



BOARD OF TRUSTEES CLEVELAND STATE UNIVERSITY

MINUTES OF THE MEETING

BOARD OF TRUSTEES ANNUAL MEETING

- DATE:** Thursday, May 15, 2025; 8:00 a.m.
- PLACE:** Hybrid Meeting— Student Center, Glasscock Ballroom, via Zoom; livestreamed for public view.
- PRESENT:** Board Chair David M. Reynolds; Trustees Nikki C. Byrd; Timothy J. Cosgrove, Paul J. Dolan, Diane M. Downing, Alan G. Starkoff, D. Geoffrey Vince, and Vanessa L. Whiting; Student Trustee Skye Carlson; Faculty Representatives Dr. Carol Olszewski and Dr. Linda Quinn; Ex Officio Member Karen A. White; President Laura Bloomberg; and Secretary to the Board of Trustees, General Counsel and Vice President, Legal Affairs and Compliance Sonali B. Wilson.
- Others in attendance: Provost and Sr. VP of Academic Affairs Nigamanth Sridhar; Chief Financial Officer Nicole Addington; VP of Enrollment Management Randall Deike; VP, Chief Marketing and Communications Officer, Roy Gifford; VP of Advancement Julie Rehm; Executive Director, Government Affairs Caryn Candisky; VP, Student Belonging and Success Tachelle Banks; Chief of Staff and Chief Administrative Officer Patricia L. Franklin; Chief Information Officer Wesam Helou; Chief Human Resources Officer Douglas Dykes; Athletic Director Kelsie Gory Harkey; and Assistant Board Secretary Heather A. Link.

Chair Reynolds called the annual meeting to order at 8:06 a.m., confirmed that a quorum was present, and noted that the meeting was being livestreamed on the Board website for public viewing.

Calling for a motion to approve the minutes of the March 20, 2025 meeting, Trustee Downing moved the approval, and Trustee Dolan seconded. Board Secretary Wilson called the roll and the minutes were approved.

REPORT OF THE CHAIR

Chairman Reynolds noted that the Executive Committee met on April 21, 2025 and approved two resolutions regarding the selection of a Construction Manager at Risk and the selection of an Architect and Engineer for the renovation of Fenn Tower.

EXECUTIVE COMMITTEE RESOLUTION 2025-01

**AUTHORIZATION TO EXECUTE A CONSTRUCTION MANAGER AT RISK
AGREEMENT WITH THE RUHLIN COMPANY FOR THE RESTORATION AND
IMPROVEMENT OF FENN TOWER**

WHEREAS, Fenn Tower holds historic significance for both the University and northeast Ohio, and was placed on the National Register of Historic Places in 2003; and

WHEREAS, on January 23, 2025, the Board of Trustees of Cleveland State University approved Resolution 2025-03, authorizing the University administration to proceed with the renovation and improvement of Fenn Tower for a total project cost not to exceed \$18 Million, subject to Executive Committee approval of design and construction contracts for the project; and

WHEREAS, through a public formal selection process as required by Ohio law, University Policy, and the requirements of the Ohio Facilities Construction Commission, The Ruhlin Company was selected as the construction firm offering the best value to provide construction services for the project; and

WHEREAS, the University and The Ruhlin Company desire to enter into the University Construction Manager at Risk Agreement attached hereto as Attachment "A";

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees approves the Construction Manager at Risk Agreement attached hereto as Attachment "A" between Cleveland State University and The Ruhlin Company for construction services required for the restoration and improvement of Fenn Tower; and

BE IT FURTHER RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees hereby authorizes the Administration of Cleveland State University to execute the Construction Manager at Risk Agreement between Cleveland State University and The Ruhlin Company, subject to revisions of such agreement as deemed necessary by the University's Office of General Counsel to protect the interests of the University.

EXECUTIVE COMMITTEE RESOLUTION 2025-02

**AUTHORIZATION TO EXECUTE AN ARCHITECT/ENGINEER AGREEMENT
WITH PERSPECTUS ARCHITECTURE LLC FOR DESIGN SERVICES FOR THE
RESTORATION AND IMPROVEMENT OF FENN TOWER**

WHEREAS, Fenn Tower holds historic significance for both the University and northeast Ohio, and was placed on the National Register of Historic Places in 2003; and

WHEREAS, on January 23, 2025, the Board of Trustees of Cleveland State University approved Resolution 2025-03, authorizing the University administration to proceed with the renovation and improvement of Fenn Tower for a total project cost not to exceed \$18 Million, subject to Executive Committee approval of design and construction contracts for the project; and

WHEREAS, through a public formal selection process as required by Ohio law, University Policy, and the requirements of the Ohio Facilities Construction Commission, Perspectus Architecture, LLC was selected as the most qualified respondent to provide design services for the project; and

WHEREAS, the University and Perspectus Architecture, LLC desire to enter into the Architect/Engineer Agreement attached hereto as Attachment "A":

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees approves the Architect/Engineer Agreement attached hereto as Attachment "A" between Cleveland State University and Perspectus Architecture, LLC for professional design services required for the restoration and improvement of Fenn Tower; and

BE IT FURTHER RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees hereby authorizes the Administration of Cleveland State University to execute the Architect/Engineer Agreement between Cleveland State University and Perspectus Architecture, LLC, subject to revisions of such agreement as deemed necessary by the University's Office of General Counsel to protect the interests of the University.

Recognition of Board Member Karen White

Chairman Reynolds recognized the service of Ex Officio Member White, and thanked her for her valuable insight and contributions to Board meetings. Trustee Cosgrove noted that the fundraising dollars raised under her leadership are an indication of the incredible work of the CSU Foundation Board.

Trustee Whiting moved the approval of the resolution; Trustee Downing seconded the motion. The Board Secretary called the roll and the resolution was approved with applause.

Ex Officio Member White thanked members for giving voice to the CSU Foundation and to the importance of fundraising dollars and their impact on student success, scholarship, and stewardship; she especially appreciated the high caliber of leadership that President Bloomberg is providing.

RESOLUTION 2025-27

RECOGNITION OF KAREN A. WHITE FOR DISTINGUISHED SERVICE

WHEREAS, Karen A. White was appointed to the Cleveland State University Board of Trustees on July 1, 2023, as an ex officio member, by virtue of her position as Chair of the CSU Foundation Board of Directors, and has cultivated a strong, cohesive relationship between the two boards; and

WHEREAS, as a well-respected and longstanding professional at KeyBank in the role of Senior Vice President and Manager of Community Relations and Corporate Initiatives, Ms. White has lent her expertise and dedication to the CSU Foundation in support of CSU students, as well as to the Cleveland State United mission, vision, and value statements that reflect the institution's strengths, values, and aspirations; and

WHEREAS, Ms. White has contributed to Board meetings with meaningful reports on the priorities, plans, and strategies of the CSU Foundation, and by providing industry insight on current needs, trends, and workforce development opportunities for our students; and

WHEREAS, Ms. White enthusiastically endorses and supports the University's premiere fundraising event, *Radiance*, which raises critical dollars that directly impact student success; and

WHEREAS, Ms. White inspires members of the Foundation Board of Directors and members of the CSU Board of Trustees to amplify and advance the work of the campus, while also encouraging ongoing private and corporate sponsorships in support of the University:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees extends its deepest gratitude to Karen A. White for her dedicated service to Cleveland State University, the CSU Foundation and to the work of the Board of Trustees and looks forward to continuing the relationship into the future.

Recognizing David M. Reynolds for his Distinguished Service on the Cleveland State University Board of Trustees

Trustee Cosgrove requested to amend the agenda and brought forward a resolution for consideration to recognize Chairman Reynolds for his unwavering service and dedication to Cleveland State University; he noted that the University has been fortunate to have Chairman Reynolds at the helm to provide leadership since 2021.

Trustee Downing seconded the motion; and the following resolution was approved by voice vote and resulted in standing applause.

Trustee members voiced thanks to the Chairman for his masterful leadership, intellect, sense of calm, and for including all members to make sure that all voices were heard.

Chairman Reynolds acknowledged that it was an honor to have led the Board, and to have gained the insight of such respected and dedicated members of the community. He paid tribute to

his grandfather for instilling a family value of service to the community. Chairman Reynolds noted that he is proud of the organizational growth and the administrative leadership of Cleveland State.

RESOLUTION 2025-28

**RECOGNIZING DAVID M. REYNOLDS FOR HIS DISTINGUISHED SERVICE ON
THE CLEVELAND STATE UNIVERSITY BOARD OF TRUSTEES**

WHEREAS, David M. Reynolds was appointed to the Cleveland State University Board of Trustees by Governor John R. Kasich on March 23, 2017 for a term ending on May 1, 2025; and was elected to serve as Chairman of the Board in 2021, and has since held that position; and

WHEREAS, Chairman Reynolds' steady and thoughtful leadership was instrumental to the University's ability to work through significant challenges during his tenure as chairman, allowing Cleveland State to emerge from the pandemic stronger, successfully navigate a presidential transition, guide the University through the College of Law name change, and tackle budgetary issues facing the University; and

WHEREAS, Chairman Reynolds worked closely and judiciously with the eighth president of the University, Dr. Laura J. Bloomberg, with a laser-like focus on student success and meeting the needs of the region, while ensuring the organizational resilience and financial stability of the institution; and

WHEREAS, during Chairman Reynolds' leadership, a new strategic plan, Cleveland State United, was adopted to guide the University's programs and initiatives through 2030; and

WHEREAS, Chairman Reynolds' strong commitment to education helped to promote the University's launch of innovative integrated degrees designed to empower undergraduate students with the skills, versatility and adaptability they need to work at the intersection of multiple disciplines; and

WHEREAS, Chairman Reynolds' focus on strategic opportunities led to the establishment of new program offerings through CSU Online, resulting in positive enrollment growth in the area of high-demand advanced degrees, and his appreciation for the importance of students having a residential experience, led to an increase of student housing offerings adjacent to the campus of the University; and

WHEREAS, as a campus champion, Mr. Reynolds regularly interacted with students while affirming, encouraging, listening to, and motivating young future leaders to leverage unique qualities such as grit and tenacity; he also cheered on our CSU Viking student athletes and has actively participated with fall-semester move-in days for new students and their parents:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees acknowledges with sincere appreciation the dedication, business acumen, loyal commitment and focused determination of David M. Reynolds to Cleveland State University, the greater Cleveland community, and the State of Ohio, and the University wholeheartedly invites his continued involvement in the years to come.

REPORT OF THE PRESIDENT

President Bloomberg echoed the appreciative remarks for Ex Officio Member White and Chairman Reynolds, acknowledged that their insights and service has benefitted the University, and that she is hopeful they will continue to be involved with CSU.

President Bloomberg remarked that she loves the spring semester on campus which includes all sorts of celebrations and honors for the students. A short video was shown to highlight the Spring commencement which marked the graduation of over 2,400 students (60+ Ph.D. students, 1,400 undergraduates, and 1,000+ graduate students). She offered a sincere thanks to Board members who were able to attend the ceremonies.

President Bloomberg updated members on the CSU United strategic plan, noting that she and her cabinet have met to discuss specific goals within the priorities. Regarding priority A, “Advance Academic Offerings, Delivery, and Scholarship to Foster Success,” she discussed the potential for a new art gallery on the campus, at East 13th Street. A new gallery space is significant to CSU’s arts students and the community, especially given that the neighboring Playhouse Square organization is working to expand it’s footprint in the downtown area. Dr. Bloomberg invited members to envision the new space as part of the front door to the arts district and the university, as well as the impact that it can make to activate the street and block. She reported that a lead gift and donor have been identified, and the University is actively working to further secure additional gifts.

An additional focus that also supports the priority A, is planned for the western edge of campus to create a biomedical discovery complex that will renovate student labs and includes a new envelope around the current Science and Research Building. This reimagined state-of-the-art complex will bolster current groundbreaking research with local organizations like University Hospitals. The plans are more that 50% complete.

Dr. Bloomberg thanked members and the CSU Foundation for their support of the annual *Radiance* fundraising event for student success initiatives. Announced at the event was the

University's largest donation in its history, from the Katherine and Walter McCombs estate, and that Mr. Pat Pastore, regional president of PNC Bank was honored with the CSU President's medal.

President Bloomberg introduced Dr. Peter Koritansky, the newly hired director of CSU's Center for Civics, Culture and Society. She noted that the shared goal for the Center is for it to be a profound blessing to the University, with all of its work to be focused on student success.

President Bloomberg brought forth a proposed resolution to enter into an employment agreement for the position of Athletic Director, with current Interim Director, Kelsie Gory Harkey. Ms. Harkey expressed gratitude and is honored to be considered to serve in the role. She is focused on working with student athletes and provided a positive impact and preparation for life after graduation.

Trustee Dolan moved the approval; and Trustee Whiting seconded the motion. The Board Secretary called the roll, resulting in the approval of the following resolution.

RESOLUTION 2025-29

AUTHORIZATION FOR ADMINISTRATION TO ENTER INTO EMPLOYMENT AGREEMENT WITH DIRECTOR OF ATHLETICS

WHEREAS, Kelsie Gory Harkey has served admirably for over a year as the Interim Director of Athletics following the departure of Vice President and Director of Athletics Scott Garrett; and

WHEREAS, the Administration wishes to retain her services as Director of Athletics; and

WHEREAS, the parties have negotiated the essential terms and conditions of Ms. Harkey's employment as the Cleveland State University's Director of Athletics, and further committed to develop a definitive Employment Agreement for Ms. Harkey, which is attached hereto:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby ratifies the Employment Agreement between Cleveland State University and Kelsie Gory Harkey attached hereto, subject to any changes negotiated and deemed appropriate by University General Counsel; and that the University Administration is authorized to negotiate and execute any and all documents and agreements to effectuate the terms of this final Employment Agreement.

REPORT FROM STUDENT TRUSTEE

Student Trustee Carlson reported that students have been busy with end-of-year celebrations and finishing coursework; she thanked the University for the opportunity to attend the AGB's National Conference on Trusteeship, held in Chicago, IL.

Trustee Carlson reported that some international students have voiced concern over the possible impact of federal policies which could impact their education at Cleveland State, and that the uncertainty of recent news headlines can trigger anxiety for them.

Provost Sridhar noted that the University's office of International Services is working closely with students and are detailing individual plans to help them through their anticipated graduation dates.

REPORT FROM FACULTY REPRESENTATIVES

Faculty Representative Olszewski began her report by thanking Chairman Reynolds, on behalf of the faculty, for his leadership and support.

She noted that CSU's music therapy program recently hosted prospective students, parents, teachers, and counselors, while celebrating 10 years since the launch of the program. The event included a showcase of departmental offerings through class observations, a colloquium lunch, and a clinical poster session.

Dr. Olszewski noted that the faculty continue to voice confidence in the University and the CSU United plan.

Faculty Representative Quinn thanked Chairman Reynolds and Ex Officio Member White for their support of the University's students and faculty. Dr. Quinn also provided an origin history of the AAUP on CSU's campus.

GOVERNANCE COMMITTEE UPDATE

Report of the May 7, 2025 Meeting

Trustee Byrd reported that the Committee met in Executive Session and then considered one item under New Business that was related to President Bloomberg's annual performance review. The Committee will refer the matter to the full Board for their consideration.

FINANCIAL AFFAIRS COMMITTEE UPDATE

Report of the May 8, 2025 Meeting

Trustee Starkoff reported that the Committee received an update from CFO Addington on the FY25 budget and forecast, and shared details regarding the FY26 budget process and how it aligns financial resources to the primary goals of the new strategic plan, while committing to the savings of the transformation plan. She noted that identifying additional savings continues throughout the process. The Board has a special meeting scheduled in July to review and approve the FY 26 budget.

The Committee received an update on enrollment and the planned technology transformation on campus, and members will receive updated information later in the summer.

Several items were considered and approved; the items are included on the Consent Agenda.

Trustee Starkoff reported that the Committee met in Executive Session and following the Session, two items were considered and approved under New Business: one item was related to the collective bargaining agreement with the SEIU, and the other related to the termination of a lease between the University and the EADC for the University House. Both items are being recommended to the full Board for consideration.

ACADEMIC AFFAIRS AND STUDENT SUCCESS COMMITTEE REPORT

Report of the May 8, 2025 Meeting

Trustee Whiting reported on behalf of Committee Chair Cosgrove, and she noted that Provost Sridhar updated the members on academic innovations and program changes in the last year, provided a preview of Senate Bill 1 implementation, and updated members on research initiatives. The Provost reported that the new Inquiry Core Curriculum, being launched in the Fall semester, includes a key feature, inquiry pathways, by which students can focus their core coursework and make clear connections between their interests and their major field of study.

The committee then received updates from Dr. Banks on Student Belonging and Success and Executive Director for Government Affairs, Caryn Candisky.

Trustee Whiting reported that the committee considered several items for action, which were approved and are on the consent agenda for approval by the full Board.

REPORT OF THE CSU FOUNDATION

VP Rehm reported that the University has currently raised funds totaling \$15 million towards their FY25 goal, and have raised \$2.76 million toward the annual giving goal. She noted that while the FY25 goals may not be realized, the University has a robust pipeline for future giving.

The *Radiance* fundraising event continues to be a highlight for the University, and the highlighted student speakers provide the community with a sense of the student success stories at CSU.

VP Rehm reported on major gifts that are forthcoming, which include expectancies to the Maxine Goodman Levin School of Urban Affairs and to the Jean Thoman Endowed Scholarship for nursing students, as well as a gift specifically earmarked to recruit a new director for the School of Nursing.

VP Rehm also noted that the Advancement Division will begin to use an autonomous fundraiser powered by artificial intelligence to engage prospective donors with CSU. The partnership is with the company “Givsey.” The practice will assist in connecting with prospective donors through emails and texts, and by answering university-specific questions.

Ex Officio member, and CSU Foundation Chair White reported that the Foundation has a strong investment policy which will continue to be followed, and she thanked members for their support of the advancement team at CSU. She noted that it takes a community to fundraise, and that making introductions and promoting the University to potential donors, for the support of students, is essential. She reported that while elections had not yet been finalized, Mr. Michael Klein (MBA 1991, Partner, Ciuni & Panichi, Inc.) is expected to become the next chair of the Foundation.

CONSENT AGENDA

Chair Reynolds stated that routine matters, or those recommended by committees and discussed previously, are considered on the Consent Agenda. He asked if there were any other items that Board members wished to discuss or remove; there were none.

Trustee Downing moved, and Trustee Dolan seconded, the motion to approve the following consent agenda items: FY26 First Month Budget Spending Authority; Declaration of Official Intent; Reimbursement of Advance Expenditures from Bond Proceeds for Fenn Tower Restoration; Authorization to Issue Bonds for Fenn Tower Improvements; Authorization to Issue

Bonds for Fenn Tower Improvements; Approval of the Selection of External Audit Firm; Appointment of Peter Koritansky as Director of the Center for Civics, Culture and Society and Award of Rank and Tenure; Award of Rank and Tenure: Elaine Yu, Director, Levin School of Urban Affairs; Award of Rank and Tenure: Stefan Andrei, Chair, Department of Computer Science, Washkewicz College of Engineering; Award of Rank and Tenure: Mary Lynn Davis-Ajami, Director of the School of Nursing; Approval of Emeritus Status for Faculty; Report on Low-Enrolling Courses and Programs and Duplicate Programs; and Accepting Gifts and Pledges, 3rd Quarter, January 1, 2025 - March 31, 2025

Board Secretary Wilson called the roll, and the following resolutions were approved.

RESOLUTION 2025-30

FY26 FIRST MONTH BUDGET SPENDING AUTHORITY

WHEREAS, the beginning of the state of Ohio's and Cleveland State University's fiscal year (FY26) is July 1, 2025; and

WHEREAS, the University is unable to approve the FY26 budget until the State of Ohio approves the biennium budget; and

WHEREAS, to advance the mission of Cleveland State, the University will need to continue to expend funds from its current unrestricted Operating Budget, General Fee Budget and Auxiliary Business Units budget for a period beginning July 1, 2025, and until a final budget is presented to the Board at a July 2025 meeting; and

WHEREAS, the University is requesting first month FY26 budget spending authority, not to exceed \$25 million through July 31, 2025, of the FY26 budget that will be formally presented to the Board for approval at a July 2025 meeting; and

WHEREAS, the Financial Affairs Committee has reviewed the matter as presented by the University administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees approves FY26 first month budget spending authority.

RESOLUTION 2025-31

AUTHORIZING DECLARATIONS OF OFFICIAL INTENT UNDER U.S. TREASURY REGULATIONS WITH RESPECT TO REIMBURSEMENTS FROM BOND PROCEEDS OF TEMPORARY ADVANCES MADE FOR PAYMENTS PRIOR TO ISSUANCE, AND RELATED MATTERS

WHEREAS, United States Treasury Regulations §1.150-2 (the “Reimbursement Regulations”) prescribe conditions under which proceeds of bonds, notes or other obligations (“Bonds”) used to reimburse advances made for capital and certain other expenditures (“Original Expenditures”) paid before the issuance of such Bonds will be deemed to be expended (or properly allocated to expenditures) for purposes of Sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended (the “Code”), upon such reimbursement so that the proceeds so used will no longer be subject to requirements or restrictions under those sections of the Code; and

WHEREAS, certain provisions of the Reimbursement Regulations require that there be a Declaration of Official Intent not later than 60 days following payment of the Original Expenditures expected to be reimbursed from proceeds of Bonds, and that the reimbursement occur within certain prescribed time periods after an Original Expenditure is paid or after the property resulting from that Original Expenditure is placed in service; and

WHEREAS, the Financial Affairs Committee of the Board of Trustees has reviewed this matter as submitted by the University Administration and recommends that the full Board authorize the Declaration of Official Intent as provided herein in order to comply with the Reimbursement Regulations:

NOW, THEREFORE, BE IT BE RESOLVED that the Cleveland State University (“University”) Board Trustees (“Board”) authorizes the following:

Section 1. Definitions. The following definitions apply to the terms used herein:

“Authorized Officer” means the and Chief Financial Officer and the Controller of the University or any other person from time to time designated for the purpose by the President.

“Declaration of Official Intent” means a declaration of intent, in the form, manner and time contemplated in the Reimbursement Regulations, that the advances for expenditures referred to therein are reasonably expected to be reimbursed from the proceeds of Bonds to be issued after those expenditures are paid.

“Reimbursement” or “reimburse” means the restoration to the University of money temporarily advanced from its own funds and spent for Original Expenditures before the issuance of the Bonds, evidenced in writing by an allocation on the books and records of the University that shows the use of the proceeds of the Bonds to restore the money advanced for the Original Expenditures. “Reimbursement” or “reimburse” generally does not include the refunding or retiring of Bonds previously issued and sold to, or borrowings from, unrelated entities.

Section 2. Authorization and Requirement of Declarations of Official Intent. Each Authorized Officer is authorized from time to time to prepare and sign Declarations of Official Intent in substantially the form attached with respect to Original Expenditures to which the

Reimbursement Regulations apply, to be made from money temporarily advanced and that is reasonably expected to be reimbursed (in accordance with applicable authorizations, policies and practices) from the proceeds of Bonds, to make appropriate reimbursement and timely allocations from the proceeds of the Bonds to reimburse such Original Expenditures, and to take any other actions as may be appropriate, all at the times and in the manner required under the Reimbursement Regulations in order for the reimbursement to be treated as an expenditure of such proceeds for purposes of Sections 103 and 141 to 150 of the Code. No advance from any fund or account or order for payment may be made for Original Expenditures (other than expenditures excepted from such requirement under the Reimbursement Regulations) that are to be reimbursed subsequently from proceeds of Bonds unless a Declaration of Official Intent with respect thereto is made within the time required by the Reimbursement Regulations.

**DECLARATION OF OFFICIAL INTENT
For Reimbursement of Expenditures from Bonds**

This is a Declaration of Official Intent under U.S. Treasury Regulations for purposes of Sections 103 and 141 to 150 of the Internal Revenue Code of 1986, as amended (the “Code”).

1. The undersigned, on behalf of Cleveland State University (the “University”) declares that the University reasonably expects that the capital expenditures described in paragraph 2 (the “Project”) will be reimbursed with the proceeds of “bonds” (as defined in Section 150 of the Code). The maximum principal amount of bonds expected to be issued for the Project is up to \$18 million.
2. Description of capital expenditures to be reimbursed.

Expenditures related to: the reconstruction, rehabilitation, remodeling, renovating, enlarging, improving, equipping, and furnishing of University “educational facilities” that are “projects” within the meaning of those terms as defined in Section 3377.01, Ohio Revised Code, including but not limited to proceeding with the payment of costs of and relating to acquiring, constructing, furnishing, equipping and improving parking facilities and other general improvements and such other costs and uses as are permitted by the laws of the State of Ohio, including costs incidental thereto and the costs of financing and refinancing thereof, to provide capitalized interest and to pay certain issuance costs relating thereto (collectively, the “2025 Project”); and

The undersigned has been authorized by the University (i) to make and sign this Declaration on behalf of the University, (ii) to make appropriate reimbursement and timely allocations from the proceeds of the bonds to reimburse such prior expenditures, and (iii) to take any other actions as may be appropriate, all at the times and in the manner required under the applicable reimbursement regulations to satisfy the requirements for the reimbursement to be treated as an expenditure of such proceeds for purposes of Sections 103 and 141 to 150 of the Internal Revenue Code.

Date of Declaration:

CLEVELAND STATE UNIVERSITY

_____, 2025

By: _____

Nicole Addington, Its Chief Financial Officer

Caution: This Declaration of Official Intent will not be effective unless the bonds providing moneys for the reimbursement are issued and the reimbursement for the Project described above is made (by an allocation on the books and records identifying the expenditures as in paragraph 2 above) within the applicable period prescribed in the Treasury Regulations - generally, 18 months after the later of the date of the expenditure or the date the Project is placed in service, but in no event later than three years after the date of the expenditure.

RESOLUTION 2025-32

AUTHORIZING THE ISSUANCE AND SALE OF GENERAL RECEIPTS BONDS OF THE UNIVERSITY IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$18,000,000 FOR THE PURPOSES OF FINANCING “AUXILIARY FACILITIES” OR “EDUCATIONAL FACILITIES” WITHIN THE MEANING OF CHAPTER 3345 OF THE OHIO REVISED CODE; AND PAYING COSTS OF ISSUANCE IN CONNECTION THEREWITH; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS CONNECTED THEREWITH

WHEREAS, the Board of Trustees of Cleveland State University, a state university of the State of Ohio (the “University”), is authorized by Sections 3345.11 and 3345.12 and Section 9.98 through and including 9.983 of the Revised Code, enacted by the General Assembly under authority of Section 2i of Article VIII of the Constitution of Ohio, to issue obligations to pay costs of University facilities and to refund obligations previously issued to pay costs of University facilities; and

WHEREAS, the Trust Agreement dated as of May 1, 1993, between the University and U.S. Bank Trust Company, National Association, as Trustee, provides for the issuance, from time to time, of General Receipts Bonds of the University, with each issue to be authorized by a Series Resolution adopted by this Board; and

WHEREAS, a portion of the Series 2014 Bonds, as such term is defined below, was issued to refinance certain bonds issued to finance Series 2005 Facilities. Revenues generated from the operation of Series 2005 Facilities, as such term is defined below, were pledged to the payment of principal and interest on the Series 2014 Bonds, and the Series 2005 Facilities were pledged as collateral securing the Series 2014 Bonds; and

WHEREAS, the Series 2005 Facilities hold historic significance for both the University and downtown Cleveland, and were placed on the National Register of Historic Places in 2003; and

WHEREAS, pursuant to that certain Lease dated March 1, 2005, between the State of Ohio Department of Administrative Services, and the Euclid Avenue Housing Corporation n/k/a the

Euclid Avenue Development Corporation, (“EADC”), the Series 2005 Facilities were leased to EADC; and

WHEREAS, the Series 2005 Facilities are operated by EADC primarily as student housing for the University’s incoming freshmen; and

WHEREAS, pursuant to the Series 2005 Lease, EADC is responsible for all interior maintenance, and the University is responsible for maintaining the exterior of the Series 2005 Facilities including the exterior walls; and

WHEREAS, pursuant to the Memorandum of Understanding dated May 14, 2024 between the University and EADC, the University manages the maintenance and repair of the Series 2005 Facilities on behalf of EADC; and

WHEREAS, through façade assessments commissioned by the University for the Series 2005 Facilities, the University has identified potential risks in and around the exterior of the building due to degrading conditions of the building's façade; and

WHEREAS, based on the results of the façade assessments, the University Administration in cooperation with EADC, officially vacated and closed the Series 2005 Facilities in May 2024; and

WHEREAS, the University Administration believes that the Series 2005 Facilities are integral to the on-campus freshmen experience, and student recruitment and retention, and therefore desires to return the building to productive use and update the interior student housing units; and

WHEREAS, the total cost of design, restoration and financing of the Series 2005 Facilities is estimated not to exceed \$18,000,000; and

WHEREAS, the renovation and improvement of Fenn Tower supports the University's strategic plan, Cleveland State United, by improving the student experience and cultivating a culture of transformation and continuous improvement; and

WHEREAS, the University Administration has determined that it is in its best interest to construct, equip, furnish, reconstruct, alter, remodel, renovate, rehabilitate, improve, maintain, repair, and operate the Series 2005 Facilities; and

WHEREAS, the Financial Affairs Committee of the Board of Trustees has reviewed this matter as submitted by the University Administration and wishes to take steps to authorize the Board to issue bonds (i) to construct, equip, furnish, reconstruct, alter, enlarge, remodel, renovate, rehabilitate, improve, maintain, repair, and operate the Series 2005 Facilities and (ii) to pay costs of issuance as may be determined, from time to time, by the University's Fiscal Officer in accordance with this Resolution.

NOW, THEREFORE, BE IT BE RESOLVED that the Cleveland State University (“University”) Board Trustees (“Board”) authorizes the following:

Section 1. Definitions and Interpretations. Where used in this Resolution, the Supplemental Trust Agreement for the applicable Series of Series 2025 Bonds and the related Certificate of Award, and in addition to words and terms defined elsewhere in this Resolution, the Trust Agreement and the applicable Supplemental Trust Agreement, the following terms shall have the following meanings:

“Act” means Sections 3345.11 and 3345.12 of the Revised Code, including the provisions of Sections 9.96 and 9.98 to 9.983 of the Revised Code incorporated therein.

“Bond Purchase Agreement” means any Bond Purchase Agreement between the Original Purchaser and the University relating to the sale and purchase of Series 2025 Bonds.

“Certificate of Award” means the Certificate of Award authorized pursuant to Section 5.

“Code” means the Internal Revenue Code of 1986, the regulations (whether proposed, temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of or successor provisions to the foregoing, and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes that section and those applicable regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“Credit Support Instrument” means an insurance policy, surety bond, letter of credit or other credit enhancement, support or liquidity device, including a State of Ohio credit enhancement, used to enhance or provide for the security or liquidity of Series 2025 Bonds of any Series.

“Fenn Tower Project” means (i) the construction, equipping, furnishing, reconstructing, altering, enlarging, remodeling, renovation, rehabilitation, improvement, maintaining, repairing, and operation of the Series 2005 Facilities and (ii) to pay costs of issuance as the Series 2025 Bonds.

“Fiscal Officer” means the Vice President for Business Affairs and Finance and also means, as an alternate, the Associate Vice President for Business Affairs and Finance and Controller of the University.

“General Bond Resolution” means the resolution adopted by the Board on March 16, 1993, providing for the issuance from time to time of General Receipts Bonds of the University and constituting part of the Trust Agreement.

“Interest Payment Dates” means June 1 and December 1 of each year or, with respect to Series 2025 Bonds of any Series, such other dates provided in the Certificate of Award for that Series of Series 2025 Bonds.

“Original Purchaser” means Stifel, Nicolaus & Company, Incorporated, as representative

of the underwriters and a purchaser pursuant to a Credit Support Instrument.

“Outstanding Bonds” means any General Receipts Bonds and Limited Available Receipts Bonds issued and Outstanding under the Trust Agreement. As of the date of adoption of this Resolution, the following are General Receipts Bonds Outstanding under the Trust Agreement: Series 2011R-1, currently outstanding in the principal amount of \$2,075,000; Series 2011R-2, currently outstanding in the principal amount of \$2,300,000; Series 2016A, currently outstanding in the principal amount of \$23,395,000; Series 2021, currently outstanding in the principal amount of \$93,235,000; Series 2021A, currently outstanding in the principal amount of \$6,094,000; and Series 2021B, currently outstanding in the principal amount of \$21,606,000.¹

“Rating Service” means any nationally recognized rating service.

“Registered Owner” means the person in whose name a Bond is registered on the Register.

“Rule” means Rule 15c2-12 adopted by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

“Securities Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book entry system to record ownership and effect transfers of book entry interests in bonds, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Series 2005 Facilities” means the Fenn Tower Student housing and administrative facilities, located at 1983 East 24th Street in Cleveland, Ohio, comprising 174 units (430 beds) for the students, faculty, staff, or persons having a substantial connection with the educational purposes of the University.

“Series 2005 Lease” means the Lease Agreement, dated as of March 1, 2005, and filed for record on March 17, 2005 as Instrument No. 200503170001, by the State of Ohio, acting through the Department of Administrative Services, on behalf of CSU, as lessor, and the Borrower (formerly known as Euclid Avenue Housing Corporation), as lessee, as the same has been amended from time to time.

“Series 2014 Bonds” means the \$88,945,000 Development Revenue Bonds, Series 2014 (Euclid Avenue Development Corporation Project) dated December 9, 2014 issued by Euclid Avenue Development Corporation for the benefit of Cleveland State University.

“Series 2025 Bonds” means the General Receipts Revenue Bonds, Series 2025 authorized by this Resolution which may be issued in one or more Series at the same time or at different times.

¹ The Series 2021A and Series 2021B Bonds will be refunded on or about May 27, 2025, pursuant to the authority of Resolution 2024-71 passed by the Board on November 12, 2024.

“Series 2025 Resolution” or “this Resolution” means this Resolution authorizing the issuance and sale of the Series 2025 Bonds in one or more Series, and including the applicable Certificate of Award for the Series.

“Supplemental Trust Agreement” means with respect to each Series of Bonds, the applicable Supplemental Trust Agreement between the University and the Trustee, authorized pursuant to Section 8 of this Resolution, including as part thereof this Resolution and the applicable Certificate of Award.

“Tax-Exempt Bonds” means any Series 2025 Bonds originally issued as obligations the interest on which is excluded from gross income under the Code and is not an item of tax preference for purposes of the alternative minimum tax imposed on individuals and corporations under the Code.

“Trust Agreement” means the Trust Agreement dated as of May 1, 1993 between the University and U.S. Bank Trust Company, National Association, as successor trustee, as amended or supplemented from time to time.

“Trustee” means the bank or trust company at the time serving as trustee under the Trust Agreement, presently U.S. Bank Trust Company, National Association (formerly Star Bank, N.A., Star Bank National Association, Firststar Bank, National Association, and U.S. Bank National Association).

Unless the context otherwise indicates, words importing the singular number shall include the plural number, and vice versa, and the terms “hereof,” “herein,” “hereby,” “hereto,” “hereunder,” and similar terms, mean this Resolution and the applicable Supplemental Trust Agreement authorized by this Resolution. Words of any gender include, when the sense so indicates, correlative words of any other gender. References to sections, unless otherwise stated, are two sections of this Resolution.

Section 2. Authority. This Resolution is adopted pursuant to the Trust Agreement (including the General Bond Resolution) and the Act.

Section 3. Authorization. Designation and Purpose of Series 2025 Bonds. It is hereby determined and expected that the issuance of the Series 2025 Bonds with respect to the Fenn Tower Project will be beneficial to the University, and it is hereby declared to be necessary to, and the University may, issue, sell and deliver, as provided and authorized in this Resolution, the Trust Agreement and the Supplemental Trust Agreement, General Receipts Bonds of the University in one or more Series, for the purpose of paying a portion of the costs of the Fenn Tower Project and paying the costs of issuance in connection therewith. The aggregate principal amount of Series 2025 Bonds of all Series issued shall not exceed \$18,000,000. The principal amount of each Series of Series 2025 Bonds is to be determined by the Fiscal Officer within the foregoing parameters and is to be set forth in the Certificate of Award for that Series. The proceeds from the sale of each Series of Series 2025 Bonds shall be allocated, deposited and applied as provided in Section 6.

The Series 2025 Bonds may be issued in one or more separate Series, each bearing a distinctive designation, provided that the Series 2025 Bonds of each Series shall satisfy the requirements of this Resolution. A single Series of Series 2025 Bonds may be issued, or separate Series of Series 2025 Bonds may be issued at the same or different times. The Series 2025 Bonds of each Series shall be designated as provided in the applicable Certificate of Award. If separate Series of Series 2025 Bonds are issued at different times, a separate Certificate of Award and Supplemental Trust Agreement shall be signed and delivered for each Series.

Section 4. Terms and Provisions Applicable to the Series 2025 Bonds.

(a) **Form and Numbering.** The Series 2025 Bonds shall be issued only as fully registered Bonds and substantially in the form set forth in the Supplemental Trust Agreement for the related Series of Series 2025 Bonds, and shall be numbered as determined by the Fiscal Officer. The Series 2025 Bonds may be issued to a Securities Depository for holding in a book entry system and, if so issued: (i) those Bonds shall be registered in the name of the Securities Depository or its nominee, as registered owner, and immobilized in the custody of the Securities Depository or its agent; and (ii) the Series 2025 Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository without further action by the University as provided in the Supplemental Trust Agreement for the related Series of Series 2025 Bonds.

(b) **Denominations and Dates.** The Series 2025 Bonds shall be dated as of their date of issuance or as of another date as may be stated in the Certificate of Award for the related Series of Series 2025 Bonds. The Series 2025 Bonds of each Series shall be issued in the denominations authorized in the applicable Supplemental Trust Agreement.

(c) **Interest.** The Series 2025 Bonds of each Series shall bear interest from their respective dates payable on the Interest Payment Dates at the respective interest rates per year to be determined by the Fiscal Officer as being not substantially adverse to the University, and set forth in the Certificate of Award for the related Series of Series 2025 Bonds, provided that the yield (determined in accordance with the arbitrage provisions of the Code) of all Series 2025 Bonds of a Series shall not exceed seven and five-tenths percent (7.5%) per year.

(d) **Maturities.** The Series 2025 Bonds of each Series shall mature on the dates and in the amounts as the Fiscal Officer determines in the Certificate of Award to be in the best interests and financial advantages of the University, provided that no Series 2025 Bonds issued to refund Refunded Bonds shall have a maturity greater than permitted under the Act.

(e) **Prior Redemption.**

(i) **Term Bonds--Mandatory Redemption.** If provided for in the Certificate of Award, Series 2025 Bonds maturing in a particular year may be consolidated with the principal amount of Series 2025 Bonds of the same Series maturing in one or more prior consecutive years to provide for bonds maturing in that later year in the aggregate principal amount of those consolidated maturities (a "Term Bond"). Any such Term Bonds shall be subject to mandatory

redemption by the University pursuant to mandatory sinking fund requirements at a redemption price equal to 100% of the principal amount redeemed, plus accrued interest to the date of redemption, on the dates and in the principal amounts as determined by the Fiscal Officer in the Certificate of Award. The amounts required to be paid to the Bond Service Account shall include amounts sufficient to redeem (less the amount of any credit as provided in the Supplemental Trust Agreement for the related Series of Series 2025 Bonds) on each principal payment date in the respective principal amounts of any Term Bonds subject to mandatory sinking fund redemption.

At its option, to be exercised on or before the 45th day next preceding any mandatory sinking fund redemption date, the University may (i) deliver to the Trustee for cancellation Term Bonds, in any aggregate principal amount desired, or (ii) receive a credit in respect to the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University for any Term Bonds of the same Series maturing in the same year as the Term Bonds so delivered to the Trustee, which prior to that date have been redeemed (other than through the operation of the mandatory sinking fund requirements provided for) or purchased for cancellation and cancelled by the Trustee and not theretofore applied as a credit against any mandatory sinking fund requirement (and corresponding mandatory redemption obligation). Each Term Bond so delivered or previously redeemed or purchased for cancellation shall be credited by the Trustee at 100% of its principal amount against the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) of the University on that redemption date with respect to Term Bonds maturing in the same year and any credit in excess of that amount may be credited against future mandatory sinking fund requirements with respect to Term Bonds of the same Series maturing in the same year. If the University intends to avail itself in any year of the provisions of this paragraph, the University will on or before the 45th day next preceding the mandatory redemption date of that year furnish the Trustee with a certificate, signed by the Fiscal Officer, stating the extent to which the provisions of clauses (i) and (ii) above in this paragraph are to be availed of with respect to such mandatory sinking fund requirement (and corresponding mandatory redemption obligation). Unless that certificate is so timely furnished by the University, the mandatory sinking fund requirement (and corresponding mandatory redemption obligation) for that year shall not be reduced.

(ii) **Optional Redemption.** Series 2025 Bonds of any Series and of one or more maturities may, as determined in the Certificate of Award, be subject to redemption at the option of the University prior to their stated maturities, in whole or in part (as directed by the University), from moneys other than those deposited in accordance with any mandatory sinking fund requirements as provided above, on the dates and at the redemption prices set forth in the Certificate of Award. If determined to provide lower interest costs and to be in the best interest of the University, as may be provided in the Certificate of Award, the Fiscal Officer may determine that none of the maturities of Series 2025 Bonds of any Series will be subject to optional redemption prior to maturity or that certain maturities of Series 2025 Bonds of any Series will not be subject to optional redemption prior to maturity.

(iii) **Partial Redemption.** If fewer than all of the outstanding Series 2025 Bonds of any Series are to be called for optional redemption, the Series 2025 Bonds to be redeemed shall be selected by the University in any manner it may determine. If fewer than all of the outstanding Series 2025 Bonds of the same maturity and interest rate are to be called for redemption, the

selection of the Bonds or portions of those Bonds (in denominations authorized in the applicable Supplemental Trust Agreement) of that maturity to be called for redemption shall be made in the manner provided in the Trust Agreement.

If optional redemption of Series 2025 Bonds of any Series at a redemption price above 100% of the principal amount to be redeemed is to take place on any applicable mandatory sinking fund redemption date, the Bonds to be optionally redeemed shall be selected prior to the selection of the Term Bonds to be redeemed by mandatory sinking fund redemption.

(iv) **Notice.** Notice of call for redemption of Series 2025 Bonds of any Series, setting forth the information provided for in the Trust Agreement, shall be given by mail by the Trustee on behalf of the University, mailed not less than thirty (30) days prior to the redemption date to the registered owners of the Series 2025 Bonds to be redeemed in whole or in part at their addresses appearing on the books kept and maintained by the Trustee, as registrar, for the registration, exchange and transfer of Bonds pursuant to the Trust Agreement (the "Register"). Notice by publication shall not be required. Any defect in that notice as to any Series 2025 Bond shall not affect the validity of the proceedings for the redemption of any other Series 2025 Bond, and any failure to receive notice duly mailed shall not affect the validity of the proceedings for the redemption of any Series 2025 Bonds.

(f) **Places and Manner of Payment.** The Series 2025 Bonds shall be payable at the places and in the manner provided in the Supplemental Trust Agreement for the related Series of Series 2025 Bonds.

(g) **Execution and Authentication.** The Series 2025 Bonds shall be executed and authenticated in the manner provided in the Trust Agreement.

Section 5. Sale and Award of Series 2025 Bonds.

(a) **Sale of Series 2025 Bonds.** The Board authorizes and directs the Fiscal Officer to award and sell the Series 2025 Bonds to the Original Purchaser in accordance with this Resolution and the Certificate of Award, and on such further or revised terms authorized or not inconsistent with this Resolution and in the best interests of and not materially adverse to the University as are provided for or specified in the Certificate of Award and any Bond Purchase Agreement. The purchase price of the Series 2025 Bonds shall not be less than 98% of the aggregate principal amount of the Series 2025 Bonds, plus any accrued interest on the Series 2025 Bonds from their date to the Closing Date. The Fiscal Officer is authorized to sign one or more Bond Purchase Agreements for the related Series of Series 2025 Bonds, in order to provide for the definitive terms and terms of sale and award to the Original Purchaser of the Series 2025 Bonds of each Series as provided in this Resolution. The Bond Purchase Agreement for any Series of Series 2025 Bonds shall not be inconsistent with this Resolution, and shall be approved by the Fiscal Officer, her signing of the Bond Purchase Agreement to constitute conclusive approval, and a finding that the terms are in the best interests of and not materially adverse to the University, on behalf of the University. The Certificate of Award for the related Series of Series 2025 Bonds shall be incorporated in and form a part of the related Supplemental Trust Agreement.

The Fiscal Officer is authorized, if determined to be in the best interest and financial advantages of the University, to combine the issue of one or more Series of Series 2025 Bonds with one or more other bond issues of the University authorized by separate resolution of the Board into a consolidated issue of bonds in accordance with Section 3345.12(D) of the Revised Code. Such determinations shall be as set forth in the Certificate of Award.

(b) **Certificate of Award.** The Fiscal Officer is authorized to sign one or more Certificates of Award for the related Series of Series 2025 Bonds, in order to provide for the definitive terms and terms of sale and award to the Original Purchaser of the Series 2025 Bonds of each Series as provided in this Resolution. The Certificate of Award shall not be inconsistent with this Resolution, and shall be approved by the Fiscal Officer, with the Fiscal Officer's signing of such certificate to constitute conclusive approval, and a finding that the terms are in the best interests of and not materially adverse to the University, on behalf of the University. The Certificate of Award for the related Series of Series 2025 Bonds shall be incorporated in and form a part of the related Supplemental Trust Agreement.

(c) **Official Statement.** If determined by the Fiscal Officer to be necessary in connection with the sale of the Series 2025 Bonds, then the Fiscal Officer is authorized to prepare or authorize to be prepared, and to complete a preliminary official statement and final official statement relating to the original issuance of any Series of Series 2025 Bonds. If and to the extent applicable, the Fiscal Officer shall certify or otherwise represent that the preliminary official statement, in original or revised form, is a “deemed final” official statement (except for permitted omissions) by the University as of a particular date and that a completed version is a “final” official statement for purposes of the Rule. The distribution and use of a preliminary official statement and final official statement by the University and the Original Purchaser is hereby authorized and approved with respect to Series 2025 Bonds of any Series.

The Fiscal Officer and any other appropriate officers of the University or the Board of Trustees are further authorized (i) to use and distribute, or authorize the use and distribution of, the preliminary and final official statements and supplements thereto in connection with the original issuance of Series 2025 Bonds of any Series as may in their judgment be necessary or appropriate, and (ii) to sign and deliver, on behalf of the University and in their official capacities, such certificates in connection with the accuracy of the preliminary and final official statements and any amendment thereto as may in their judgment be necessary or appropriate.

(d) **Continuing Disclosure Agreement.** If and to the extent required by the Rule, the University, for the benefit of the holders and beneficial owners of the Series 2025 Bonds, shall make a continuing disclosure agreement for the related Series of the Series 2025 Bonds. The Fiscal Officer shall have the responsibility for the compliance by the University with that continuing disclosure agreement, and the Fiscal Officer shall establish procedures in order to ensure that compliance. That continuing disclosure agreement shall be the continuing disclosure agreement for purposes of the Rule, and its performance shall, as provided in it, be subject to the annual

appropriation by the Board of moneys to meet costs required to be incurred to perform it.

Section 6. Allocation of Proceeds of Series 2025 Bonds. The proceeds from the sale of the Series 2025 Bonds of each Series shall be allocated, deposited and credited in the manner set forth in the Supplemental Trust Agreement.

Section 7. Tax Covenants. With respect to Series 2025 Bonds that are Tax-Exempt Bonds, the Board, for itself and the University, hereby covenants that:

(i) It will use, and will restrict the use and investment of, the proceeds of the Series 2025 Bonds in such manner and to such extent as may be necessary so that (A) those Series 2025 Bonds will not constitute private activity bonds or arbitrage bonds under Section 141 or 148 of the Code, or be treated other than as bonds to which Section 103 of the Code applies, and (B) the interest on those Series 2025 Bonds will not be treated as a preference item under Section 57 of the Code.

(ii) It (a) will take or cause to be taken such actions that may be required of it for the interest on the Series 2025 Bonds to be and remain excluded from gross income for federal income tax purposes, and (b) will not take or authorize to be taken any actions that would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (1) apply the proceeds of the Series 2025 Bonds to the governmental purpose of the borrowing, (2) restrict the yield on investment property, (3) make timely and adequate payments to the federal government, (4) maintain books and records and make calculations and reports, and (5) refrain from certain uses of those proceeds and of property financed with those proceeds, all in such manner and to the extent necessary to assure that exclusion of that interest under the Code.

The Fiscal Officer and other appropriate officers are authorized (i) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the University with respect to the Series 2025 Bonds as the University is permitted to make or give under the federal income tax laws, including, without limitation, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Series 2025 Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the University, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Series 2025 Bonds, and (iii) to give one or more appropriate certificates, for inclusion in the transcript of proceedings for those Series 2025 Bonds, setting forth the reasonable expectations of the University regarding the amount and use of all the proceeds of those Series 2025 Bonds, the facts, circumstances and estimates on which they are based, and other facts

and circumstances relevant to the tax treatment of the interest on and the tax status of the Series 2025 Bonds.

Section 8. Supplemental Trust Agreements. The President of the University, the Fiscal Officer, and the Chair and Vice-Chair of the Board, or any two of them, are authorized to sign and deliver to the Trustee, in the name of and on behalf of the University, a Supplemental Trust Agreement pursuant to the Trust Agreement and in connection with the issuance each Series of Series 2025 Bonds, in the best interest or and not materially adverse to the University, as may be permitted by the Act, the Trust Agreement and this Resolution and approved by the officers signing it on behalf of the University. The approval of each Supplemental Trust Agreement, and the determination that it is in the best interest of and not materially adverse to the University, shall be conclusively evidenced by the signing of the Supplemental Trust Agreement by those officers.

Section 9. Intentionally blank.

Section 10. Application for Rating and Other Credit Support Instruments. If, in the judgment of the Fiscal Officer, the filing of applications for ratings on any Series of Series 2025 Bonds or designated portion thereof by one or more Rating Services is in the best interest of the University, the Fiscal Officer is authorized to prepare and submit those applications and to provide each such Rating Service with such information as may be required for the purpose.

The Fiscal Officer, in connection with any Series of Series 2025 Bonds, is authorized to contract for one or more Credit Support Instruments, and to pay the costs of any such Instrument from proceeds of the Series 2025 Bonds, if she determines that the Credit Support Instrument will result in a savings in the cost of the financing to the University.

Section 11. Intentionally blank.

Section 12. Intentionally blank.

Section 13. Other Documents. The President of the University, the Fiscal Officer, and the Chair and Vice-Chair of the Board, or any one of them, are authorized to furnish, sign and deliver such other documents, certificates and instruments as may be necessary or appropriate to issue the Series 2025 Bonds and to consummate the transactions contemplated in this Resolution, the Supplemental Trust Agreement and the Bond Purchase Agreement, each as applicable to the related Series of Series 2025 Bonds. The Secretary to the Board or other appropriate officials of the University shall furnish the Original Purchaser with a true transcript of proceedings certified by such officers of the University as may be appropriate of all proceedings had with reference to the issuance of the Series 2025 Bonds.

Section 14. Open Meeting. It is found and determined that all formal actions of this Financial Affairs Committee of the Board of Trustees concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were taken in meetings open to

the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

RESOLUTION 2025-33

APPROVAL OF THE SELECTION OF EXTERNAL AUDIT FIRM

WHEREAS, the current contract for external auditing services has expired; and

WHEREAS, the Auditor of State issued an RFP for a five-year audit contract; and

WHEREAS, Cleveland State University has participated in the Auditor of State's technical and cost evaluations of the six proposals received; and

WHEREAS, in the best professional judgment of Cleveland State University officials, Plante & Moran, PLLC has the highest-ranking score under the Auditor of State's guidelines and has signed the Memorandum of Agreement; and

WHEREAS, the Auditor of State's Office and Cleveland State University officials agree on the selection of Plante & Moran, PLLC; and

WHEREAS, the Financial Affairs Committee has reviewed the matter as presented by the University administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees approves the selection and appointment of Plante & Moran, PLLC by the Auditor of State for a five-year contract, in the amount of \$1,479,705, commencing with the 2025 audit.

RESOLUTION 2025-34

APPOINTMENT OF PETER KORITANSKY AS DIRECTOR OF THE CENTER FOR CIVICS, CULTURE AND SOCIETY AND AWARD OF RANK AND TENURE

WHEREAS, an external search was conducted to fill the new position of Director of the Center for Civics, Culture and Society; and

WHEREAS, the search attracted a substantial pool of well-qualified candidates, including Dr. Peter Koritansky, Professor of History, Philosophy, and Religious Studies at University of Prince Edward Island in Charlottetown, Prince Edward Island, Canada; and

WHEREAS, the credentials of Dr. Koritansky have been reviewed by the appropriate faculty peer review committee in the Department of Philosophy and Comparative Religion, the Chair, the Dean, the Provost and the President; and

WHEREAS, Dr. Koritansky has fulfilled the requirements for tenure at the rank of Professor as set forth in Article 12.9 of the Faculty Collective Bargaining Agreement; and

WHEREAS, the Academic Affairs and Student Success Committee has reviewed this matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees approves the appointment of Dr. Peter Koritansky as Director of the Center for Civics, Culture and Society and that the full Board approve the award of tenure at the rank of Professor to Dr. Peter Koritansky in the Department of Philosophy and Comparative Religion in the College of Arts and Sciences, effective June 1, 2025.

RESOLUTION 2025-35

AWARD OF RANK AND TENURE TO DR. ELAINE YI LU

WHEREAS, an external search was conducted to fill the position of Director of the Maxine Goodman Levin School of Urban Affairs in the Levin College of Public Affairs and Education; and

WHEREAS, the search attracted a substantial pool of well-qualified candidates, including Dr. Yi (Elaine) Lu, Director and Full Professor of Public Policy and Administration at City University of New York-John Jay College of Criminal Justice in New York, New York; and

WHEREAS, the credentials of Dr. Lu have been reviewed by the appropriate faculty peer review committee in the Maxine Goodman Levin School of Urban Affairs, the Chair, the Dean, the Provost and the President; and

WHEREAS, Dr. Lu has fulfilled the requirements for tenure at the rank of Professor as set forth in Article 12.9 of the Faculty Collective Bargaining Agreement; and

WHEREAS, the Academic Affairs and Student Success Committee has reviewed this matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees approves the award of tenure at the rank of Professor to Dr. Yi (Elaine) Lu in the Maxine Goodman Levin School of Urban Affairs, effective January 2, 2026.

RESOLUTION 2025-36

AWARD OF RANK AND TENURE TO DR. STEFAN ANDREI

WHEREAS, an external search was conducted to fill the position of Chair of the Department of Computer Science in the Washkewicz College of Engineering; and

WHEREAS, the search attracted a substantial pool of well-qualified candidates, including Dr. Stefan Andrei, Professor and Chair in the Department of Computer Systems Engineering Technology at Oregon Institute of Technology in Klamath Falls, Oregon; and

WHEREAS, the credentials of Dr. Andrei have been reviewed by the appropriate faculty peer review committee in the Department of Computer Science, the Chair, the Dean, the Provost and the President; and

WHEREAS, Dr. Andrei has fulfilled the requirements for tenure at the rank of Professor as set forth in Article 12.9 of the Faculty Collective Bargaining Agreement; and

WHEREAS, the Academic Affairs and Student Success Committee has reviewed this matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees approves the award of tenure at the rank of Professor to Dr. Stefan Andrei in the Department of Computer Science in the Washkewicz College of Engineering, effective July 1, 2025.

RESOLUTION 2025-37

AWARD OF RANK AND TENURE TO DR. MARY LYNN DAVIS-AJAMI

WHEREAS, an external search was conducted to fill the position of Director of the School of Nursing in the College of Health; and

WHEREAS, the search attracted a substantial pool of well-qualified candidates, including Dr. Mary Lynn Davis-Ajami, Professor of Nursing at Michigan State University, East Lansing, MI; and

WHEREAS, the credentials of Dr. Davis-Ajami have been reviewed by the appropriate faculty peer review committee in the School of Nursing, the Chair, the Dean, the Provost and the President; and

WHEREAS, Dr. Davis-Ajami has fulfilled the requirements for tenure at the rank of Professor as set forth in Article 12.9 of the Faculty Collective Bargaining Agreement; and

WHEREAS, the Academic Affairs and Student Success Committee has reviewed this matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the that the Cleveland State University Board of Trustees approves the award of tenure at the rank of Professor to Dr. Mary Lynn Davis-Ajami, School of Nursing in the College of Health, effective July 1, 2025.

RESOLUTION 2025-38

FACULTY EMERITI STATUS

WHEREAS, faculty members can request emeriti status in accordance with the terms of the applicable University policy; and

WHEREAS, the Academic Affairs and Student Success Committee has reviewed this matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees awards the designation of emeritus or emerita, as appropriate to the faculty members listed in the attached Summary of Faculty Emeriti Nominations.

RESOLUTION 2025-39

APPROVAL OF LOW ENROLLMENT COURSE AND PROGRAM AND DUPLICATE PROGRAM REPORT

WHEREAS, Amended Substitute HB64 requires that the boards of trustees of each state institution of higher education evaluate all courses and programs based on enrollment and student performance at their respective institutions every three years; and

WHEREAS, Cleveland State University has conducted a review of 960 courses, identified 105 courses that meet the chancellor's definition of low enrollment, and taken appropriate actions to reduce the number of low enrollment courses; and

WHEREAS, Cleveland State University has reduced the number of courses offered in the 2024-25 academic year to 960 courses as compared to 1345 courses in the 2021-22 academic year based on enrollment trends; and

WHEREAS, Cleveland State University has conducted a review of undergraduate, graduate, and doctoral programs, and has taken appropriate actions to closely examine these specific low enrollment programs, including the closing of 26 programs; and

WHEREAS, Cleveland State University has been collaborating with other institutions in the region to share courses and offer joint programs and will continue to explore such opportunities to optimize the use of State resources; and

WHEREAS, the Academic Affairs and Student Success Committee has reviewed the matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees approves the Cleveland State University Low Enrollment Course and Program and Duplicate Program Review Report for submittal to the Chancellor of the Ohio Department of Higher Education.

RESOLUTION 2025-40

**ACCEPTING GIFTS AND PLEDGE PAYMENTS
3RD QUARTER, FY 2025
JANUARY 1, 2025 TO MARCH 31, 2025**

RESOLVED, that the gifts and pledge payments totaling \$2,471,527 received by the Cleveland State University Foundation during the period January 1, 2025 to March 31, 2025 are hereby accepted with thanks; and

BE IT FURTHER RESOLVED, that the President is hereby directed to use these gifts subject to their terms and conditions.

EXECUTIVE SESSION

Chairman Reynolds moved for the Board to recess into Executive Session to consider personnel matters involving the appointment, compensation and employment of public officials, to discuss imminent and pending litigation with the University General Counsel, to consider the sale of real property, to discuss matters related to collective bargaining, and to discuss trade secret information required by law to be kept confidential. Trustee Dolan seconded the motion.

A roll call vote was taken by the Secretary of the Board; voting in the affirmative were Ms. Byrd, Mr. Cosgrove, Mr. Dolan, Ms. Downing, Mr. Starkoff, Dr. Vince, Ms. Whiting, and Mr. Reynolds. The motion carried.

Chair Reynolds excused everyone except the voting trustees, President Bloomberg, ex officio Board Member White, Community Trustee Kunkle, Provost Sridhar, Chief of Staff Franklin, Athletic Director Harkey, Chief HR Officer Dykes, Assistant Board Secretary Link, and VP, General Counsel and Board Secretary Wilson.

The executive session began at 9:56 a.m.

At 11:19 a.m., Chair Reynolds announced that the Board had finished its business in Executive Session and was returning to its regular meeting.

NEW BUSINESS

Chairman Reynolds announced that several items would be considered as a result of the Executive Session, and called on Athletic Director Harkey to present the first two items pertaining

to contracts for the men's and women's head basketball coaches. He noted that both resolutions would be acted on with one motion.

Trustee Dolan moved the approval; and Trustee Whiting seconded the motion. The Board Secretary called the roll, and the following resolutions were approved.

RESOLUTION 2025-41

**AUTHORIZATION FOR ADMINISTRATION TO ENTER INTO
FINAL EMPLOYMENT CONTRACT WITH
NEW MEN'S HEAD BASKETBALL COACH**

WHEREAS, after a comprehensive search, Cleveland State University Director of Athletics Kelsie Gory Harkey has selected a new Men's Head Basketball Coach Robert Summers; and

WHEREAS, the parties negotiated a Memorandum of Understanding that memorializes the essential terms and conditions of Mr. Summers' employment as the Cleveland State University Men's Head Basketball Coach, and further committed to develop a definitive Employment Agreement for Mr. Summers consistent with the terms and conditions set forth in the Memorandum of Understanding no later than May 31, 2025; and

WHEREAS, the parties have negotiated the essential terms and conditions of Mr. Summer's employment as the Cleveland State University Men's Head Basketball Coach, which is attached hereto in substantial form:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby authorizes the Cleveland State University Director of Athletics to execute the final Employment Agreement with Men's Head Basketball Coach Robert Summers in substantial form as attached hereto, subject to any changes deemed necessary by University General Counsel; and further, the University Administration is authorized to negotiate and execute any and all documents and agreements to effectuate the terms of the final Employment Agreement.

RESOLUTION 2025-42

**AUTHORIZATION FOR ADMINISTRATION TO ENTER INTO
AMENDED AND RESTATED EMPLOYMENT AGREEMENT WITH
WOMEN'S HEAD BASKETBALL COACH**

WHEREAS, Chris Kielsmeier has served admirably as the Head Coach of the Cleveland State University Women's Basketball Team since 2018, with a 152-70 record during Coach Kielsmeier's seven seasons. The 2024-25 campaign included a fourth straight 20-win season and the program's fifth straight post season tournament appearance, with an appearance Feb 4; women's basketball student-athletes currently carry a 3.62 cumulative grade point average, made up of many academic programs across the institution, and 79 student-athletes have been honored

on CSU Deans' Lists under Coach Kielsmeier's leadership. Additionally, the team has appeared in the Horizon League semifinals for six consecutive seasons and student-athletes were honored as conference player of the year along with six additional all-league honors this season; and

WHEREAS, Kielsmeier was pursued with opportunities for coaching employment at other Division I institutions following the 2024-25 season and the Director of Athletics wishes to retain his services and reward Coach for his outstanding performance; and

WHEREAS, the parties have negotiated the essential terms and conditions of Mr. Kielsmeier's employment as the Cleveland State University Women's Head Basketball Coach, and further committed to develop a definitive Amended and Restated Employment Agreement for Mr. Kielsmeier, which is attached hereto in substantial form:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees hereby authorizes the Cleveland State University Director of Athletics to execute the Amended and Restated Employment Agreement with Women's Head Basketball Coach Chris Kielsmeier containing the essential terms as attached hereto, subject to any changes deemed necessary by University General Counsel; and that the University Administration is authorized to negotiate and execute any and all documents and agreements to effectuate the terms of the Amended and Restated Employment Agreement.

Chairman Reynolds called on Chief HR Officer Dykes to present the next two items pertaining to salary increases for non-bargaining faculty and staff, and the collective bargaining agreement with the SEIU. He noted that both resolutions would be acted on with one motion.

Trustee Downing moved the approval; and Trustee Dolan seconded the motion. The Board Secretary called the roll, and the following resolutions were approved.

RESOLUTION 2025-43

APPROVAL OF SALARY AND WAGE INCREASES FOR ELIGIBLE ADMINISTRATIVE FACULTY, NON-BARGAINING FULL-TIME FACULTY, NON- BARGAINING UNIT PROFESSIONAL STAFF AND NON-BARGAINING UNIT CLASSIFIED STAFF

WHEREAS, it has been the practice of the University to provide eligible administrative faculty non-bargaining unit full-time faculty and non-bargaining unit staff with compensation and health insurance programs that are comparable to the economic packages provided to bargaining unit faculty and staff:

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby directs the Administration to implement wage increases for eligible administrative faculty, non-bargaining unit full-time faculty, and non-bargaining unit professional and classified staff as follows:

A wage pool for FY25 (retroactive), FY26 and FY27 that is comparable to the wage pools provided to bargaining unit faculty and staff, to be distributed according to a plan to be approved by the President.

RESOLUTION 2025-44

**APPROVAL OF SERVICE EMPLOYEES INTERNATIONAL UNION DISTRICT 1199
WV/KY/OH, THE HEALTHCARE AND SOCIAL SERVICE UNION, CTW/CLC
COLLECTIVE BARGAINING AGREEMENT**

WHEREAS, the University and the Service Employees International Union, District 1199 have reached a final tentative agreement for a three-year successor collective bargaining agreement for classified staff extending from November 1, 2024, through October 31, 2027; and

WHEREAS, the bargaining unit members of the Service Employees International Union, District 1199 have ratified the tentative agreement; and

WHEREAS, the Financial Affairs Committee has reviewed this matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE BE IT RESOLVED that the Cleveland State University Board of Trustees recommends approves the successor collective bargaining agreement between Cleveland State University and the Service Employees International Union, District 1199 covering the three-year period from November 1, 2024 through October 31, 2027.

Chairman Reynolds called on CFO Addington to present the item related to the lease between the EADC and the University for the University House.

Trustee Cosgrove moved the approval; and Trustee Downing seconded the motion. The Board Secretary called the roll, and the following resolution was approved.

The Chairman noted that this action would be a substantial savings to the University and that a subsequent conversation would take place at a later time regarding an approved housing allowance.

RESOLUTION 2025-45

**AUTHORIZATION TO TERMINATE THE LEASE FOR 2568 FAIRMOUNT
BOULEVARD, CLEVELAND HEIGHTS, OHIO 44106**

WHEREAS, the Euclid Avenue Development Corporation (“EADC”) is the owner of a residential property located at 2568 Fairmount Boulevard, Cleveland Heights, Ohio 44106 (the “Property”) that is currently leased to Cleveland State University (“University”) pursuant to that certain lease

dated April 1, 2016, as amended between EADC as landlord and CSU as tenant (the “Lease”); and,

WHEREAS, the Property has been used as the primary residence for the President of the University; and

WHEREAS, pursuant to the Lease, either EADC or CSU may terminate the Lease upon delivery of a sixty (60) day written notice to the non-terminating party; and

WHEREAS, the President of the University has indicated a desire to relocate from the Property; and

WHEREAS, termination of the lease will result in cost savings to the University; and

WHEREAS, EADC and University administrators will coordinate the timing of the termination of the Lease to allow the university sufficient time to vacate the Property; and

WHEREAS, the Financial Affairs Committee has reviewed this matter as submitted by the University Administration and recommends full Board approval:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees authorizes University administrators to terminate the lease dated April 1, 2016, as amended, between the Euclid Avenue Development Corporation as landlord, and Cleveland State University as tenant, for the property located 2568 Fairmount Boulevard, Cleveland Heights, Ohio 44106.

Chairman Reynolds announced that the next item was related to the President’s performance review, and that the University is fortunate to have President Bloomberg in her position. He thanked Trustee Byrd for her role in chairing the Governance Committee and leading and overseeing the performance review process.

Chair Reynolds further noted that the Board has agreed to award President Bloomberg a performance bonus and merit increase.

Trustee Starkoff moved the approval; and Trustee Whiting provided the second. The Board Secretary called the roll and the motion was unanimously approved.

President Bloomberg thanked members and noted that it is a privilege to work in higher education, and she is grateful for the opportunity. She thanked her leadership team and the University’s faculty for their help and support.

RESOLUTION 2025-46

ANNUAL EVALUATION OF

PRESIDENT LAURA J. BLOOMBERG

WHEREAS, pursuant to Section 6 of President Bloomberg's employment agreement and Section 3344-1-03(C) of the Board Bylaws, the Governance Committee shall commence the review of the performance of the president at the annual meeting in a manner consistent with the president's contract; and

WHEREAS, the Governance Committee met on May 7, 2025 to review the President's Performance and is now referring the matter to the Board of Trustees for their consideration; and

WHEREAS, the evaluation of the President's performance is based on jointly established goals for the year in review that reflect progress in achieving the University's strategic plan, and the evaluation process should include the mutual agreement on the goals and objectives for the next fiscal year; and

WHEREAS, President Bloomberg provided her written self-evaluation to the Board of Trustees for their review and consideration; and

WHEREAS, the Board of Trustees has thoughtfully and carefully reviewed the President's self-evaluation and have noted that she has made substantial progress toward, met, and in many cases exceeded her performance goals for FY25; and

WHEREAS, the Board of Trustees commends President Bloomberg for her significant achievements during her third year as President which include, but are not limited to:

- Articulating Cleveland State's strategic direction and launching a new strategic plan, Cleveland State United, which will guide the university through 2030
- Working in partnership with faculty to redesign the core curriculum and launch integrated degree programs
- Continuing to ensure the organizational resilience and financial stability of the university through strong budget management and oversight
- Rolling out the Unified Academic Coaching model which will have a direct impact on student success inside and outside of the classroom
- Restructuring of President's Cabinet and Establishment of Senior Leadership Groups which has improved decision making and communication

WHEREAS, upon review and consideration, the Board of Trustees accepts the President's Self-Review; and

WHEREAS, Pursuant to Section 6 of her employment agreement and based upon President Bloomberg's successful accomplishment of her goals, the Board of Trustees has determined that the President is eligible for a performance bonus and is also eligible for a merit increase which would be applied to her base salary:

NOW, THEREFORE, BE IT RESOLVED, the Cleveland State University Board of Trustees applauds President Bloomberg for her significant accomplishments over the last year; and

BE IT FURTHER RESOLVED that the Cleveland State University Board of Trustees authorizes a performance bonus of 25% and merit increase of 3%.

Trustee Cosgrove brought forth a motion to recognize Lee Fisher, the current Dean of CSU's College of Law, who has accepted an offer to become the 10th president of Baldwin Wallace University, Berea, Ohio. He noted that Dean Fisher has proved to be one of the outstanding academic leaders in the history of the University, as evidenced through his innovative approaches to law education including the launch of online programs, the guidance that he provides to the Law School and the students, as well as his valued integrity.

Trustee Downing seconded the motion. The following resolution was approved by roll call.

RESOLUTION 2025-47

HONORING DEAN LEE FISHER FOR HIS OUTSTANDING SERVICE TO THE STUDENTS AND THE UNIVERSITY

WHEREAS, the Honorable Lee Fisher J.D. was named as Dean and the Joseph C. Hostetler-BakerHostetler Chair in Law, Cleveland State University College of Law in 2017, after serving one year as Interim Dean, and has always advocated for the success of the students and the University; and

WHEREAS, Lee Fisher, a native Cleveland, has had a most distinguished career in the State of Ohio, including his service as Attorney General, Ohio Lt. Governor, Director of the Ohio Department of Development, Chair of Ohio Third Frontier Commission and as a state senator and state representative, and also has served the nonprofit sector through his leadership of the Cuyahoga County Centers for Families and Children; and

WHEREAS, under Dean Fisher's innovative leadership, the enrollment at the law school consistently exceeded expectations and, in 2024, saw increased growth with the launch of the CSU Online J.D. accredited program; and

WHEREAS, throughout Dean Fisher's tenure, CSU's College of Law maintained top rankings for public law, online part-time programs, business law, health care law, international law, and others; and

WHEREAS, in 2022, Dean Fisher led the College, University, Alumni and Greater Cleveland Community through a thoughtful and balanced discussion regarding the name of the law school; and

WHEREAS, always focused on student success, Dean Fisher ensured that students had unique leadership education opportunities, professor accessibility, entrepreneurial student supports, technologically advanced space for collaborative learning, and a significant pool of actively engaged alumni, friends, and supporters; and

WHEREAS, Dean Fisher will be remembered by the countless number of law students who have graduated under his student-centered leadership and his commitment to the mission of making the College of Law an inclusive community, and to learn law and live justice:

NOW, THEREFORE, BE IT RESOLVED that the Cleveland State University Board of Trustees recognizes, with much gratitude, the exemplary leadership of Lee Fisher as Dean of the Cleveland State University College of Law, and furthermore, wishes him all the best as the tenth president of Baldwin Wallace University.

ELECTION OF OFFICERS

Governance Committee Chair Byrd reported that the Nominating Committee is responsible for presenting a slate of Board officers to be elected at the annual meeting, and that the committee consisted of Trustees Reynolds, Dolan, and herself. She submitted the slate of officers and asked for any other nominations from the floor for any of the positions. There were none.

Trustee Byrd moved the approval of the slate; and Trustee Downing seconded the motion. Following an approving roll call by Board Secretary Wilson, the resolution below was adopted and the officers' terms will begin immediately following the annual meeting, per the Board's bylaws.

RESOLUTION 2025-48

ELECTION OF OFFICERS FOR 2025-2026

BE IT RESOLVED that the Cleveland State University Board of Trustees hereby elects the following persons to serve as officers for the 2025-2026 term: Trustee Timothy J. Cosgrove as Chair, Trustee Vanessa L. Whiting as Vice Chair, Trustee Alan G. Starkoff as Treasurer, and Sonali B. Wilson as Secretary to the Board of Trustees; and

BE IT FURTHER RESOLVED that the treasurer is covered for the faithful performance of its duties under CSU's insurance policy and per the recommendation from our insurance carrier and in alignment with other IUC institutions, the amount of coverage is \$5 million dollars.

ADJOURNMENT

Chair Reynolds asked if there was any new or unfinished business, and none was brought forth. The meeting was adjourned at 11:36 a.m.

Respectfully submitted,

APPROVED ON JULY 7, 2025

Sonali B. Wilson
Vice President of Legal Affairs and
Compliance, General Counsel and
Board Secretary

APPROVED ON JULY 7, 2025

Timothy J. Cosgrove
Chairman, Board of Trustees