

**VIRGINIA STATE UNIVERSITY**  
**BOARD OF VISITORS**  
**BOARD MEETING MINUTES**  
**THURSDAY, JANUARY 26, 2017**

*The Full Board Meeting will be held on the 2<sup>nd</sup> floor of the Gateway Dining Event Center  
Salon A, on the campus of Virginia State University*

**CALL TO ORDER**

Mr. Harry Black, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in Salon A of the Gateway Dining and Event Center at 9:00 a.m.

**ROLL CALL**

A quorum was present.

*Board Members Present:*

Mr. Harry Black, Rector  
Mr. Huron F. Winstead, Vice Rector  
Ms. Thursa Crittenden, Secretary  
Ms. Pamela A. Currey  
Dr. Daryl C. Dance  
Mr. Michael Flemming  
Mr. Charlie W. Hill  
Dr. Alma C. Hobbs  
Mr. Frederick S. Humphries, Jr. (*absent*)  
Ms. Jennifer Hunter  
Mr. Paul Koonce  
Mr. Xavier Richardson  
Mr. Glenn Sessoms  
Mr. James J.L. Stegmaier  
Mr. Wayne Turnage (*arrived approximately 9:37 am*)  
Dr. James Norman, Faculty Representative to the Board  
Ms. Shai West, Student Representative to the Board

*Administration Present:*

Dr. Makola Abdullah, President  
Dr. Donald Palm, Provost/Vice President of Academic Affairs  
Dr. Letizia Gambrell-Boone, Vice President of Student Success and Engagement  
Mr. Hubert Harris, Vice President of Administration  
Ms. Reshunda Mahone, Vice President of Institutional Advancement  
Dr. G. Dale Wesson, Vice President of Research and Economic Development  
Ms. Joanne Curtis Taylor, Chief Audit Executive  
Mr. Rodney Hall, Executive Director of Enrollment Services  
Ms. Pamela Tolson, Director of Communications  
Mr. Osubi Craig, Special Assistant to the President for Special Projects and Initiatives  
Dr. Annie C. Redd, Special Assistant to the President and Board Liaison

*Legal Counsel Present:*

Ms. Ramona Taylor, University Legal Counsel  
Ms. Bonnie N. Holmes, Legal Assistant, University Legal Counsel

*Other Attendees:*

Daphne Maxwell Reid, Visitor Emeritus  
Rev. Delano Douglas, Director, Campus Ministries  
Omar Faison, Sponsored Research  
Yourdonus James, Director of Conference Services  
Joyce Henderson, Executive Director, VSU Real Estate Foundation  
Robert Turner, Director, VSU Foundation  
Paula McCapes, College of Agriculture  
Danette Johnson, Office of the President  
Adrian Petway, Budget Manager  
Henry DeBose, Assistant Vice President, Student Success and Engagement  
Kathie Choiniski, Dept. of Police and Public Safety  
Jesse Vaughan, Advanced Creative Services Group  
Cedric Owens, Advanced Creative Services Group  
Shaieek Turner, Advanced Creative Services Group  
Stephanie McNeil, College of Agriculture  
Kimberly Adams, Auxiliary Services  
Johnnella Edmonds, Music Department  
Richard Lesko, Audio & IT, BRAVL  
Justin Griffin, Technical Services  
Bettie Backus, Technical Services  
Emmanuel Omojokun, College of Business  
Jane Harris, Facilities  
Corey King, Technical Services  
Stacy Elder, Honors Program  
Keyashia Willis, Honors Program  
Kennedy James, Honors Program  
Daniel Roberts, Honors Program  
Hattie Wilkins, Director, Title III  
Peng Cheng, College of Engineering Technology  
Marcus Comer, College of Agriculture  
Tracy Walker, College of Education  
Randy Crouch, BRAVL  
Laban K. Rutto, College of Agriculture  
Dawit Haile, Interim Dean, College of Engineering and Technology  
C. Nana Derby, Sociology and Criminal Justice  
Diptiriani Samantaray, College of Engineering and Technology  
Chandan Samantaray, College of Engineering and Technology  
Brian Sayre, Biology  
Karen Faison, Nursing  
Leonard Githinji, Cooperative Extension

**OPENING REMARKS**

The Rector asked Reverend Delano Douglas, Director of Campus Ministries, to lead the invocation.

**RECTOR'S REMARKS**

Rector Black did not have opening remarks.

## **PRESIDENT'S REMARKS**

President Makola M. Abdullah provided updates to the Board on Spring 2017 and Fall 2017 enrollment, SACS reaffirmation, recent community engagements, and highlights from the Athletics Department.

## **COMMITTEE SESSIONS**

The Rector adjourned the meeting of the Full Board to allow for board committee meetings with the Board functioning as a committee of the whole.

### **Facilities, Finance and Audit Committee**

*(Committee Members Present: Flemming, Hill, Koonce, Stegmaier, Winstead)*

Mr. Michael Flemming, Committee chair, convened the Facilities, Finance and Audit Committee. Mr. Flemming called for the approval of the minutes from the November 10, 2016 committee meeting. The Committee unanimously approved the minutes. Mr. Kevin Davenport presented information on the following: Budget to Actual Report Ending 12/31/16, Analysis of Governor's Proposed Amendment to 2016-18 Biennium Budget, Rogers Stadium Accessibility Plan, and the Annual Audit for Year ending 6/30/16. Mr. Davenport addressed two resolutions for approval—the Resolution Authorizing Use of Bond Proceeds for Residence Facilities and the Resolution for approval of the Revised Leasing Policy. The committee voted to recommend approval of both resolutions to the full Board.

Ms. Joanne Curtis Taylor presented the Follow-up on Corrective Action Plans as of 12/31/16 and the Internal Audit December 2016 Quarterly Report. Ms. Curtis Taylor requested that the Committee approve postponement of the KRONOS audit as requested by the IT Department due to the number of concurrent audits in progress for the IT department. The committee expressed unanimous approval for the postponement of the internal KRONOS audit until next year. Ms. Curtis Taylor requested to make a report regarding Internal Audit and personnel matters in closed session.

Mr. Hubert Harris presented the Report on Technology Services which included major accomplishments in 2016, current and completed projects, upcoming IT audits, staffing changes, and IT staff professional achievements.

### **Academic and Student Affairs Committee**

*(Committee Members Present: Currey, Dance, Hill, Hobbs, Richardson, Norman, West)*

Dr. Alma Hobbs, Committee Chair, convened the Academic and Student Affairs Committee. Dr. Letizia Gambrell-Boone presented highlights from the Division of Student Success and Engagement. Dr. Gambrell-Boone also shared retention data for freshmen and strategies used in the Academic Center for Excellence.

Dr. Donald Palm presented an update on the SACSCOC Reaffirmation including the University Committee's organizational structure, 2017 timeline, and challenges. Dr. Palm also presented information on textbook affordability. Dr. Daniel Roberts, Director of the Honors Program, and four students delivered a presentation on the VSU Honors Program. The student presenters were Ms. Stacey Elder, a Senior majoring in Management; Mr. Jason Daniels, a Junior majoring in Computer Science; Ms. Keyashia Willis, a Sophomore majoring in Biology; Mr. Kennedy James, a Sophomore majoring in Computer Engineering.

Dr. Hobbs stated the Committee made a recommendation to President Abdullah to develop and present policies/procedures to award honorary degrees at every level—bachelors, masters, doctorate. The committee requested President Abdullah to present the policies at the annual meeting in April.

**Institutional Advancement Committee**

*(Committee Members Present: Crittenden, Currey, Hobbs, Hunter, Koonce, Richardson, Dance, Flemming, Sessoms)*

Ms. Jennifer Hunter, Committee Chair, convened the Institutional Advancement Committee. Mr. Osubi Craig presented a government relations update on proposed legislation discussed at the General Assembly. Ms. Hunter requested that the University develop a frequent Board communications plan on legislation outcomes through the Board Liaison. In addition, she recommended that the University develop an overall engagement strategy with the General Assembly.

Dr. G. Dale Wesson presented updates from the Division of Research and Economic Development. Dr. Omar Faison presented 14 faculty members who are featured in the Division's 2017 research calendar.

Ms. Reshunda Mahone presented updates and information on the status of the Division of Institutional Advancement. Ms. Mahone presented policies that will be reviewed by the Committee; i.e, Policy 4010 – Policy on the Accepting, Recording, and Naming of Gifts, and Policy 4100 – Policy on the Solicitation and Recognition of Gifts, Policy 4020 – Endowment Investment and Spending Policy. Ms. Hunter reported that Ms. Beverly Everson-Jones, a member of the VSU Foundation, has been appointed to serve on the IA Committee (in accordance with the Board Bylaws, Article III, Section 3.4. para. 3).

**Personnel and Compensation Committee**

*(Committee Members Present: Crittenden, Hunter, Sessoms, Stegmaier, Winstead)*

Mr. Glenn Sessoms, Committee Chair, convened the Personnel and Compensation Committee. Mr. Hubert Harris presented campus year-to-date crime statistics from the Department of Public Safety and reported on the operational review of Human Resources. Mr. Sessoms discussed the status of the President's Evaluation Tool and the proposed timeline for the evaluation process.

**CLOSED SESSION**

In accordance with §§ 2.2-3711(A)(1), (10) of the *Code of Virginia*, Ms. Crittenden moved to go into closed session at 3:15 p.m. for a discussion of personnel matters regarding Dr. Paulette Walker Johnson, Candidate for Faculty Emeritus Status. The motion provided that President Makola M. Abdullah, Dr. Annie C. Redd, Legal Counsel Ramona Taylor, Dr. Donald Palm, and Mr. Hubert Harris attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion was seconded and carried by voice vote.

The Board reconvened in open session at 3:40 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed personnel matters. All board members present certified compliance with the Virginia Freedom of Information Act.

**CLOSED SESSION**

In accordance with §§ 2.2-3711(A)(1), (10) of the *Code of Virginia*, Ms. Crittenden moved to go into closed session at 3:44 p.m. for a discussion of the President's evaluation and compensation. The motion was seconded and carried by voice vote. Only board members remained in the closed session.

The Board reconvened in open session at 4:10 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed the


President's evaluation and compensation. All board members present certified compliance with the Virginia Freedom of Information Act.

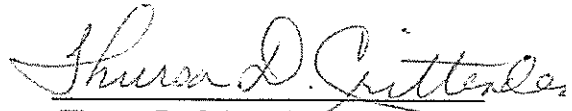
**PRESENTATION FROM THE VSU TROJAN DEVELOPMENT COMPANY**  
(VSU Real Estate Foundation and the VSU Foundation)

Ms. Joyce Henderson, Director of the Real Estate Foundation, and Mr. Robert Turner, Director of the VSU Foundation, presented a request for an extension on the reversion of the deed to the University. The company requested additional time to secure its funding for the project. Board members agreed to review materials presented by the Trojan Development Company and vote on the matter during the meeting on Friday, January 27<sup>th</sup>.

**ADJOURNMENT**

There being no further business, the Rector adjourned the meeting at approximately 6:30 p.m.

  
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Harry Black, Rector  
  
4/21/17  
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Date

  
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Thursa D. Crittenden, Secretary  
  
4/21/17  
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Date

**VIRGINIA STATE UNIVERSITY**  
**BOARD OF VISITORS**  
**BOARD MEETING MINUTES**  
**FRIDAY, JANUARY 27, 2017**

*The Full Board Meeting will be held on the 2<sup>nd</sup> floor of the Gateway Dining Event Center  
Salon A, on the campus of Virginia State University*

**CALL TO ORDER**

Mr. Harry Black, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in Salon A of the Gateway Dining and Event Center at approximately 9:15 a.m.

**ROLL CALL**

A quorum was present.

*Board Members Present:*

Mr. Harry Black, Rector  
Mr. Huron F. Winstead, Vice Rector  
Ms. Thursa Crittenden, Secretary  
Ms. Pamela A. Currey  
Dr. Daryl C. Dance  
Mr. Michael Flemming  
Mr. Charlie W. Hill  
Dr. Alma C. Hobbs  
Mr. Frederick S. Humphries, Jr. (*absent*)  
Ms. Jennifer Hunter  
Mr. Paul Koonce  
Mr. Xavier Richardson  
Mr. Glenn Sessoms  
Mr. James J.L. Stegmaier  
Mr. Wayne Turnage  
Dr. James Norman, Faculty Representative to the Board  
Ms. Shai West, Student Representative to the Board

*Administration Present:*

Dr. Makola Abdullah, President  
Dr. Donald Palm, Provost/Vice President of Academic Affairs  
Dr. Letizia Gambrell-Boone, Vice President of Student Success and Engagement  
Mr. Hubert Harris, Vice President of Administration  
Dr. G. Dale Wesson, Vice President of Research and Economic Development  
Ms. Joanne Curtis Taylor, Chief Audit Executive  
Mr. Rodney Hall, Executive Director of Enrollment Services  
Ms. Pamela Tolson, Director of Communications  
Mr. Osubi Craig, Special Assistant to the President for Special Projects and Special Initiatives  
Dr. Annie C. Redd, Special Assistant to the President and Board Liaison

*Legal Counsel Present:*

Ms. Ramona Taylor, University Legal Counsel  
Ms. Bonnie N. Holmes, Legal Assistant, University Legal Counsel

*Other Attendees:*

Rev. Delano Douglas, Director, Campus Ministries  
Travis Edmonds, Technical Services  
Yourdonus James, Director of Conference Services  
Joyce Henderson, Executive Director, VSU Real Estate Foundation  
Danette Johnson, Office of the President  
Paula McCapes, College of Agriculture  
Kathie Choinski, Dept. of Police and Public Safety  
Richard Lesko, Audio & IT, BRAVL  
Kawachi Clemons  
Joyce M. Edwards  
Kristal M. Clemons  
Charles Hamlett

**OPENING REMARKS**

The Rector asked Reverend Delano Douglas, Director of Campus Ministries, to lead the invocation.

**RECTOR'S REMARKS**

Rector Black called for approval of minutes from the November 17<sup>th</sup> and November 18<sup>th</sup> Board meetings. Mr. Charlie Hill made the motion for approval of the minutes, which was seconded by Ms. Jennifer Hunter and approved by roll call voice vote.

**PRESIDENT'S REMARKS**

President Abdullah thanked the Board for their feedback in the Committee sessions, and for taking time to honor the students, staff, and faculty during Thursday's meeting. President Abdullah shared that one of the objectives of the University is to encourage current students to become good alumni. One of the ways to achieve that objective is to connect the stories of alumni to the stories of current students. The President shared a video spotlighting alumnus Harry Black and a VSU Business student who aspires to be a city manager.

**THE VSU TROJAN DEVELOPMENT COMPANY (VTDC)**

The Rector acknowledged Ms. Joyce Henderson, Director of the VSU Real Estate Foundation, and asked Ms. Henderson to offer final remarks regarding the VTDC's request for a second extension of the land reversion of deed. Following Ms. Henderson's remarks, Rector Black called for a vote on the VTDC's request. Mr. Paul Koonce made the motion to approve the second extension of the land reversion of deed for 11 months (December 31, 2017). Ms. Hunter seconded the motion. The motion carried by roll call voice vote.

Ms. Taylor, Legal Counsel, pointed out that the VTDC is required to pay 3% consideration fee to VSU in connection with the extension. Mr. Koonce made the motion to waive the 3% consideration fee. Dr. Hobbs seconded the motion. The motion carried by roll call voice vote. Board members requested that the VTDC report on its progress at the April Board meeting.

## **COMMITTEE SESSIONS**

The Rector adjourned the meeting of the Full Board to allow for committee meetings with the Board functioning as a committee of the whole.

## **COMMITTEE REPORTS**

### **Facilities, Finance and Audit Committee**

*(Committee Members Present: Flemming, Hill, Koonce, Stegmaier, Winstead)*

On behalf of the Committee, Mr. Michael Flemming presented and moved for approval of the Resolution Authorizing Use of Bond Proceeds for Residence Facilities. The motion carried by roll call voice vote. Mr. Flemming presented and moved for approval of the Resolution to Approve the Revised Leasing Policy. The motion carried by roll call voice vote.

### **Academic and Student Affairs Committee**

*(Committee Members Present: Currey, Dance, Hill, Hobbs, Richardson, Norman, West)*

Dr. Alma Hobbs recognized Dr. James Norman, Faculty Representative to the Board, and Ms. Shai West, Student Representative to the Board. Dr. Norman and Ms. West gave brief remarks on behalf of their respective constituencies.

With the Rector's permission, President Abdullah introduced Ms. Paula McCapes, President of the Staff Senate. Ms. McCapes brought greetings to the Board on behalf of the Staff Senate and shared information on staff senate activities.

### **Institutional Advancement Committee**

*(Committee Members Present: Crittenden, Currey, Hobbs, Hunter, Koonce, Richardson, Dance, Flemming, Sessoms)*

Ms. Jennifer Hunter, Chair, stated there were no committee action items.

### **Personnel and Compensation**

*(Committee Members Present: Crittenden, Hunter, Sessoms, Stegmaier, Winstead)*

On behalf of the Personnel and Compensation Committee, Mr. Glenn Sessoms, Committee Chair presented and moved for approval of the Resolution for Approval of Faculty Emeritus Status for Dr. Paulette Walker Johnson. The motion was seconded and carried by roll call voice vote. Mr. Sessoms gave an overview of the President's evaluation process to the board members.

## **CLOSED SESSION**

In accordance with §§ 2.2-3711(A)(1), (10) of the *Code of Virginia*, Ms. Crittenden moved to go into closed session at 12:17 p.m. for a discussion of personnel matters regarding the Internal Audit. The motion provided that Ms. Joanne Curtis-Taylor, Dr. Donald Palm, President Makola M. Abdullah, Dr. Annie C.



Redd, and Legal Counsel Ramona Taylor attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion was seconded and carried by voice vote.

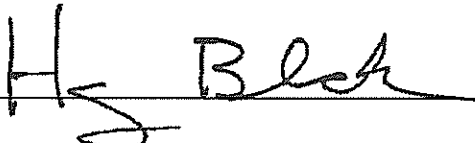
The Board reconvened in open session at 1:14 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed personnel matters. All board members present certified compliance with the Virginia Freedom of Information Act.

**BOARD RETREAT ACTION PLAN FOLLOW-UP**

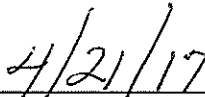
Ms. Crittenden opened the discussion wherein board members reflected and expressed their views about the board's engagement at the January 2017 meeting.

**ADJOURNMENT**

There being no further business, the Rector adjourned the meeting at approximately 1:30 p.m.

  
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Harry Black, Rector

  
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Thursa D. Crittenden, Secretary

  
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Date

  
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Date

**RESOLUTION OF THE  
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS**

**APPROVING PROJECT NAME CHANGE AND USE OF BOND PROCEEDS**

**WHEREAS**, excess bond proceeds remain in the Quad II and Gateway II construction projects; and


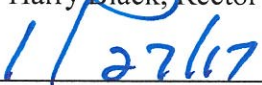
**WHEREAS**, Section § 23.1-1016 of the *Code of Virginia* requires that “All capital projects of a covered institution, whether funded by an appropriation of the General Assembly or otherwise, shall be approved by the institution's governing board.”

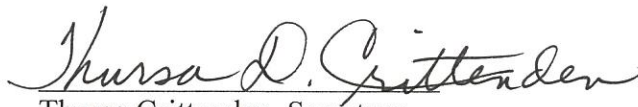
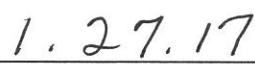
**NOW, THEREFORE, BE IT:**

**1. RESOLVED**, that the Board of Visitors of Virginia State University hereby approves a project name change from “Construct Quad II” to “Construct Quad II and Improve Campus Residence Halls”; and

**2. RESOLVED**, that the Board of Visitors of Virginia State University hereby approves a project name change from “Demolish Student Village and Construct the Gateway 500, Phase II” to “Demolish Student Village Dormitories, Construct Gateway II and Improve Campus Residence Halls”; and

**FURTHER RESOLVED**, that the Board of Visitors of Virginia State University hereby approves the use of remaining bond proceeds from the Quad II and Gateway II projects for improvements to campus residence halls.

  
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Harry Black, Rector  
  
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Date

  
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Thursa Crittenden, Secretary  
  
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Date

**RESOLUTION OF THE  
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS**

**APPROVING REVISED BOARD OF VISITORS POLICY 1400  
LEASING OF REAL PROPERTY**

**WHEREAS**, the Virginia State University Policy 1400, Leasing of Real Property, was approved by the Board of Visitors on April 14, 2006; and

**WHEREAS**, the Board seeks to update this policy as a part of its review in compliance with all applicable statutes, regulations accreditation standards or requirements; and

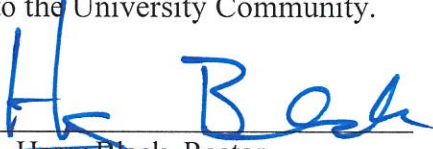

**WHEREAS**, after due consideration, input and careful review by the President, University Administration and the Board's University Advancement Committee, the revised policy addresses all concerns that have been made known; and

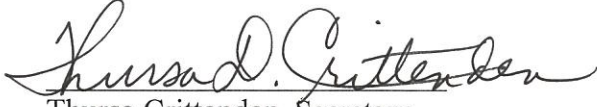
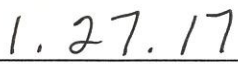
**NOW, THEREFORE, BE IT:**

**1. RESOLVED**, that the Board of Visitors of Virginia State University hereby approves revised Policy 1400–Leasing of Real Property this 27th day of January 2017; and

**2. RESOLVED**, that revised Policy 1400, Leasing of Real Property, supersedes the Leasing Policy 1400 dated April 14, 2006.

**FURTHER RESOLVED**, that the Board of Visitors of Virginia State University does hereby authorize and direct the President to execute and distribute the aforementioned Policy 1400 to the University Community.

  
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Harry Black, Rector  
  
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Date

  
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Thursa Crittenden, Secretary  
  
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Date

### **Purpose**

This policy governs the procurement of leased real property, to include leased offices, classrooms, and other space both inside and outside Virginia State University's primary campus, which may be categorized as capital or operating/income leases. Pursuant to § 23.1-1028 of the Code of Virginia (as amended) and the Board of Visitor's Bylaws mandate, the governing board of each covered institution shall adopt such policies relating to the leasing of real property, including capital or operating/income leases, that reasonably ensure that such leases are efficiently procured on appropriate terms and for appropriate purposes.

### **Authority, Responsibility, and Duties**

- A. The Vice President for Finance and Chief Financial Officer or his designee shall administer any University leasing requirements by recommending policy, and developing, publishing and enforcing appropriate procedures.
- B. These regulations apply to all leasing of real property, capital or operating, on behalf of Virginia State University regardless of the sources of funds, including purchases charged to educational and general, auxiliary enterprise, grant and local fund accounts.
- C. Authority to sign leasing contracts for Virginia State University is delegated from the University President to the Vice President for Finance and Chief Financial Officer.
- D. All leases shall be reviewed and approved as to form by University Legal Counsel.

### **Definitions**

None

### **Policy Statements**

#### **A. General Provisions:**

1. In all leasing activities, all persons/entities having equal interest shall have equal opportunity. The University shall avoid arbitrary requirements and apply the same terms, conditions and selection criteria to all offerors qualified under the solicitation.
2. Virginia State University is committed to the establishment, preservation, and strengthening of small, women-owned and minority owned businesses. It is understood that sufficient pools of such vendors are not always available. However, vendors must promise, to the extent possible, to provide minority businesses, small businesses and female owned businesses opportunities in providing services associated with leases through partnerships, joint ventures, subcontracts and other contractual opportunities.
3. Leases will normally be for a period not to exceed five years.
4. Copies of final lease documents signed by all parties and showing recordation information, if applicable, shall be forwarded to the Department of General Services, Division of Real Estate Services, for retention in its central records.

Recognizing that the consolidation of real estate records into one database helps DGS better manage the Commonwealth's real estate portfolio, the General Assembly has mandated through the Code of Virginia and

the Appropriations Act chapters that agencies that possess, have under their control or lease, report certain information to DGS on an annual basis. DGS presents this information to the General Assembly as mandated by the Code of Virginia.

Section 2.2-1153 of the *Code of Virginia* requires each department, agency and institution to submit to DGS a land use plan for state-owned property it possesses or has under its control showing present and planned uses of such property. Such land use plan shall be approved by the Board of Visitors and must include *a recommendation on whether any property should be declared surplus* by the controlling department, agency or institution. This information is due to DGS each year by **September 1st**.

Section 4-8.01e.2 of the Appropriations Act requires each agency that controls leased property, where such leased property is not under the DGS lease administration program, to report to DGS on each leased facility. Specific data included in the report shall identify at a minimum, *the number of square feet occupied, the number of employees and contractors working in the leased space, if applicable, and the cost of the lease*. This information is due to DGS each year by **October 1st**.

5. Virginia State University shall endeavor to obtain the most economical space appropriate to program needs. In comparing costs of proposed leases, all costs shall be considered, including but not limited to the cost of any expense increases to be passed through to the agency (such as increases in taxes, insurance and operating expenses), the annual escalation, and, if not provided by the Landlord, the costs of utilities, janitorial services, refuse removal, security and other services necessary to the operation and maintenance of the facility.
6. Persons engaged in leasing real property to or on behalf of the University are subject to the provisions of the Comprehensive Conflict of Interests Act (Va. Code § 2.2-3100 *et seq.*).
7. The University shall ensure that leased facilities do not contain conditions that are adverse to the health, welfare or safety of employees and others entering the premises. The University may contact the Division of Real Estate Services to determine whether there is potential for co-locating or consolidating facilities. Upon a determination that the potential for co-location or consolidation exists, the Division will notify the eligible agencies.

#### **B. Determining Space Needs:**

Space standards shall be consistent with the Commonwealth of Virginia, State Council of Higher Education for Virginia, and University guidelines for institutions of higher education.

#### **C. Space Acquisition:**

1. When acquiring real estate by lease, it is the policy of the University to seek competition in order to obtain the most economical and functionally efficient space available within the identified geographic area. This can be accomplished by describing the facility need in the most specific terms possible (without eliminating competition) and by promoting the broadest possible competition.
2. The geographic boundaries within which space is being sought shall be defined as broadly as possible for the specific program. In solicitations, define the area by preferred Zip Code numbers, or the area may be further defined by lineal landmarks such as roads, rivers, railroad tracks, etc., but such definitions must form a closed area. The geographic area must not be so restrictive as to limit competition or to favor or appear to favor a specific site.

Virginia State University  
Policies Manual

Title: Leasing of Real Property

Policy: 1400

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3. Leases over 2,500 sq. ft. will be advertised on the Virginia Business Opportunities (VBO) website. A minimum of 14 work-days is required from the date of the first advertisement in the VBO until the cut-off date for accepting offers.
4. Virginia State University shall solicit written proposals from at least five separate sources of rental property (where available) to determine the cost and availability of space in the particular market area. The University shall provide a reasonable time limit, but typically not less than thirty days, in which to respond. Faxed solicitations and proposals are acceptable.
5. Upon receipt of proposals, Virginia State University may select one or more responsive proposers for negotiation. The University shall document the reasons for its selection. In conducting negotiations, all proposers shall be provided the same information and opportunity for response. All proposers must certify that they are the owner of the property or the owner's agent and that the property does not contain adverse environmental conditions, including unmanaged asbestos.
6. Virginia State University will typically only negotiate with building owners or their agents and shall not use tenant brokers to represent the University in seeking space when the fee is based on the lease cost (in the form of commissions or any other manner) or when the broker or agent represents building owners in the area within which the University is seeking the space. Virginia State University may use the services of consultants when the University pays a fixed fee and the consultant does not represent building owners as agent or broker. Procurement of real estate consultants fall under the Virginia Public Procurement Act as non-professional services. The University may engage a tenant broker to represent the interest of the institution if such services are available under contract with the Department of General Services or other state agencies or institutions.
7. When it is deemed to be in the public interest, Virginia State University may negotiate directly with political subdivisions, public authorities or the federal government without following the solicitation requirements contained herein.

**D. Lease Forms:**

The following are general guidelines to be followed in preparing the lease form:

1. In most situations, the owner of the property ("the lessor") will be a corporation, partnership, individual, or trustee under a trust agreement.
2. If the lessor is a corporation, the full name of the corporation must be set forth, in the heading of the lease and on the signature page, together with the designation "a Virginia Corporation," if that is the case. If the corporation is domesticated in another state, it should be determined that the corporation has complied with the provisions of the Code of Virginia to permit the corporation to transact business in this state. The president or vice president of the corporation or such other person as may be authorized by the corporation's board of directors must sign the lease and his/her corporate title must be included. If other than the president or vice president of the corporation signs the lease, then a copy of the corporate resolution authorizing the person to execute the lease must be furnished.
3. If the lessor is a partnership, the full name of the partnership must be set forth, in the heading of the lease and on the signature page, together with the designation "a Virginia General Partnership," or "a Virginia Limited Partnership," if that is the case. If the partnership was formed in another state, that fact must be indicated.

Irrespective of whether the partnership is a Virginia partnership or a foreign partnership, it should be determined if the provisions of the Code of Virginia have been complied with regarding (1) the recordation of a Certificate of Fictitious Name in the clerk's office of the county or city where the real estate is located and (2) the filing of a copy of said certificate with the Virginia State Corporation Commission. A general partner must sign the lease and the fact that he/she is a general partner must be indicated.

If the lessor is an individual, his/her marital status must be indicated in the heading of the lease. If the lessor is married, the spouse must also sign the lease. The requirement of the joiner of the spouse may be handled in one of two ways: (1) add the full name of the spouse where the grantor is designated at the beginning of the document and state that the individual is the "husband/wife of \_\_\_\_\_"; also add a signature line and notary clause for the husband/wife at the end of the document, or (2) add a signature line and notary clause at the end of the document for the husband/wife; at the signature line place a notation that he/she is the "husband/wife of \_\_\_\_\_" and that he/she affixes his/her signature ["to release any interest he/she may have in the property conveyed by virtue of the provisions of the Virginia Code pertaining to an augmented estate"] or ["to evidence his/her consent to this conveyance"].

4. If the lessor is a trustee under a trust agreement, the name of the trustee should be followed by the statement "Trustee under Trust Agreement entitled \_\_\_\_\_, dated \_\_\_\_\_." It should be determined that the trust agreement is recorded among the land records of the city or county where the real estate is located.

#### **E. Signing and recording Leases:**

The signatures of all parties to the lease must be notarized, and in the case of the lessor being a corporation, the corporate seal must be affixed (if the lease is to be recorded). Leases shall be recorded in the local real estate records if the initial lease period is longer than five years or if the lease contains provisions for rent abatement or other incentives which are not at the beginning of the lease period (in which case the lessor's mortgagor, if any, must also sign to evidence their consent).

#### **F. Changes to the Lease Forms:**

Lease forms can be modified by striking through words and inserting words. The forms may not be modified by erasing or whiting-out words. Any modifications must be initialed by each party to the lease.

#### **G. Emergency Leases:**

Leases of an emergency nature are exempt from the foregoing procedures, although all statutory requirements must be met, including certification of funding and conformance with space planning procedures.

The need for space shall be deemed an emergency in the following events:

1. Catastrophic occurrence such as fire or other casualty which renders existing facilities (owned or leased) unusable, and failure to immediately occupy substitute space would prohibit the University from accomplishing its mission.
2. The Governor declares an emergency for which space is needed to handle the emergency condition.
3. Such other circumstances as the Secretary of Education deems to be an emergency.
4. Emergency leases should be for the shortest possible period, but in no event longer than one year. A short lease period will enable the University to reassess its needs after evaluating the impact of the emergency.

**H. Temporary Leases:**

Proposed leases having known and fixed terms of less than six months are exempt from the above process. When the need to extend an existing lease for a known period of less than six months, the extension may be executed as a Temporary Lease.

**I. Lease Renewals:**

In many instances, it is neither economical nor in the best interest of the University to move to a new location at the end of a lease period. It is, however, of utmost importance that all pertinent information is considered in determining whether new space should be sought. In addition, renewal of a lease must be economically justifiable. The following procedures shall be followed to renew leases:

1. Most leases provide for automatic renewal in the absence of written notice by a specified time by either the landlord or the tenant. Departments wishing to remain at the same location under the automatic renewal provision are therefore subject to termination of the lease by the Landlord if the Landlord provides notice. Consequently, the University shall follow the procedures set forth in Section "3" to locate alternative space in the event of such notice by the Landlord.
2. To exercise an automatic renewal provision, submit the request to the Vice President of Finance and Chief Financial Officer or his designee at least 60 days prior to the notification date provided in the lease.
3. If the University determines it should remain at the same location even though there are changes in the terms and/or conditions, the following documents shall be prepared:
  - A written justification for remaining at the same location demonstrating tangible benefits to the mission of the institution and/or cost savings.
  - A certification of space needs and funding.
  - A description of the changes in terms and/or conditions.
  - A lease amendment or new lease executed by the Landlord.
4. When developing lease agreements, Virginia State University may negotiate "options for renewal" which do not constitute a fixed obligation on the part of the institution. Exercise of each renewal option must be approved, prior to exercising the option, as a separate agreement, independent of the original lease, unless all terms and conditions, including cost, have been agreed upon and approved in the original lease.

**J. Lease Amendments:**

From time to time, there may be a need to change the terms of a lease during the lease period, most often to increase the area to accommodate new needs of the agency. Lease amendments must be approved in the same manner as new or renewal leases.

**K. Exemptions:**

1. Leasing transactions between the University and the Virginia State University Foundation and/or Virginia State University Real Estate Foundation are exempt from these procedures.
2. Other exemptions from any of the requirements contained in this policy will be issued by the Vice President for Finance and Chief Financial Officer or his designee only on an exceptional basis.



**Reference**


Code of Virginia § 2.2-1149  
Code of Virginia § 2.2-1153  
Appropriations Act 4-8.01e.2  
Code of Virginia § 23.1-1002

State Council of Higher Education for Virginia, "Fixed Assets Guidelines for Educational and General Programs," July, 2001.

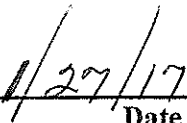
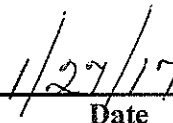
**Approved By:**



\_\_\_\_\_  
Harry Black, Rector



\_\_\_\_\_  
Thursa Crittenden, Secretary

  
\_\_\_\_\_  
Date  
\_\_\_\_\_  
Date

**RESOLUTION  
BOARD OF VISITORS  
VIRGINIA STATE UNIVERSITY**

**WHEREAS**, the Virginia State University Foundation ("VSUF") and the Virginia State University Real Estate Foundation ("VSUREF"), collectively, the "Foundations," have created a joint venture entity known as the VSU Trojan Development Company, LLC (the "Trojan Development Company"), the sole members of which are the Foundations, which thereby control the Trojan Development Company; and

**WHEREAS**, as authorized by the 2014 Special Session 1, Virginia Acts of Assembly, Chapter 2, Item C-19.10, and by Section 23.1-1301 of the Code of Virginia (1950), as amended, (formerly Section 23-4.1 of the Code of Virginia), Grantor conveyed by deed dated November 20, 2014 and recorded January 30, 2015 in Deed Book 10763 at Page 0872 (the "Deed"), eleven parcels of real property lying and being in the County of Chesterfield, Virginia, and containing in the aggregate 3.1485 acres, more or less (the "Property") for the sum of Three Hundred and Twenty-Eight Thousand and NO/100 Dollars (\$328,000.00) (the "Payment") and for the purpose of Grantee's development and construction on the Property of a mixed-use facility comprised of commercial/retail office space on the first floor of the facility and market rate residential apartments on the upper floors of the facility (the "Project"); and

**WHEREAS**, the Trojan Development Company and the University expect the Project to (i) enhance the revitalization of a vital corridor adjacent to the University; (ii) provide needed facilities and services to satisfy residential, commercial, and retail consumer needs of the University and Ettrick community; and (iii) include a mutually acceptable support agreement between the University and the Foundations and the Trojan Development Company (the "Support Agreement"), which agreement shall, among other things: allow the University, as a lessee to lease space in the Project; contain a binding obligation on behalf of the Trojan Development Company to make annual support payments to the University; and restrict the Trojan Development Company to include uses in the Project that complement the University community; and

**WHEREAS**, the original deed provided that if Grantee fails to settle its financing for the Project and fails to make the payment of such further consideration in full by October 31, 2016, then all of Grantee's rights, title and interest in and to the Property, including any improvements constructed thereon, will immediately terminate and automatically revert to and revest in Grantor, without further act or deed; and

**WHEREAS**, the Original Deed was amended by that certain Amendment to Deed dated October 31, 2016 (the "First Deed Amendment") and recorded on November 1, 2016 in Deed Book 11422 at Page 0628 in the Clerk's Office, which provided for an extension of the deadline for three (3) months for Grantee to settle the financing for the Project, commencing on November 1, 2016 and expiring January 31, 2017, and for the remittance of the Payment until January 31, 2017; and

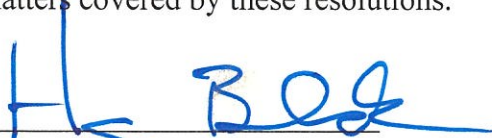
**WHEREAS**, in Grantor's opinion Grantee has operated in good faith and needs additional time to secure its financing for the Project, and furthermore Grantor and will not be harmed by an extension; and

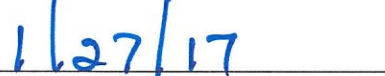
**WHEREAS**, at its meeting on September 16, 2016, the University's Board of Visitors approved a motion to grant to the extension and grant the President and his designees the authority to execute all necessary legal documents, after review by legal counsel, relating to the Chesterfield Avenue Property;

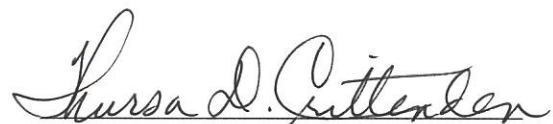
**WHEREAS**, at its meeting on January 26, 2017, the University's Board of Visitors approved a motion to grant to a second extension and grant the President and his designees the authority to execute all necessary legal documents, after review by legal counsel, relating to the Chesterfield Avenue Property;

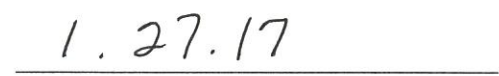
**NOW, THEREFORE BE IT:**

1. **RESOLVED**, the Board, through its prior grant of authority, grants an eleven (11) month extension on the reversion aforementioned deed to the Trojan Development Company, LLC; it is
2. **FURTHER RESOLVED**, that the term of the Deed of Extension will begin on January 31, 2017 and terminate on December 31, 2017; it is
3. **FURTHER RESOLVED**, that the University President and/or his designee is hereby authorized to execute and deliver, on behalf of the University, all legal documents, after review by University legal counsel and approval as to form by the Office of the Attorney General, for the amendments to the aforementioned deed, including the Support Agreement and any deeds, leases or easements, and such other documents and agreements, all with such rights, restrictions, or covenants as the aforementioned President or his designee deems necessary or advisable to carry out the terms and provisions of the foregoing documents and to effectuate the purposes of the foregoing resolutions. The above referenced execution authority granted to the University President or his designee is limited to the matters covered by these resolutions.

  
\_\_\_\_\_  
Harry Black, Rector

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Thursa Crittenden, Secretary

  
\_\_\_\_\_  
Date

**RESOLUTION OF THE  
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS**

**APPROVAL OF FACULTY EMERITUS STATUS**

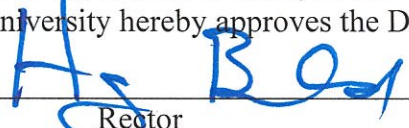
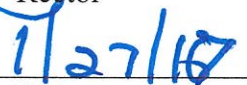
**WHEREAS**, Dr. Paulette Walker Johnson served Virginia State University as an Associate Professor within the Department of Health, Physical Education, Recreation, Dance/Sports Management in the College of Education for over 40 years, and

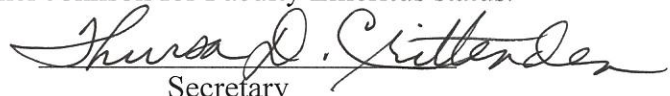
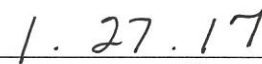
**WHEREAS**, Dr. Johnson served Virginia State University for over 35 years as the coach of the nationally recognized “Woo-Woos” Cheering Squad, and

**WHEREAS**, the Department of Health, Physical Education, Recreation, Dance/Sports Management in the College of Education has recommended Dr. Johnson for Faculty Emeritus status, and

**WHEREAS**, the Faculty Senate of Virginia State University has recommended Dr. Johnson for Faculty Emeritus status, and

**NOW, THEREFORE, BE IT RESOLVED THAT**, the Board of Visitors of Virginia State University hereby approves the Dr. Paulette Walker Johnson for Faculty Emeritus status.

  
\_\_\_\_\_  
Rector  
  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Secretary  
  
\_\_\_\_\_  
Date