble College Booksellers, Inc. the rights, duties and obligations granted to or imposed upon the University under the Lease Agreement by and between Sora Retail, LLC and the University, except that the term of the Sub-Lease shall be five years and the term of the Lease shall be twenty years.

## **RESOLUTION #19**

### **APPROVAL OF POLICIES AND PROCEDURES FOR THE BUSINESS OPERATIONS OF THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

**WHEREAS,** the corporate charter of The South Jersey Technology Park at Rowan University, Inc. has been or soon will be amended to bring it under the provisions of the Public College Auxiliary Organization Act (N.J.S.A. 18A:64-26 *et seq.*), and

**WHEREAS,** the Act provides in N.J.S.A. 18A-64-42 that the University Board of Trustees shall adopt standards for the business operation of the organization that “include proper provisions for professional management, adequate working capital, adequate reserve funds for current operations and capital replacements, insurance and adequate provisions for new business requirements, and

**WHEREAS,** it is the position of the Board of Trustees that such provisions already exist as the policies and procedures that are adopted by or for the University with regard to its business operations such as but not limited to purchasing, human resources, accounting and auditing, investing and facilities planning, construction and operations, and

**WHEREAS,** since such provisions already exist and that University personnel have been engaged pursuant to a certain Business Operations Agreement, accepted on even date, to manage the business operations of the Technology Park, it is deemed appropriate to adopt such provisions for the operation of the Technology Park

**THEREFORE BE IT RESOLVED** that the Board of Trustees approves the policies and procedures set forth in the attached document for the business operation of the South Jersey Technology Park at Rowan University, Inc, to be applied to such business operations beginning January 1, 2008, and

**BE IT FURTHER RESOLVED** that the said policies and procedures be submitted for approval to the Director of the New Jersey Division of Budget & Accounting as required by N.J.S.A. 18A:64-42.

### **SUMMARY STATEMENT**

This Resolution adopts for the South Jersey Technology Park at Rowan University, currently existing or soon to exist under the New Jersey Public College Auxiliary Organization Act (N.J.S.A. 18A-64-26 *et seq.*), policies and procedures for the operation of the business activities of the Technology Park. The said policies and procedures are the same as the policies and procedures established for the operation of the University, with the following two exceptions

(continued)

**RESOLUTION #19 (continued)**

related to purchasing: (1) the threshold for purchases not requiring bids (or quotes) shall be \$50,000.00; and (2) rather than requiring formal Requests for Proposals (RFPs), Requests for Quotes (RFQs) may be utilized which allows for formal presentation of quotations for goods and services.

11/28/07

**POLICIES AND PROCEDURES FOR THE ADMINISTRATION OF THE  
SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

**ARTICLE I  
GENERAL PROVISIONS**

Section 1.01. – Purposes of South Jersey Technology Park at Rowan University, Inc. (“SJTP”). The SJTP is incorporated under the Public College Auxiliary Organizations Act (N.J.S.A. 18A:64-26 *et seq.*) to perform selected functions or operations of Rowan University (“Rowan”) while maintaining an identity that is distinct from Rowan. More specifically, the SJTP is established to establish, control, maintain and expand a high technology park to support the educational mission of Rowan to promote economic development in South Jersey by fostering growth in private sector companies and to enable startup businesses to thrive and also to assist Rowan University faculty in their research projects, particularly in providing assistance in inventing and bringing new technologies to market.

Section 1.02. - Management of Leased Property. Rowan owns in fee simple absolute a certain parcel of real property located at Block 261, Lot 9 in Mantua Township, Gloucester County, New Jersey (the “Property”), upon which has been constructed the Samuel H. Jones Innovation Center. The Property has been designated by Rowan as a site for the technology park referred to in Section 1.01 above. Rowan has executed a Master Lease Agreement with SJTP according to which SJTP will operate and manage all aspects of the Property. As a part of its management function, SJTP will sub-lease portions of the Property, including the Samuel H. Jones Innovation Center and any other buildings that may be hereafter constructed on the Property, to rent-paying tenants (including Rowan who may sub-lease a portion of the Property for its own use) and it shall retain the net proceeds from the sub-leases for its educational business purposes as hereinafter set forth. From the net proceeds, SJTP shall satisfy any debt obligation pertaining to the Property and pay for planning, design and construction of additional building or buildings on the Property. The relationship between Rowan and SJTP regarding the obligation of SJTP to operate and manage the said property shall be more particularly set forth in a Master Lease Agreement and a Business Operations Agreement to be executed by and between the parties.

Section 1.03. - Consideration for Services Provided by SJTP to Rowan. For and in consideration of the management services to be provided by SJTP related to the Property, SJTP shall retain the net revenue from rentals and sub-rentals of the Property for the specific purpose of providing the financial resources to enable it to satisfy any debt obligation and construct additional building or buildings on the Property, all of which shall be consistent with the educational mission of Rowan.

**ARTICLE II**  
**BOARD OF DIRECTORS OF SJTP**

Section 2.01. - Appointment to Membership on Board of Directors of SJTP. The Public College Auxiliary Organizations Act (the “Act”) requires that the Rowan Board of Trustees appoint at least five (5) citizens of New Jersey (at least two of whom shall be students) to the Board of Directors of SJTP; and that the President of Rowan and a member of the Rowan Board of Trustees shall be *ex officio* members of the Board of Directors. Prior to making appointments to the Board of Directors of the SJTP, the Board of Trustees of Rowan will seek the advice of the Board of Directors as to the appropriate composition of the Board..

Section 2.02. – Compliance With Educational Purposes of Rowan University. It shall be the responsibility of the Board of Directors to assure that transactions of the SJTP are within the educational purposes of Rowan. To that end, the minutes of all meetings shall be formally sent to the Board of Trustees and a written report of all financial, real property and personnel transactions shall be reported at least quarterly to the Board of Trustees through the President of Rowan.

Section 2.03. - Other Requirements for Membership on Board of Directors of SJTP. No member of the Board of Directors may have a financial interest in any contract or other transactions entered into by the Board of Directors.

Section 2.04. - Open Public Meetings Act. All meetings of the Board of Directors shall be subject to the New Jersey Open Public Meetings Act (N.J.S.A. 18A:64-33).

Section 2.05. - Compensation. No member of the Board of Directors of SJTP shall receive any compensation for his or her membership on the Board.

Section 2.06. - Bylaws. The Board of Directors of SJTP shall adopt Bylaws for the operation of the business of SJTP, provided however, that the Bylaws shall be consistent with the provisions of these Policies and Procedures and the Act.

**ARTICLE III**  
**POLICIES AND PROCEDURES RELATED TO FISCAL AFFAIRS**

Section 3.01. - In General. - The fiscal affairs of the SJTP, including but not limited to the processing of payments and payroll, purchasing, accounting and auditing, budget control, internal auditing and investments shall be performed by Rowan unless and until the President of Rowan, upon the recommendation of the Board of Directors of SJTP, determines that some or all of the fiscal affairs functions shall be performed by the staff of SJTP or outsourced to a third party.

Section 3.02.- Loan(s) and Collateral. The SJTP shall be responsible for paying for the construction of the Samuel H. Jones Innovation Center and any other building(s) and other improvements on the property, and may accept grants or gifts to support the same. In the event grants and/or gifts are not sufficient to pay for said construction, SJTP may make application for and take out loan(s) in its own name as may be required for the financing of planning, design and construction of existing and future buildings and other improvements on the Property. In the event SJTP takes out said loan(s), the SJTP may utilize any leases or sub-leases, including but not limited to the sub-lease to Rowan, as well as its interest in the Master Lease, investment accounts and any other asset, to collateralize said loan(s). Copies of any and all financing documents shall be made available prior to their execution to the Rowan Board of Trustees, through the President of Rowan, for review and approval.

Section 3.03. - Policies and Procedures to be Utilized by SJTP. In performing the fiscal affairs functions of SJTP, SJTP will utilize the policies and procedures that have been established for Rowan's own use, with the following two exceptions: (a) the threshold for purchases not requiring bids (or quotes) shall be \$50,000.00; and (b) rather than requiring formal Requests for Proposals (RFPs), SJTP may utilize the concept of Requests for Quotes (RFQs), which allows for formal presentation of quotations for goods and services.

Section 3.04. – Cost to SJTP for Fiscal Affairs Services Provided by Rowan. The SJTP shall be charged by Rowan for the fair value for fiscal affairs services actually provided.

Section 3.05. - Bank Account(s). The SJTP shall maintain its own bank accounts, which accounts may be with the banking institution utilized by Rowan. One bank account shall be utilized to pay the expenses of SJTP and another shall be utilized to hold the excess revenue over expenses. Other bank accounts may be established as needed or appropriate.

Section 3.06. - Investments. From time to time, consistent with Rowan's policies and procedures related to investments, an amount of excess revenues over expenses shall be moved from the bank account holding such funds to an investment account. The investment account, including earnings contained therein, shall be retained as investments for the specific purpose of collateralizing any existing loan for which the SJTP will be responsible or for future construction projects.

Section 3.07. - Annual Budget. The Board of Directors of SJTP shall adopt an annual budget for the fiscal year that coincides with the Rowan fiscal year. After adoption, the annual budget shall be sent to the Board of Trustees of Rowan for its review and approval.

Section 3.08. - Audits. The SJTP shall utilize the services of the external independent audit firm used by Rowan; and the internal auditor of Rowan shall perform internal audit services as appropriate for the SJTP.

**ARTICLE IV.**  
**POLICIES AND PROCEDURES RELATED TO FACILITIES**

Section 4.01. - In General. The facilities management, including but not limited to handling of planning, design, construction of new buildings and the management of the physical plant and grounds, shall be performed by Rowan unless and until the President of Rowan, upon the recommendation of the Board of Directors of SJTP, determines that some or all of the said facilities management functions shall be performed by the staff of SJTP or outsourced to a third party.

Section 4.02. - Policies and Procedures to be Utilized by SJTP. In performing the facilities management functions of SJTP, SJTP will utilize the policies and procedures that have been established for Rowan's own use.

Section 4.03. - Cost to SJTP for Facilities Management Services Provided by Rowan. The SJTP shall be charged by Rowan for the fair value of the facilities management services actually provided.

**ARTICLE V.**  
**POLICIES AND PROCEDURES RELATED TO PERSONNEL**

Section 5.01. - In General. The personnel and human resources function, including but not limited to hiring, promotion, retention, evaluation discipline and termination, shall be performed by Rowan.

Section 5.02. - Policies and Procedures to be Utilized in the Personnel/Human Resources Area. The employees of the SJTP shall be employees of Rowan, and will be subject to all of the policies, rules and regulations applicable to other Rowan employees. In performing the personnel function, the SJTP will utilize Rowan's Office of Human Resources which will utilize the polices and procedures that have been established for Rowan's own use.

Section 5.03. - Cost to SJTP for Personnel/Human Resources Services. Rowan's Office of Human Resources will provide services to SJTP as a part of its responsibilities with respect to all Rowan employees, and will not charge SJTP for its routine services. In the event non-routine services are required, such as investigations of allegations of violations of Rowan, State or Federal laws, rules, regulations or policies, SJTP will be charged at fair value for such services. Notwithstanding the above, SJTP will reimburse Rowan for its actual costs (including salaries and benefits) attributable to the employment of persons who are hired to perform work specifically for SJTP.

**ARTICLE VI.**  
**BUSINESS OPERATIONS AGREEMENT**

Section 6.01. - Business Operations Agreement. Rowan and SJTP shall enter into a Business Operations Agreement, to be approved by the Board of Trustees of Rowan and the Board of Directors of SJTP, which Agreement shall specify the services to be provided by SJTP for the management, control and further development of the Property. The Agreement shall provide broad authority to SJTP to perform the functions, consistent with the educational mission of Rowan. Amendments to the Agreement shall be approved by the Board of Trustees of Rowan and the Board of Directors of the SJTP.

## RESOLUTION #20

### APPROVAL OF BUSINESS OPERATIONS AGREEMENT BY AND BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.

**WHEREAS**, the corporate charter of The South Jersey Technology Park at Rowan University, Inc. has been or soon will be amended to bring it under the provisions of the Public College Auxiliary Organization Act (N.J.S.A. 18A:64-26 *et seq.*), and

**WHEREAS**, the University Board of Trustees, as required by the Act, has adopted or will adopt standards for the business operation of the organization that “include proper provisions for professional management, adequate working capital, adequate reserve funds for current operations and capital replacements, insurance and adequate provisions for new business requirements,” and

**WHEREAS**, the Board of Trustees has adopted or will adopt for the Technology Park the same policies and procedures that have been adopted by or for the University with regard to its business operations such as but not limited to purchasing, human resources, accounting and auditing, investing and facilities planning, construction and operations, and

**WHEREAS**, the University is ready, willing and able to provide the said business services for the Technology Park and the Technology Park has indicated its willingness to engage the University to provide such services

**THEREFORE BE IT RESOLVED**, that the Board of Trustees approves the Business Operations Agreement, a copy of which is attached hereto, according to which the business operations of the South Jersey Technology Park, Inc. shall be conducted on behalf of the Technology Park by the University, in accordance with the provisions of the said Agreement, and

**BE IT FURTHER RESOLVED**, that South Jersey Technology Park shall pay or reimburse the University for the fair value of such services, as set forth in said Agreement, and

**BE IT FURTHER RESOLVED**, that the effective date for the implementation of said services as provided in the said Agreement shall be January 1, 2008.

### SUMMARY STATEMENT

This Resolution accepts the Business Operations Agreement by and between Rowan University and The South Jersey Technology Park at Rowan University, Inc. The Agreement provides that

(continued)

**RESOLUTION #20 (continued)**

the University will provide business services to the Technology Park, a corporation existing under the Public College Auxiliary Services Organization Act, and that the University will be paid or reimbursed the fair value of the costs of such services as are provided. The services to be provided include but are not limited to purchasing, human resources, payroll, accounting and auditing, internal auditing, investments, facilities planning and construction, and facilities operations.

11/30/07

## BUSINESS OPERATIONS AGREEMENT

**THIS BUSINESS OPERATIONS AGREEMENT** (this "Agreement") is made and entered into this \_\_\_ day of \_\_\_\_\_, 2007, by and between **ROWAN UNIVERSITY**, a public institution of higher education within the New Jersey system of higher education, located at 201 Mullica Hill Road, Glassboro, New Jersey 08028 ("Rowan") and **The SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC**, a corporation established under the New Jersey Auxiliary Services Act, located at 201 Mullica Hill Road, Glassboro, New Jersey 08215.,

### RECITALS

A. Rowan owns in fee simple absolute a certain parcel of real property located at Block 261, Lot 9 in Mantua Township, Gloucester County, New Jersey, (the "Property") which parcel has been designated by Rowan as the site for a technology park designed and intended to support the educational mission of Rowan to promote economic development in South Jersey by fostering growth in private sector companies looking to develop new technologies through research and development and to enable start up businesses to thrive and also to assist Rowan University faculty in their research projects, particularly in providing assistance in inventing and bringing new technologies to market. The Property is more particularly described and shown on Exhibit A attached hereto and made a part hereof.

B. SJTP has been established as a separate corporate entity under the New Jersey Public College Auxiliary Organization Act (N.J.S.A. 18A:64-26 *et seq.*) to provide certain services for and on behalf of Rowan, and in particular to conduct, administer and be responsible for the management of all aspects of the business to be conducted at the location of the Property.

C. To assist the SJTP in fulfilling its responsibilities as an auxiliary services corporation, Rowan has agreed to lease the Property (upon which is located the Samuel H. Jones Innovation Center constructed and owned by the SJTP) to SJTP under the terms and conditions set forth in a certain Master Lease dated even date according to which Master Lease SJTP will manage and operate the Property and also the Samuel H. Jones Innovation Center and any additional buildings that may hereafter be constructed on the Property, as a technology park, as more specifically defined in the Master Lease.

D. In addition to the Master Lease according to which SJTP leases the Property from Rowan, Rowan has agreed to lease the major part of the first floor of the Samuel H. Jones Innovation Center (the first building constructed on the Property) from SJTP under the terms and conditions of a certain Lease dated even date.

E. The purpose of this Business Services Agreement is to delineate the business services to be provided by Rowan to SJTP and to established and respective rights and obligations of the parties as they relate to the Property and the building(s) constructed or to be constructed on the Property.

F. The academic affairs and service components of the SJTP are not a part of this Business Operations Agreement, but are or may be the subject of a separate agreement by and between the parties that is concerned with such subjects.

**NOW, THEREFORE**, in consideration of the mutual covenants, conditions and agreements which follow, the parties hereby agree as follows:

## **ARTICLE I**

### **BUSINESS SERVICES RELATED TO PERSONNEL OF THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

Section 1.01. – Appointment of Members of the Board of Directors of SJTP. The Members of the Board of Directors of SJTP shall be appointed by the Board of Trustees of Rowan, as is required by the State College Auxiliary Organization Act (N.J.S.A 18a:64-26 *et seq.*). The minimum number of members, terms of members and the specific composition of the Board of Directors is established by said statute, but so long as the minimum requirements are satisfied, the membership may be expanded as deemed appropriate by the Board of Trustees of Rowan. Prior to making appointments to the Board of Directors the Board of Trustees of Rowan will consult with the then existing members of the Board of Directors for their recommendations as to which persons should be selected to serve on the Board of Directors.

Section 1.02. Responsibilities of Board of Directors of SJTP. Subject to the provisions of the Certificate of Incorporation and Bylaws of SJTP, the Board of Directors will have general supervision over the business activities of the SJTP, and shall recommend the appointment, promotion and removal (with or without cause) and conduct the evaluation of any and all principal officers of the SJTP in the manner set forth in this Agreement.

Section 1.03.- Responsibilities of the Officers of SJTP. The officers of SJTP shall have such responsibilities and perform such functions as may be established by employment contracts approved by Rowan, upon the advice of the Board of Directors of SJTP. The officers may have full-time or part-time responsibilities pertaining to SJTP operations, as shall be determined by Rowan.

Section 1.04. – Appointment of Chief Administrative Officer of SJTP. The chief administrative officer of SJTP (currently “Executive Director and CEO”) shall be an employee of Rowan with specific assignment to perform services for SJTP. Rowan shall provide an employment contract for each such officer that will delineate the responsibilities and establish

the other terms and conditions of the employment relationship. The reporting relationship of the chief administrative officer of SJTP shall be dual in that the officers shall report both to the Board of Directors of SJTP and the President of Rowan or his or her designee. There shall be annual evaluations of the performance of the chief administrative officer of the SJTP by both the Board of Directors and the President of Rowan or his or her designee. Salary increases, if granted, shall be granted by Rowan, after consideration of the evaluations. The chief administrative officer shall have such benefits, including but not limited to health, retirement and termination benefits available to other Rowan employees of similar rank, title and responsibilities.

Section 1.05. - Appointment of Other Administrative Officers of SJTP. Consistent with the Bylaws of the SJTP, the Chief Administrative Officer of SJTP shall, after obtaining the recommendation of the Board of Directors of the SJTP, nominate persons to serve in administrative capacities to the President of Rowan University who may, in his or her discretion, appoint such officers in accordance with the laws, rules and regulations that govern the appointment of other administrative officers of Rowan. Rowan shall provide an employment contract for each such employee and the employee shall be evaluated and compensated in accordance with Rowan policies governing such matters.

Section 1.06. – Appointment of Other Employees of SJTP. Other employees who are performing services for SJTP shall be Rowan employees assigned to the SJTP. Such employees shall be appointed, evaluated and compensated in accordance with Rowan policies governing such matters. Rowan shall consult with the Chief Administrative Officer of the SJTP in connection with such matters.

Section 1.07. - Reimbursement of Salaries and Benefits of Chief Administrative Officer, Other Administrative Officers and employees of SJTP. To the extent that there is sufficient net revenues, the SJTP will reimburse Rowan for the actual cost of salaries and benefits paid by Rowan of the Chief Administrative Officer, Other Administrative Officers and employees assigned to SJTP. The determination of whether there is sufficient net revenue in any fiscal year shall be determined by the President of Rowan upon the advice of the Board of Directors of SJTP. If there is deemed to be insufficient net revenue in any single fiscal year, the President of Rowan shall determine which sum, if less than full reimbursement, shall be applied.

## **ARTICLE II**

### **SERVICES RELATED TO THE BUSINESS AFFAIRS OF THE SOUTH**

#### **JERSY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

Section 2.01. - In General. The business affairs, including but not limited to the handling of fiscal affairs (including processing of payments and payroll, purchasing, accounting, and auditing, including internal auditing, and investments; facilities (including planning, construction, management, environmental concerns and operations); and personnel (including

hiring, evaluation, promotion, removal and equal employment opportunity concerns) shall be performed by Rowan unless and until the President of Rowan, upon the recommendation of the Board of Directors of the SJTP, determines that some or all of the said services shall be performed by the staff of the SJTP or outsourced to a third party. The President of Rowan shall seek the advice from time to time of the Chief Administrative Officer with respect to such matters. Nothing herein shall prohibit the Chief Administrative Officer of the SJTP from evaluating the cost and effectiveness of Rowan in its performance of its services, and bringing such matters to the attention of Rowan, through the liaisons established in Section 2.08 below, the President of Rowan or the Board of Trustees of the SJTP, as may be appropriate. If the performance is deemed unsatisfactory or if the SJTP is not being appropriately charged the matter will be addressed as set forth in this Article II.

Section 2.02. – Cost to SJTP for Such Services. The SJTP shall be charged by Rowan for the fair value for such services as are provided in the business affairs area. However, Rowan shall not charge more than the cost of such services as they may be obtained by SJTP from a third party. From time to time the Chief Administrative Officer of SJTP shall report to the President of Rowan his or her analysis of the market value of such services if obtained from a third party; and if it is determined that Rowan is charging more than the cost of such services if they were obtained from outside entities, at the determination of the President of Rowan, Rowan will either reduce its costs to the appropriate level or direct that the SJTP obtain such services from an outside entity. In the event the SJTP utilizes outside entities for services, as provided in Section 2.03 below, it shall follow then existing Rowan purchasing policies and procedures to obtain such services.

Section 2.03. – Policies and Procedures to Govern Business Affairs of SJTP In General. In performing the business affairs functions of SJTP Rowan will utilize the policies and procedures that have been established for Rowan's own use, with the following two exceptions related to purchasing: (a) the threshold for purchases not requiring bid (or quotes) shall be \$50,000.00; and (b) rather than requiring Requests for Proposals (RFPs), SJTP may utilize the concept of Requests for Quotes (RFQs), which allows for formal presentation of quotations for goods and services. Both the SJTP and Rowan will monitor the effectiveness of the policies and procedures that govern fiscal affairs of the SJTP, and will jointly recommend changes as appropriate.

Section 2.04. – Purchasing, Payroll, Budget Control and Auditing (Including Internal Auditing). Unless it is determined that the services or some of them shall be provided by an outside entity, the SJTP will utilize the services of the Rowan Office of Fiscal Affairs for all of its purchasing, payroll, budget control and auditing (including internal auditing) functions. The Rowan Office of Fiscal Affairs will determine whether it is able to provide a particular service or whether the service should be outsourced. If the service is outsourced, the outsourcing will be in accordance with Rowan policies and procedures, except as provided in Section 2.03 above. If the Chief Administrative Officer of the SJTP disagrees with the determination of Rowan's Office of Fiscal Affairs, the matter will be brought to the attention of the President of Rowan, or his or her designee, who will decide the issue after considering both sides of the issue.

Section 2.05. – Construction and Construction Planning. Unless it is determined that the functions or some of them shall be provided by an outside entity, the SJTP will utilize the

services of the Rowan Office of Facilities Planning & Construction for all of its planning, design and construction needs. The Rowan Office of Facilities Planning & Construction will determine whether it is able to provide a particular function or whether the function should be outsourced. If the service is outsourced, the outsourcing will be in accordance with Rowan policies and procedures, except as provided in Section 2.03 above. If the Chief Administrative Officer of SJTP disagrees with the determination of Rowan's Office of Facilities Planning & Construction, the matter will be brought to the attention of the President of Rowan, or his or her designee, who will decide the issue after considering both sides of the issue.

Section 2.06. – Plant Operations. Unless it is determined that the services or some of them shall be provided by an outside entity, the SJTP will utilize the services of the Rowan Office of Facilities Management and Operations for all of its custodial, maintenance, repair and grounds needs. The Rowan Office of Facilities Management and Operations will determine whether it is able to provide a particular function or whether the function should be outsourced. If the service is outsourced, the outsourcing will be in accordance with Rowan policies and procedures. If the Chief Administrative Officer of SJTP disagrees with the determination of Rowan's Office of Facilities Management and Operations, the matter will be brought to the attention of the President of Rowan, or his or her designee, who will decide the issue after considering both sides of the issue.

Section 2.07. – Human Resources. As shown in Article I above, since the officers and employees of the SJTP will be employed by Rowan, the SJTP will utilize the services of the Rowan Office of Human Resources for all personnel actions, including but not limited to hiring, compensation, benefits, evaluation, termination and retirement.

Section 2.08. – Food Service. The SJTP will utilize the Rowan foodservice provider (currently Sodexo) for its catering and other food service (except vending) needs.

Section 2.09. - Liaisons Between Rowan and SJTP Related to Business Affairs Matters. On a day-to-day basis, Officers of the SJTP will interact with the following Rowan officers: (a) Associate Vice President for Fiscal Affairs as to general budget, accounting and auditing functions; (b) Director of Purchasing as to purchasing functions; (c) Assistant Vice President for Facilities Construction, Planning and Operations for facilities planning and construction and environmental concerns; (d) Director of Plant Operations related to matters involving custodial, maintenance, repair and grounds; (e) Executive Director of Human Resources regarding personnel issues; and (e) the Rowan foodservice provider for catering and other foodservice needs. The Chief Administrative Officer shall meet regularly with Rowan's Vice President for Administration & Finance for general coordination issues related to business interaction between the two entities.

### **ARTICLE III**

#### **ADMINISTRATIVE PROVISIONS**

Section 3.01 Nondiscrimination. Any discrimination by SJTP or its agents or employees on account of race, color, gender, age, religion, national origin, sexual orientation,

marital status or handicap in its practices is prohibited; and alleged violations shall be investigated and determined in accordance with the policies and practices in effect at the time at Rowan.

Section 3.02. Ethical Standards. The SJTP will at all time comply with the polices and procedures that relate to ethical standards in effect for Rowan employees, and to that end its employees shall report and gain approval for any outside employment; will not accept as gifts from any vendors or potential vendors, etc.

Section 3.03 – Notices. Formal notices or other communications from one party to the other must be sent by (a) personal delivery; (b) overnight delivery with proof of delivery; (c) by registered or certified United State mail, postage prepaid; or (d) prepaid telecopy if confirmed by expedited delivery service of by mail in the manner previously described, addressed as follows:

To Rowan:

Donald Farish, President  
Bole Hall  
Rowan University  
201 Mullica Hill Road  
Glassboro, NJ 08215

With a copy to:

Richard Hale  
Vice President for Administration & Finance  
Linden Hall  
Rowan University  
201 Mullica Hill Road  
Glassboro, NJ 08215

To SJTP:

Thomas Drury, Executive Director and CEO  
South Jersey Technology Park at Rowan University, Inc.  
Rowan University  
201 Mullica Hill Road  
Glassboro, NJ 08215

Section 3.04. Governing Law. This Agreement shall be construed under and in accordance with the laws of the State of New Jersey and any actions brought hereunder shall be venued in the courts located in the State of New Jersey.

Section 3.05. – Rights Cumulative. All rights and remedies of the parties are cumulative and no one will be exclusive of the other.

Section 3.06. – Waiver. No waiver by either party of a breach of any of the covenants, conditions or restrictions of this Agreement will constitute a waiver of any subsequent breach of any of the covenants, conditions or restrictions of this Agreement. The failure of one party to insist on the strict performance of any of the covenants will not constitute a waiver or relinquishment for the future of any such covenant.

Section 3.07. – Severability. If any clause or provision of this Agreement is illegal, invalid or unenforceable under present or future laws, it is the intention of the parties that the remainder of this Agreement shall not be affected thereby.

Section 3.08. – Entire Agreement. This Agreement consists of the entire agreement between the parties with respect to the subject matter of the Agreement.

Section 3.09. – Amendment. No amendment, modification, or alteration of this Agreement will be binding unless in writing, dated on or subsequent to the date of this Agreement, and duly executed by the parties in the manner and form of this Agreement.

Section 3.10. – Successors and Assigns. All of the covenants, agreements, terms and conditions to be observed and performed by the parties will be applicable to and binding upon their respective successors and assigns.

**IN WITNESS WHEREOF, the parties have executed this Agreement on the date first set forth above.**

WITNESS:

Rowan University

By: \_\_\_\_\_  
Richard Hale  
Vice President for  
Administration & Finance

The South Jersey Technology Park at  
Rowan University, Inc.

By \_\_\_\_\_  
(name and title)

**RESOLUTION #21**

**APPROVAL OF DEED ACCORDING TO WHICH THE SOUTH  
JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.  
CONVEYS REAL PROPERTY KNOWN AS THE "TECH PARK"  
TO ROWAN UNIVERSITY**

**WHEREAS,** according to the provisions of N.J.S.A. 18A:64-6 the Board of Trustees has the authority to approve and authorize real estate transactions that are "deemed necessary or advisable by the board for the carrying out the purposes of the [University]," and

**WHEREAS,** on or about September 8, 2004 the University conveyed its right, title and interest in and to a certain parcel of real property known and designated as Block 261, Lot 9 in the Township of Mantua, County of Gloucester and State of New Jersey to the South Jersey Technology Park at Rowan University, and

**WHEREAS,** for good and sufficient reason, it is deemed necessary and advisable to reacquire said parcel from the South Jersey Technology Park at Rowan University

**THEREFORE BE IT RESOLVED,** that the Board of Trustees approves the reacquisition of that certain parcel of real property (without improvements) known and designated as Block 261, Lot 9 in the Township of Mantua, County of Gloucester and State of New Jersey from the South Jersey Technology Park at Rowan University for the sum of One Dollar, the same consideration paid by the Technology Park for the University's conveyance on September 8, 2004, and it is further

**RESOLVED,** that University receive and accept a deed of conveyance in the proper form for recording to consummate the above-described real estate transaction.

**SUMMARY STATEMENT**

This Resolution approves the reacquisition by the University of real property conveyed to the South Jersey Technology Park at Rowan University, the reacquisition consideration for the reacquisition being the same as the consideration as it received upon the conveyance to the Technology Park.

12/12/07

## RESOLUTION #22

### APPROVAL OF LEASE OF LAND BY AND BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.

**WHEREAS,** according to the provisions of N.J.S.A. 18A:64-6 the Board of Trustees has the authority to approve and authorize real estate transactions that are “deemed necessary or advisable by the board for the carrying out the purposes of the [University],” and

**WHEREAS,** it is deemed necessary and advisable to lease that certain parcel of real property located at Block 261, Lot 9 in the Township of Mantua, County of Gloucester and State of New Jersey owned by the University to the South Jersey Technology Park at Rowan University, Inc, a corporation existing under the New Jersey Public College Auxiliary Service Organization Act (N.J.S.A. 18A:64-26 *et seq.*), for the purpose of allowing the Technology Park to support the educational mission of the University by promoting economic development in South Jersey by fostering growth in private sector companies looking to develop new technologies through research and development and to enable start up businesses to thrive and to assist University faculty in their research projects, and

**WHEREAS,** the Technology Park already has utilized its own funds to construct and operate on said parcel a building that it uses to conduct its support function as set forth above, and

**WHEREAS,** it is deemed to be in the best interest of the University to provide a long-term lease of the parcel to the Technology Park to allow it to provide its auxiliary services on behalf of the University, not only in the existing building that it has constructed, but also in other buildings that may hereafter be constructed by the Technology Park on the parcel

**THEREFORE BE IT RESOLVED,** that the Board of Trustees approves the Lease Agreement by and between Rowan University and the South Jersey Technology Park at Rowan University, Inc.

### SUMMARY STATEMENT

This Resolution approves a Lease Agreement according to which the University leases to The South Jersey Technology Park at Rowan University, Inc., the land upon which the Samuel H. Jones Innovation Center has been constructed by the Technology Park and upon which the Technology Park may construct additional buildings to support the technology park. The land previously was conveyed to the Technology Park by the University and has been re-conveyed to

(continued)

**RESOLUTION #22 (continued)**

the University by the Technology Park. The rent to be paid by the Technology park for the Master Lease is \$1,000.00 per year for five years, after which the rent will be at fair market value.

**RESOLUTION #23**

**APPROVAL OF AGREEMENT OF LEASE BY AND BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC. PERTAINING TO FIRST FLOOR OF SAMUEL H. JONES INNOVATION CENTER**

**WHEREAS,** according to the provisions of N.J.S.A. 18A:64-6 the Board of Trustees has the authority to approve and authorize real estate transactions that are “deemed necessary or advisable by the board for the carrying out the purposes of the [University],” and

**WHEREAS,** it is deemed necessary and advisable to lease from The South Jersey Technology Park at Rowan University, Inc. the first floor of the newly constructed Samuel H. Jones Innovation Center located on that certain parcel of real property located at Block 261, Lot 9 in the Township of Mantua, County of Gloucester and State of New Jersey (the technology park), which leased property would be used by the University to support its educational mission to promote economic development in South Jersey by fostering growth in private sector companies looking to develop new technologies through research and development and to enable start up businesses to thrive and also to assist Rowan University faculty in their research projects, particularly in providing assistance in inventing and bringing new technologies to market, and

**THEREFORE BE IT RESOLVED,** that the Board of Trustees approves the Agreement of Lease by and between Rowan University and the South Jersey Technology Park at Rowan University, Inc.

**SUMMARY STATEMENT**

This Resolution approves an Agreement of Lease according to which the University leases from The South Jersey Technology Park at Rowan University, Inc., the first floor of the Samuel H. Jones Innovation Center to support its educational mission. The term of the lease is thirty years, beginning on January 1, 2008, and the rent to be paid is initially \$23/sq ft for 20,332 square feet of property.

**RESOLUTION #24**

**APPROVAL OF AUDIT COMMITTEE CHARTER**

**WHEREAS**, the Audit Committee of the Board of Trustees is charged with assisting the Board with financial oversight of the University, and

**WHEREAS**, the members of the Audit Committee have had discussions about the Committee's purpose and responsibilities, and

**WHEREAS**, the Committee has determined that the Audit Committee Charter accurately sets forth the functions of the Audit Committee, and

**WHEREAS**, the Audit Committee recommends that the Board of Trustees approve the Audit Committee Charter (attached hereto)

**THEREFORE BE IT RESOLVED** that the Board of Trustees hereby approves the attached Audit Committee Charter.

**SUMMARY STATEMENT**

This Resolution approves the attached Audit Committee Charter.

**ROWAN UNIVERSITY  
BOARD OF TRUSTEES  
AUDIT COMMITTEE CHARTER**

**Purpose**

The primary purpose of the Audit Committee is to assist the Rowan University Board of Trustees in fulfilling its oversight responsibilities for (1) the integrity of the University's financial statements, (2) the University's compliance with legal and regulatory requirements, (3) the external auditor's qualifications and independence, and (4) the performance of the University's internal and external auditors.

**Membership**

The Audit Committee is a standing committee of the Board of Trustees. Members are appointed by the Chair of the Board at the annual Board reorganization meeting in September of each year. There shall be at least three members appointed, including the Chair of the Committee.

Insofar as it is possible, the Chair of the Audit Committee shall be a Certified Public Accountant, and the membership shall consist of Board members who have a particular expertise and/or experience in finance and/or business management.

The Chair of the Board and the President shall be ex-officio members of the Audit Committee.

**Meetings**

The Committee shall meet at least four times a year. At these meetings the Committee will meet with the internal auditor and relevant members of management. The Committee shall also meet with the external auditor at least twice per year. At its discretion, the Committee may meet with individuals in separate and/or closed sessions.

Additional meetings may be scheduled as required, and called by the Chair of the Committee.

**Responsibilities**

The Audit Committee shall:

1. Review recommendations for establishing new or enhanced controls and procedures with management, the internal auditor and the external auditor.
2. Review and consider the reports relating to the internal control structure from the internal auditor and external auditor, as well as any other relevant reports from government agencies.

3. Advise the Board of Trustees regularly and as it deems necessary, regarding the Committee's considerations and audits reviewed.
4. Review the audited financial statements with the external auditor and determine whether they are consistent with information known to Committee members.
5. Review with the internal auditor the annual plan for the year and any recommended changes to the scope of the annual plan during the year.
6. Share audit reports with the Board and/or other committees of the Board, as the Committee deems appropriate.
7. Make recommendations to the Board regarding the appointments of internal and external auditors.
8. Review the effectiveness of the internal audit process and report to the Board of Trustees.
9. Seek any information it requires from University staff.
10. Receive and consider annual reports and periodic updates from the University Ethics Liaison Officer, regarding the Conflict of Interest and Whistleblower policies and compliance with those policies.
11. Require prior Committee approval for any non-audit functions by the external auditor.
12. Review and assess the Audit Committee Charter annually.

**RESOLUTION #25**

**APPROVAL OF SALE OF ASSETS AND LEASE OF REAL  
PROPERTY UPON WHICH 69KV SUBSTATION HAS BEEN  
CONSTRUCTED**

**WHEREAS,** on June 14, 2006 the Board of Trustees has approved the construction of and budget for a Substation to enable the University to purchase electric power at 69KV, which is a less expensive and more reliable power source, and

**WHEREAS,** it was at all relevant times contemplated between the University and Atlantic City Electric that upon completion of the construction of the Substation, title to the Substation (assets) would be conveyed by the University to Atlantic City Electric, the electricity provider, and

**WHEREAS,** on May 25, 2007 the Board of Trustees amended the budget for the construction to provide for additional costs related to the requirements of Atlantic City Electric, the electricity provider, and

**WHEREAS,** Atlantic City Electric and the University have been negotiating with regard to the dollar amount to be paid by Atlantic City Electric to the University on account of the University conveying the assets (consisting of the building and the GIS equipment contained therein) and a long-term (99 year) lease of the land upon which the Substation rests, and

**WHEREAS,** the negotiations have resulted in an agreement according to which the University will convey to Atlantic City Electric title to the above-described assets in consideration of Atlantic City Electric paying to the University a lump sum in the amount of \$4.5M and that Atlantic City Electric will be responsible for satisfying any and all tax obligations resulting from the transaction, and

**WHEREAS,** the negotiations also have resulted in an agreement according to which the University will lease unto Atlantic City Electric for 99 years the real property upon which the Substation has been constructed, more specifically described as a portion of Lot 1, Block 387 in the Borough of Glassboro, County of Gloucester and State of New Jersey, for the minimal rent of \$1.00 per year, and

**WHEREAS,** Atlantic City Electric, upon conveyance of title to the above-described assets and lease of the said real property, shall have complete and exclusive control over the premises and shall be responsible, without limitation, for all aspects of the operation, management, servicing, replacing and repairing of the Substation and the real property for the term of the lease, and

(continued)

## **RESOLUTION #25 (continued)**

**THEREFORE BE IT RESOLVED**, that the Board of Trustees approves the agreement according to which the University shall convey title to Atlantic City Electric of the newly constructed 69KV Substation on real property owned by the University described as a portion of Lot 1, Block 387 in the Borough of Glassboro, County of Gloucester and State of New Jersey in consideration of the payment by Atlantic City Electric of the sum of \$4.5M in a lump sum, and

**BE IT FURTHER RESOLVED**, that Atlantic City Electric shall be responsible for any and all taxes that may result as a consequence of this transaction, and

**BE IT FURTHER RESOLVED**, that the Board of Trustees approves the lease of the Portion of said Lot 1, Block 387 to Atlantic City Electric for 99 years for a minimal rent of \$1.00 per year, provided Atlantic City Electric, and its successors and assigns, maintains control over the premises and continues to be responsible for all aspects of the operation, management, servicing, replacing and repairing of the Substation and the real property for the term of the lease, and

**BE IT FURTHER RESOLVED**, that Atlantic City Electric, and its successors and assigns, maintain appropriate liability insurance and agree to accept responsibility for any claim arising out of its negligent acts or omissions in connection with its occupancy of the real property and operation of the equipment, and

**BE IT FURTHER RESOLVED**, that the University Vice President for Administration & Finance execute any and all documents consistent with this Resolution to effect the purposes of this Resolution.

### **SUMMARY STATEMENT**

This Resolution approves a conveyance of title to certain assets (the 69KV GIS Substation) constructed by the University to Atlantic City Electric for the sum of \$4.5M and also approves a 99-year lease of the land upon which the assets rest for a rent of \$1.00 per year.

**RESOLUTION #26a**

**AWARD OF CONTRACT WITHOUT COMPETITIVE BIDDING  
FOR PROFESSIONAL DESIGN SERVICES  
FOR TENANT FIT-OUT FOR THE INNOVATION CENTER  
AT THE SOUTH JERSEY TECHNOLOGY PARK**

**WHEREAS,** the State College Contracts Law, N.J.S.A. 18A:64-52 et seq., requires that contracts be made and awarded only by the state college/university after public advertising for bids and bidding therefor for contracts in excess of \$28,300, and

**WHEREAS,** the State College Contracts Law, N.J.S.A. 18A:64-56, permits in certain specified instances that contracts may be made, negotiated, or awarded by the state college/university by resolution of its Board of Trustees without public advertising for bids or bidding therefor, and

**WHEREAS,** the University has determined that it requires certain professional design services for the preparation of construction documents for the tenant fit-out for the innovation center at the South Jersey Technology Park, and

**WHEREAS,** the services to be rendered are exempt from public bidding pursuant to the Professional Services exemption of N.J.S.A. 18A:64-56(a)(1), and

**WHEREAS,** the Vice President for Administration and Finance has certified that there are sufficient budgeted funds available to pay the expense authorized herein

**THEREFORE BE IT RESOLVED** by the Board of Trustees that the Vice President for Administration and Finance be authorized to enter into a contract for FY08 with Ueland Junker McCauley Nicolson of Philadelphia, PA 19106 in an amount not to exceed \$70,000.

**SUMMARY STATEMENT**

This resolution authorizes contracting with TBD for professional design services for the preparation of construction documents for the tenant fit-out for the innovation center at the South Jersey Technology Park.

**RESOLUTION #26b**

**AWARD OF CONTRACT WITHOUT COMPETITIVE BIDDING  
FOR INTERNET AND TELEVISION CABLE**

**WHEREAS,** the State College Contracts Law, N.J.S.A. 18A:64-52 et seq., requires that contracts be made and awarded only by the state college/university after public advertising for bids and bidding therefor for contracts in excess of \$28,300, and

**WHEREAS,** the State College Contracts Law, N.J.S.A. 18A:64-56, permits in certain specified instances that contracts may be made, negotiated, or awarded by the state college/university by resolution of its Board of Trustees without public advertising for bids or bidding therefor, and

**WHEREAS,** the University has determined that it requires certain Internet and Television Cable Services, and

**WHEREAS,** the services to be rendered are exempt from public bidding pursuant to the Public Agency Services exemption of N.J.S.A. 18A:64-56(a)(8), and

**WHEREAS,** the Vice President for Administration and Finance has certified that there are sufficient budgeted funds available to pay the expense authorized herein

**THEREFORE BE IT RESOLVED** by the Board of Trustees that the Vice President for Administration and Finance be authorized to enter into a contract for FY08 with **Comcast** of Philadelphia, Pennsylvania in an amount not to exceed \$160,000.

**SUMMARY STATEMENT**

This resolution provides for the necessary internet and television cable for the campus. The period covered for this contract is July 1, 2007 to June 30, 2008.

12/12/07