



**BOARD OF TRUSTEES
CLEVELAND STATE UNIVERSITY**

MINUTES OF THE MEETING

BOARD OF TRUSTEES SPECIAL MEETING

DATE: Friday, April 22, 2022, 11:30 a.m.

PLACE: Remote meeting via Zoom.

PRESENT: Chair David M. Reynolds; Vice Chair Timothy J. Cosgrove; Treasurer Lisa K. Kunkle; Executive Committee Member Patricia M. DePompei; Trustees Thomas W. Adler, Paul J. Dolan, Alan G. Starkoff, and Vanessa L. Whiting; Community Trustee Thomas E. Hopkins; General Counsel and Secretary to the Board of Trustees Sonali B. Wilson; and Assistant Board Secretary Heather A. Link.

Others in attendance: David Jewell, Sr. Vice President of Business Affairs and Chief Financial Officer; Sarah K. Squillante and Fred Pressley, PorterWright; and Don Frericks, Consultant.

Chair Reynolds called the meeting to order at 11:38 a.m. and confirmed the presence of a quorum.

DECISION ITEMS

Chair Reynolds noted that there were three decision items on the agenda that were initially discussed and approved at the January 2022 board meeting, with the stipulation that the final review and approval was to be by the Executive Committee. He further noted that the Executive Committee received the complete packet of information, including the full contract in advance of the meeting.

Asking for questions on the items and hearing none, the Chair called on Sr. Vice President Jewell to provide backgrounds on each item.

Approval of Campus Dining Services Management Agreement between Cleveland State University and Aramark

Vice President Jewell discussed key business terms of the contract (**ATTACHMENT A**). He noted that the University has increased personnel capacity with appropriate skill-sets to appropriately manage the contract, and he supports the agreement.

Board Secretary and General Counsel Wilson stated that she is also supports the approval of the agreement, noting that there has been ample time for due diligence on the agreement.

Authorization to Execute the Contracts for Architectural and Engineering Services and Construction Manager at Risk Services for the Aramark Dining Facilities Campus Wide Upgrade Project

Vice President Jewell discussed plans to upgrade ten dining facilities across campus in a significant multi-phased improvement project including new and renovated sit-down dining (**ATTACHMENT B**). He noted that the contracts require approval of the Board.

Authorization to Execute the Contracts for Architectural and Engineering Design Services and Construction Services for the Engaged Learning Labs in Science Research 71, 75 and 76 and Basic Science 309 and 310

Vice President Jewell reviewed the background, scope, budget, and timeline of the science and research lab renovations; the renovated labs will support advanced research along with providing valuable experiences for students (**ATTACHMENT C**). The total project budget is \$2.07 million and requires Board approval.

Chair Reynolds stated that all three items will be considered with one motion. Treasurer Kunkle moved the approval of the items; and Vice Chair Cosgrove seconded the motion.

Board Secretary Wilson called the roll of the Executive Committee; voting in the affirmative were Mr. Cosgrove, Ms. DePompei, Ms. Kunkle, and Chair Reynolds. The motion carried.

Chair Reynolds thanked Vice President Jewell for his work on the items, and the following resolutions were approved by the Executive Committee.

EXECUTIVE COMMITTEE RESOLUTION 2022-01

**APPROVAL OF CAMPUS DINING SERVICES MANAGEMENT AGREEMENT
BETWEEN CLEVELAND STATE UNIVERSITY AND ARAMARK**

WHEREAS, the University's agreement with Chartwells for University Dining Services expired on August 1, 2021; and

WHEREAS, the University Administration conducted a Request for Proposals and convened an RFP evaluation process to review the three proposals received; and

WHEREAS, the University Administration believes Aramark is the best qualified based upon financial analysis, presentation, and expert culinary and service standards and delivery as documented by their robust portfolio of business across industries, including higher education; and

WHEREAS, the University entered into a memorandum of understanding to allow for ongoing campus dining operations during the transition and as a final, definitive contract is being negotiated; and

WHEREAS, the University's legal and special counsel have determined that it is in the best interests of the University to transfer ownership of the liquor permits to Aramark with language in the Dining Management Agreement that compels Aramark to return possession of the permits to the University at the termination of said agreement; and

WHEREAS, Aramark has committed \$28.5M in capital in a variety of forms over the life of the contract and other key terms as noted in the attached term sheet; and

WHEREAS, on January 27, 2022, the Board of Trustees of Cleveland State University delegated review and approval of the contract to the Executive Committee:

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees hereby approves the contract in substantial form as attached, subject to any changes or revisions deemed necessary by the General Counsel.

EXECUTIVE COMMITTEE RESOLUTION 2022-02

AUTHORIZATION TO EXECUTE THE CONTRACTS FOR ARCHITECTURAL & ENGINEERING SERVICES AND CONSTRUCTION MANAGER AT RISK SERVICES FOR THE ARAMARK DINING FACILITIES CAMPUS WIDE UPGRADE PROJECT

WHEREAS, the first contract for this project is ready to be executed (Vocon Architects) and will exceed \$1,000,000; and the second contract (Whiting Turner Construction) are ready to be executed and will exceed \$1,000,000; and

WHEREAS, under existing Board policy, construction and consultant contracts in excess of \$1,000,000 require prior approval of the Board; and

WHEREAS, the University will solicit best value qualifications and proposals for Architectural and Engineering Design Services (A/E); Construction Manager at Risk (CMR) services for the Aramark Dining Facilities Campus Wide Upgrade Projects; and

WHEREAS, responses were received and reviewed by a select review panel comprised of University representatives; and

WHEREAS, three (3) A/E firms and (3) CMR firms were chosen to submit proposals and interview with the final selection determined by the best value rating selection criteria outlined by the Ohio Facilities Construction Commission; and

WHEREAS, on January 27, 2022, the Board of Trustees of Cleveland State University delegated review and approval of the contracts to the Executive Committee:

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees hereby authorizes the University Administration to enter into contract negotiations with the Architectural and Engineering firm, as well as, Construction Manager at Risk selected pursuant to the process outlined above; and further that the Administration may negotiate a contract not to exceed \$10,500,000 for the total combined costs of A/E design services, CMR pre-construction, construction stage fees, general conditions, reimbursable, CMR contingency and allowances as well as the guaranteed maximum price (GMP) for construction costs for the Aramark Dining Facilities Campus Wide Upgrade Project.

EXECUTIVE COMMITTEE RESOLUTION 2022-03

AUTHORIZATION TO EXECUTE THE CONTRACTS FOR ARCHITECTURAL & ENGINEERING DESIGN SERVICES AND CONSTRUCTION SERVICES FOR THE ENGAGED LEARNING LABS IN SCIENCE RESEARCH 71, 75 AND 76 AND BASIC SCIENCE 309 AND 310

WHEREAS, the first contract for this project is already executed (Van Aukin Aken Architects) and will not exceed \$1,000,000; and the second contract (TBD) will be ready for execution after publicly advertised competitive bidding General Trades Contract per O.R.C. 153 and will exceed \$1,000,000, with a total project budget of \$2,070,000.

WHEREAS, the former and current provosts have approved funding for the engaged learning lab renovation projects; and

WHEREAS, under existing Board policy, construction and consultant contracts in excess of \$1,000,000 require prior approval of the Board; and

WHEREAS, the University will publicly and competitively bid the General Trades Construction Contract per O.R.C. 153 for the Engaged Learning Lab renovations; and

WHEREAS, publicly opened, sealed bids will be reviewed by the Cleveland State University Project Manager and the Architect of record, both will confirm that the scope of work outlined in the drawings and specifications are in the bid; and

WHEREAS, the winning bidder shall be offered a contract by the process outlined above and per the Ohio Facilities Construction Commission; and

WHEREAS, on January 27, 2022, the Board of Trustees of Cleveland State University delegated review and approval of the contracts to the Executive Committee:

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Cleveland State University Board of Trustees hereby authorizes the University Administration to enter into contract negotiations with the Architectural and Engineering firm, as well as, the General Trades Contractor selected; and further that the Administration may negotiate a contract not to exceed \$2,070,000 for the total combined costs of A/E design services; pre-construction consulting services, construction costs, general conditions, reimbursable, contingency and allowances for project design and construction costs for the Engaged Learning Lab Upgrade Renovation Projects.

EXECUTIVE SESSION

Chairman Reynolds moved for the Board to recess into Executive Session to discuss personnel matters regarding the employment and contract of a public employee. Trustee Dolan seconded the motion.

A roll call vote was taken by the Secretary of the Board; voting in the affirmative were Mr. Adler, Mr. Cosgrove, Ms. DePompei, Mr. Dolan, Ms. Kunkle, Mr. Starkoff, Ms. Whiting, and Chair Reynolds. The motion carried.

Chair Reynolds excused everyone except the voting trustees, Community Trustee Hopkins, consultant Don Frericks, outside counsel Sarah K. Squillante and Fred Pressley, and General Counsel and Board Secretary Wilson. The executive session began at 12:05 p.m.

At 2:03 p.m., Chair Reynolds announced that the Board had finished its business in Executive Session and was returning to its regular meeting.

ADJOURNMENT

There being no new business resulting from the Executive Session, Chair Reynolds adjourned the meeting at 2:04 p.m.

Respectfully submitted,

APPROVED ON MAY 19, 2022

Sonali B. Wilson
General Counsel and
Secretary to the Board of Trustees

APPROVED ON MAY 19, 2022

David M. Reynolds
Chair, Board of Trustees