Florida Gulf Coast University Board of Trustees  
October 10, 2002

SUBJECT: Campus Master Plan

PROPOSED BOARD ACTION

Information only.

BACKGROUND INFORMATION

FGCU’s original campus master plan was completed in 1995. As required by FS 240.155, the University completed its first five-year campus master plan update in 2001. This updated plan is for the years 2001-2005. The Florida Board of Regents as one of its last acts previously approved the updated campus master plan. This informational item is designed to acquaint the FGCU Board of Trustees with the contents of the updated master plan, which describes the campus in terms of five, ten and twenty years. This item relates directly to the agenda item regarding the campus development agreement between the Florida Board of Education and Lee County.

Supporting Documentation Included: N/A (PowerPoint presentation to be made during Board meeting)

Prepared by: Curtis Bullock, Vice President for Administrative Services

Legal Review by: Wendy Morris, General Counsel (September 19, 2002)

Submitted by: Curtis Bullock, Vice President for Administrative Services
Florida Gulf Coast University Board of Trustees
October 10, 2002

SUBJECT: Minutes of June 20, 2002 Meeting

PROPOSED BOARD ACTION

Approve minutes.

BACKGROUND INFORMATION

The Florida Gulf Coast University Board of Trustees met on June 20, 2002. Minutes of the meeting were kept, as required by Florida law.

Supporting Documentation Included: Minutes of June 20, 2002 Meeting

Prepared by: Barbara Krell, Office of the President

Legal Review by: Wendy Morris, General Counsel (September 19, 2002)

Submitted by: President Bill Merwin
Chairman Lutgert convened the meeting of the University Board of Trustees in the WGCU Studio on the Florida Gulf Coast University Campus at 8:43 a.m., June 20, 2002 with the following members present:

Brian Cobb
Larry Hart
Renee Lee
Bernard Lester
Scott Lutgert
Gerri Moll
Harry Moon
Adam Ricciardiello
Linda Taylor via conference call
Michael Villalobos

Members of the staff present were:

William Merwin, President
Brad Bartel, Provost
Curtis Bullock, Vice President, Administrative Services
Thomas Healy, Interim Vice President for Advancement
Susan Evans, Special Assistant to the President
Duncan McBride, Associate Vice President, Administrative Services
David Vazquez, Budget Director
Wendy Morris, General Counsel

1. **Call to Order & Chair’s Remarks**

Chairman Lutgert reminded the audience that if any member of the public wishes to speak to an agenda item during today’s meeting, please see Kathy Bottoms at the staff table to complete a speaking request card. He stated we are working from an Amended Agenda which was noticed as required by law and provided in advance to Trustees and the public. Also, the Board’s “Practices and Procedures” allow for meeting
participation via telephone conference call for Trustees if the need arises. Vice Chair Linda Taylor provided notification as required in the Board’s “Practices,” and is joining us by telephone from Atlanta. Chairman Lutgert welcomed Adam Ricciardiello to the Board. He then asked President Merwin to introduce the next two speakers.

2. Remarks from FGCU Faculty Senate – Dr. Sally Mayberry, Vice President

Dr. Sally Mayberry outlined the activities and accomplishments of the Faculty Senate at Florida Gulf Coast University.

3. Remarks from Student Government Association (SGA) – Adam Ricciardiello, President

Adam Ricciardiello outlined his vision and goals for the Student Government Association for the next year.

4. President’s Report

President Merwin welcomed new University General Counsel Wendy Morris. He thanked Trustee Moll for the gift announced during the FGCU Foundation Board meeting. Bank of America presented the University with a check for $175,000 at that meeting.

President Merwin reported that through the cooperative efforts of President Walker of Edison Community College he was pleased to announce the funding of the ECC/FGCU Joint Proposal by the Florida Board of Education. He introduced President Walker who thanked President Merwin for establishing and maintaining a good working relationship with Edison Community College.

President Merwin described the joint Proposal for AS-to-BS degree partnership in Public Services Management and Computer Technology to include an articulation advising program. He stated the Florida Board of Education made the decision on Tuesday to fund this program at $1 million. He urged the Board of Trustees to approve the degree programs presented on the Consent Agenda today contingent upon the appropriate levels of discussions with curriculum committees in the next few months.

President Merwin reported that we have spent a lot of time looking at the various models for charter schools to include a managed charter school and a development research school. He stated that he has hired Pat Riley to assist in the research and site visits and to begin the business plan and selection process sometime this fall. We would then come back to this Board and ask that this Development School be designated as a Charter School.

President Merwin thanked Dr. Tom Healy for his outstanding work this year as the University’s Lobbyist. Dr. Healy was able to persuade individuals at the
Florida Board of Education that with budget cuts we were no longer funded at 3000 FTE and the actual funding is at 2711. This means that once we achieve the 2711 mark, we will begin to receive the growth money from The Legislature. President Merwin reported that instead of the $1.8 million shortfall that we anticipated, he was pleased to say that we received a 3.6 % increase.

President Merwin reported that the University does have a Mission Statement but that after five years it is a good time to review that Mission. There will be a special workshop meeting of the FGCU Board to review the Mission Statement on Monday, September 9 from 8:00 a.m. to noon. He announced that regretfully Dr. Joseph Ravelli, our Dean of Planning and Evaluation is retiring this summer and will not be able to participate in this Mission Workshop. He thanked Dr. Ravelli for shepherding the University through its first accreditation process.

President Merwin reported that we are officially opening our Charlotte Center and Ms. Pam Seay the former Chair of our Criminal Justice Department has been reassigned as Director of this Center. He thanked Trustee Taylor for the donation of furniture from Robb & Stuckey to the Naples Center.

5. Legislative Report – Dr. Tom Healy, Assistant to the President for Government Relations

Dr. Healy reported on the School Code Rewrite Highlights (Appendix A) and the State Budget Highlights (Appendix B).


Provost Bartel stated that we have been in the process of reevaluating our current Mission Statement for the last four months. He reported we would continue this process until the October Board meeting where we will hopefully be able to act upon a new Mission Statement for the University.

7. Consent Agenda – Chair Scott Lutgert

Chairman Lutgert introduced the Consent Agenda to include: (1) the minutes of the Board’s April 4 meeting; (2) the minutes of the Board’s May 24 conference call meeting; (3) revisions to the Board’s “Practices & Procedures” as adopted at our April meeting; (4) the Bachelor of Science degree program in Public Services Management, and (5) the Bachelor of Science degree program in Computer Technology. Motion was made by Trustee Moll to approve the Consent Agenda. Motion was seconded by Trustee Lee. Motion carried unanimously.

8. Academic/Student/Faculty Affairs Committee Meeting (Includes Public Input) – Committee Chair Renee Lee
Trustee Lee called the Academic/Student/Faculty Affairs Committee to order. She asked Provost Bartel to present the concept of Peer Institutions (Appendix C). Action Items were as follows:

- Faculty Promotions (Appendix D) – Provost Bartel stated that this is one of the most important things we do at a University—to reward our faculty. A list of 13 faculty was recommended to the Board for promotion. A motion was made by Trustee Taylor to approve this list. Seconded by Trustee Villalobos. Motion carried unanimously.
- Family Resource Center (Appendix E) – Provost Bartel and Dr. Hudson Rogers, Associate Dean of the College of Business presented recommended fee increases to include a correction that the increases are on a weekly basis versus a biweekly. Motion was made by Trustee Villalobos to approve the recommended fee increases. Motion was seconded by Trustee Moll. Motion carried unanimously.
- Student Tuition Waivers (Appendix F) – Provost Bartel recommended approval of the current FGCU policy on Student Tuition Waivers. Motion was made by Trustee Moll to approve the policy on Student Tuition Waivers. Motion was seconded by Trustee Hart. Motion carried unanimously.
- New Degree Proposal: Environmental Science (Appendix G) – Provost Bartel introduced Dr. Win Everham who presented the new degree proposal. Motion was made by Trustee Moll to approve the proposed degree program for a Masters in Environmental Science. Motion was seconded by Trustee Hart. Motion carried unanimously.
- New Degree Proposal: Human Performance (Appendix H) – Dr. Bartel introduced Dr. Dennis Hunt who presented the new degree proposal. Motion was made by Trustee Moll to approve the proposed degree program for a Bachelors in Human Performance. Motion was seconded by Trustee Villalobos. Motion carried unanimously.

9. Finance & Administration Committee Meeting (Includes Public Input) – Committee Chair Bernie Lester

Trustee Lester called the Finance & Administration Committee to order. The first item was an information only item: Audit Report. Trustee Lester reported on the State Audit for the University completed for the calendar year 2001 and first quarter of this calendar year. Trustee Lester stated he met with President Merwin and the staff on this to see the preliminary findings. The State Auditor General and the University’s Auditor both emphasized that none of the findings dealt with any improper use of funds. There were some suggestions on how to improve operating procedures. The Auditor General will then issue the final report after meeting with University staff. The report will be available at the October meeting for any necessary action.

Trustee Lester introduced Curtis Bullock, Vice President of Administrative Services, to present the following action items.

Action Items:
- Differential Tuition – Curtis Bullock introduced Duncan McBride, Associate Vice President of Administrative Services to present the recommendation on Differential Tuition.(Appendix I). A motion was made by Trustee Ricciardiello to approve the
recommendation on Differential Tuition, with the amendment that the recommendation include that the additional $170,000 raised would be strictly used for retention. He also asked that the Committee President Merwin and Provost Bartel have agreed to form be comprised of one-half students to help plan and allocate those funds. Motion was seconded by Trustee Lee. Provost Bartel stated he would need the flexibility to use the funds raised in order to serve the new freshman students in instruction. He further stated that if he is locked in and unable to use this money for instruction, there would be a serious problem. Provost Bartel reported that the Committee is already in place and discussions have already started regarding proper use of the funds.

Trustee Lee amended the motion with the deletion of that portion designating the $170,000 be directed to retention. The amendment was seconded by Trustee Moll. Motion carried with one opposed. Trustee Lester stated that the motion was on the floor as amended. Trustee Moll moved for approval of the motion. Motion was seconded by Trustee Cobb. Motion carried with one opposed.

• Parking Fees – Duncan McBride presented the recommendations to (1) approve the recommended increase in student/faculty/staff campus parking fee, and (2) approve promulgation of the associate Rule. Motion was made to approve the recommendations by Trustee Moll. Motion was seconded by Trustee Villalobos. Motion carried unanimously.

The Meeting adjourned for lunch at 12:05 p.m.

The Meeting reconvened at 12:55 p.m.

• Mr. Curtis Bullock introduced Budget Analyst, David Vazquez, to present the 2002-03 Operating Budget. (Appendix J) He requested approval of the Operating Budget and the delegated authority to the President to make changes as necessary when budget amendments are received from Tallahassee. A motion was made by Trustee Lee to approve the Operating Budget to include the delegation of authority for the President to make amendments as necessary. Motion was seconded by Trustee Hart. Trustee Cobb recommended the motion be amended to include that if these changes exceed 5%, they require approval by the Board. Trustee Lee accepted the amendment to the motion. Motion carried unanimously.

• Mr. Curtis Bullock requested approval to seek permission from the Legislature to bond Phase VI of University Housing. Motion was made by Trustee Moll to approve this recommendation. Motion was seconded by Trustee Moon. Motion carried unanimously.

• Mr. Curtis Bullock presented the 2002-2003 fixed capital outlay PECO and Facility Enhancement Challenge Grant Program appropriations by project, as follows: (1) Library Expansion - $7,500,000; (2) Classroom/Offices/Labs, Academic 5 - $2,000,000; (3) Teaching Gymnasium - $2,000,000, and (4) Health Education Center $1,000,000; and the 2003-2004 Five year Capital Improvement Plan (Appendix K). Motion was made by Trustee Moon to approve the 2002-2003 fixed capital outlay PECO and Facility
Enhancement Challenge Grant Program appropriations by project and the 2003-04 Five Year Capital Improvement Plan. Motion was seconded by Trustee Cobb. Motion carried unanimously.

- Provost Bartel presented a brochure to Trustees entitled “University Academy.” He stated we have worked with all of the five county high schools to develop applied thematic tracts within the high schools that align with our University.

10. President’s Performance Evaluation – Opening Remarks – Chair Scott Lutgert

Chairman Lutgert stated that as the governing entity for the University, this Board has Statutory responsibility and authority to employ the Institution’s Chief Executive Officer – the President. This includes conducting performance evaluations, as well as setting the terms of his compensation and employment contract. This Board asked its consultant, Dr. Jim Koch to assist in the evaluation process by conducting interviews regarding President Merwin’s performance. Dr. Koch has summarized the results of these interviews in a letter, which is included in the materials for the Board meeting. Chairman Lutgert introduced Dr. Koch to present his findings to the Board emphasizing that this is not an evaluation of the President, which is the Board’s responsibility. Subsequent to Dr. Koch’s report it is appropriate to have President Merwin report on the goals the Trustees set in January.

11. Presentation by Board Consultant – Dr. James Koch (Appendix L)

Dr. Koch stated that his summary was the result of contacting approximately 60 individuals. These included nearly all the members of the Board of Trustees, 25 members of faculty and staff, 10 students, 10 community members and a number of emails from individuals. He highlighted that the University does have in Dr. Merwin a strong, capable and successful President. He is energetic and responsive and enjoys very wide support. He stated he has done 50 of these evaluations over the years and he would place President Merwin in the top 10% of presidents that he has reviewed. Dr. Koch stated there are some suggestions individuals would like to see Dr. Merwin pursue increased interaction with the campus community and more discussions on the issues of the day. He reported that matters of Mission are very important on the minds of those individuals he interviewed. He stated there was concern regarding the relationship with Edison Community College and how the University relates to that organization. Dr. Koch stated that the issue of faculty loads arose during this process and in his report he carefully avoided the assertion that the faculty at FGCU are not properly loaded, but rather offered the official comparison data. He stated one reason might be the youth of the Institution and the lack of large classrooms.

Dr. Sally Mayberry stated the faculty is concerned primarily with Dr. Koch’s comments on page 5 of the report. She further stated that the concerns relate not to the evaluation of the President, but to the language used by Dr. Koch concerning the faculty. Dr. Mayberry stated that the faculty did not believe these comments were a true representation of faculty and the statements were inflammatory and misleading. In
response, Dr. Koch stated that the numbers are factual, but he was very careful not to reach any conclusions about workload and agreed that numbers do change.

Trustee Lee thanked President Merwin for his work in the community and especially for his work with Edison Community College. Trustee Moll stated she thought President Merwin has done a fantastic job of elevating the visibility, credibility and reputation of this Institution. Trustee Moon thanked Dr. Koch for his good work and complimented faculty for their commitment to the University. He also thanked President Merwin for his leadership. Chairman Lutgert stated that the faculty load statistic was a questionable one because it is based on class size. Trustee Lee agreed that the outside activities of faculty members include more work than simply that being done in the classroom. Trustee Ricciardiello stated that one of the things we pride ourselves on at FGCU is our small class size and the fact that professors are involved on so many different levels. Trustee Taylor stated she feels our faculty have a unique role in that they provide a great deal of fundraising and community outreach that may not be the case in other institutions.

12. **Response by University President – President Bill Merwin**

President Merwin reported on the Goals adopted by the Board of Trustees at their January meeting. (Appendix M)

13. **Discussion & Evaluation – FGCU Board of Trustees**

In response to Chairman Lutgert’s question, General Counsel Wendy Morris suggested that a formal resolution be prepared with regard to the President’s Evaluation. This would comply with requirements of the Florida Board of Education. Chairman Lutgert will take responsibility for the resolution preparation to include Dr. Koch’s report as a basis for that document.

Trustee Hart thanked President Merwin for his leadership and asked if the President was satisfied with his position with the University. President Merwin stated that while challenging, he enjoys his work with faculty, students, staff and the community. Trustee Villalobos thanked President Merwin for his outreach into the Hispanic community. Trustee Lester stated he feels we are fortunate to have President Merwin’s leadership during this time of growth. He stated that the President must continue to find time to mingle with the community as he has in the past. Trustee Taylor echoed these comments and stated she appreciated the way President Merwin is able to think out of the box and find creative solutions to problems and new challenges. She also stated that Debra Merwin is also a great asset to the University and as a team they represent the University extremely well. The Board and President Merwin recognized Susan Evans’ contribution to a smooth-running organization.

Chairman Lutgert requested authority from the Board to extend the President’s contract and sign an extended existing contract for a six month period. In the interim Trustee
Lester would have the opportunity to negotiate a new contract for the President for not less than two and possibly three years. When the new contract is enacted, it would be retroactive to June 30, 2002. Trustee Moon moved to approve the recommendation. Trustee Moll seconded that motion. Motion carried unanimously.

Trustee Taylor stated that this would be an opportunity for a review of special bonus situations for compensation packages. She also asked for a report on our FGCU Honors Program and to allow recent graduates the opportunity to make presentations to the Board about their experiences at Florida Gulf Coast University. Provost Bartel offered to expand on that idea and provide a more comprehensive presentation on honors programs.

Chairman Lutgert reminded Trustees of the special Mission Statement workshop and provided a preview of the October Board meeting. Seeing no old business or new business before the Board, Chairman Lutgert adjourned the meeting at 2:45 p.m.
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BOARD OF TRUSTEES MEETING
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JUNE 20-2002

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Florida Gulf Coast University Board of Trustees  
October 10, 2002

SUBJECT: Minutes of September 9, 2002 Workshop

PROPOSED BOARD ACTION

Approve minutes.

BACKGROUND INFORMATION

The Florida Gulf Coast University Board of Trustees met for a workshop on September 9, 2002. Minutes of the meeting were kept, as required by Florida law.

Supporting Documentation Included: Minutes of September 9, 2002 Workshop

Prepared by: Barbara Krell, Office of the President

Legal Review by: Wendy Morris, General Counsel (September 19, 2002)

Submitted by: President Bill Merwin
MINUTES
FLORIDA GULF COAST UNIVERSITY
BOARD OF TRUSTEES MISSION STATEMENT WORKSHOP
SPRINT ROOM/WHITAKER BUILDING - FGCU CAMPUS
SEPTEMBER 9, 2002

Chairman Lutgert convened the Workshop meeting of the University Board of
Trustees in the Sprint Room of the Whitaker Building on the Florida Gulf Coast
University Campus at 8:30 a.m., September 9, 2002 with the following members present:

Brian Cobb
Bernard Lester
David Lucas
Scott Lutgert
Gerri Moll
Edward Morton
Linda Taylor
Adam Ricciardiello
Michael Villalobos

Members of the staff present were:

William C. Merwin, President
Thomas Healy, Interim Vice President for Advancement
Susan Evans, Special Assistant to the President
Brad Bartel, Provost
Curtis Bullock, Vice President, Administrative Services
Wendy Morris, General Counsel

1. Call to Order & Chair’s Remarks – Chair Scott Lutgert

Chairman Lutgert announced that today’s meeting is a Workshop and the
Board will not be taking any formal action, as this is an informal process to
discuss the Mission Statement. Formal action will be taken at the next Board
of Trustees Meeting in October. He stated the University does have a Mission
Statement, however, time has passed and it is appropriate for the Board to
revise that statement in accordance with the future and changes that have
occurred in the past five years. Chairman Lutgert turned the Workshop over
to President Merwin.
Mission Statement Workshop – Facilitated by FGCU President Bill Merwin

President Merwin gave a brief update regarding University matters to include student headcount at over 5,000, and we may be able to apply for growth money soon because of the increase in enrollment. He stated the other good news items include a wonderful gift from Herb and Peg Sugden of over $5 million for the purpose of establishing a Resort Hospitality Management Program. The other opportunity for a gift is one from the Ginn Company exercising their option to purchase some land from the Alico Corporation. This action would bring about a transformational gift to include the establishment of a School of Engineering at FGCU. President Merwin stated that although the Ginn gift is controversial, he is convinced that property could be treated responsibly and all those issues can be worked through to satisfaction. He reported that he has been meeting regularly with faculty/staff in each college along with Dr. Bartel and Susan Evans.

President Merwin stated that we are at a critical juncture in our history to review our Mission Statement and the purpose today is to review the drafts and come to a consensus on a number of key components for inclusion into this document. Faculty and staff have worked on this highly participative process for the past six to nine months. From President Merwin’s view a mission statement is a set of institutional purposes. It defines the values and the characteristics of an institution. Some of the characteristics that the Southern Association suggests that institutions follow are:

- The first statement should define who we are in such a way that it could not be used to describe any other institution
- The statement should evoke pride
- The statement should capture the fact that this institution is distinctive in some way
- The statement should be short and should capture the essence of the university community
- The statement should define the population it serves
- The statement should be clear and unambiguous
- The statement should be appropriate for internal and external audiences
- The statement should involve extensive input but the statement should be written by only one or two people

President Merwin stated the Mission Statement would not stand-alone. It will have along side it our Guiding Principles established in 1996. A Mission Statement is not a tag line. “Vision, Value and You” is our tag line. A Mission Statement is not a Vision Statement—that is who we want to be in ten or twenty years.
President Merwin reviewed the timeline for the Mission Statement process. After the Board comes to a consensus of statements the Mission Task Force will meet and then Dr. Jack Crocker, a gifted writer, will be our final author on this document. Then the document will be sent to Faculty Senate, Staff Advisory Council, and Student Government Association and hopefully on October 10, 2002 we will have a statement that can be adopted into policy. The statement then goes back to Provost Bartel and the Strategic Planning group and they review our plan and see what adjustments need to be made to our Strategic Plan. The Strategic Plan should be ready for UBOT review and approval in April. Our budget process will follow in June and there should be an orderly sequence to funding the Institutional priorities derived in the Strategic Plan.

President Merwin introduced Dr. Peg Gray-Vickrey who outlined the process and timeline of the Mission Task Force.

President Merwin introduced Ms. Wendy Morris, the University’s new General Counsel to the Board Members. President Merwin welcomed Wendy’s participation in the Board of Trustees meetings and urged Board members to call upon her for advice when needed.

Board members reviewed the various options presented as Options A, B & C. After extensive review and discussion the three sentences the Board reached consensus on as a framework for the mission statement were as follows:

“Florida Gulf Coast University is a public comprehensive university meeting the educational, social, workforce and cultural needs of a diverse community. We celebrate student success, academic quality, environmental stewardship, diversity and public service at the center of all our endeavors. As a catalyst for positive change, Florida Gulf Coast University is noted for developing community partnerships that support the advancement of knowledge and values through teaching, service and research.”

The Board also agreed the consideration should be given to a stronger, more proactive word for “meeting” in the first sentence above. A suggested approach would be to replace the above sentence with something to the effect of, “We see our mission as positive change agents for our students and for the greater community.” Then a third sentence could state that FGCU makes these positive things happen through the accomplishment of our core values of…” It was agreed that consideration should be given to incorporating the concept of outstanding/excellent faculty. There is a preference for something along the lines of “public service” instead of the term “civic engagement.” There is also a preference for something along the lines of “agent of change” instead of the term “transformational force.” The three primary elements of
the mission statement were described as being (1) who we are, (2) what we do, and (3) our core values.

The University Board of Trustees gave wide ranging editorial authority to the Mission Task Force to include elements they (UBOT) may have missed. It was understood that the final document may look very different from the three sentences generated at this Workshop, but they believe they have incorporated the four essential values cited in Dr. Gray-Vickrey’s PowerPoint presentation: environmental sustainability, academic excellence, civic engagement and transformational force for Southwest Florida in those three sentences. There was concern on the part of the Trustees that the Mission Statement should be readable to the lay public with general absence of jargon and the Mission Statement should describe in a very brief format our institutional purpose.

Additionally, the Board of Trustees came to a consensus on a Vision Statement—“FGCU will become recognized among the best public universities in the country”. They assume that the Mission Task Force will devise a Core Values Statement that along with the Mission, Guiding Principles and Vision will always be displayed together. Therefore the actual Mission Statement can be a brief three-sentence paragraph.

Chairman Lutgert thanked President Merwin, Provost Bartel, and Dr. Gray-Vickrey for their participation at today’s Workshop meeting.

Meeting adjourned at 11:25 a.m.
Florida Gulf Coast University Board of Trustees  
October 10, 2002

SUBJECT: Financing and Construction of Student Housing Phase V

PROPOSED BOARD ACTION

Approve a resolution and operating lease authorizing the financing and construction of Phase V student housing.

BACKGROUND INFORMATION

FGCU is currently completing Phase IV of student housing, which will add 288 additional beds to the housing complex. This addition increases the total student residence beds on campus to approximately 1,100. These 1,100 beds are expected to be occupied by spring 2003, and the University anticipates a waiting list for fall term 2003.

In order to meet anticipated demand, FGCU is requesting authority to proceed with another approximately 288 beds (Phase V). The Florida Gulf Coast University Foundation Board of Directors has approved a resolution authorizing Student Housing Phase V. FGCU requests that the FGCU Board of Trustees approve a resolution authorizing the construction of Phase V student housing and the additional financing of up to $9 million and/or the financing and refinancing of up to $39 million. FGCU also requests the approval of a Fourth Amendatory Master Operating Lease between the FGCU Foundation Board of Directors and the FGCU Board of Trustees.

1. Item “A”: Resolution by the FGCU Board of Trustees for the financing, construction and operation of additional student housing. Approval requested.

(continued)
2. Item “B”: Approval of a Fourth Amendatory Master Operating Lease between the FGCU Foundation Board of Directors and the FGCU Board of Trustees. Approval requested.

Supporting Documentation Included: See Above

Prepared by: Curtis Bullock, Vice President for Administrative Services

Legal Review by: Wendy Morris, General Counsel (September 19, 2002)

Submitted by: Curtis Bullock, Vice President for Administrative Services
A RESOLUTION APPROVING THE ISSUANCE BY THE FLORIDA GULF COAST UNIVERSITY FOUNDATION, INC. (THE "FOUNDATION") OF CERTIFICATES OF PARTICIPATION, SERIES 2002A, EVIDENCING AN UNDIVIDED PROPORTIONATE INTEREST OF THE OWNERS THEREOF IN BASE RENT PAYMENTS TO BE MADE UNDER A MASTER OPERATING LEASE, IN AN ADDITIONAL AMOUNT NOT TO EXCEED $9,000,000 TO FINANCE THE COSTS OF THE CONSTRUCTION OF A NEW 280-BED APARTMENT STYLE STUDENT RESIDENCE FACILITY (PHASE V) ON THE CAMPUS OF FLORIDA GULF COAST UNIVERSITY (THE "UNIVERSITY") BY THE FOUNDATION, A UNIVERSITY DIRECT SUPPORT ORGANIZATION; AUTHORIZING EXECUTION AND DELIVERY OF A FOURTH AMENDATORY MASTER OPERATING LEASE; AND PROVIDING AN EFFECTIVE DATE.

The undersigned, being the duly acting and appointed Florida Gulf Coast University Board of Trustees (the “University Board”) at a meeting duly held pursuant to notice and a quorum being present, do hereby make the following resolutions:

WHEREAS, the Florida Board of Education (the “Florida Board”) succeeded the Board of Regents of the Divisions of Universities, of the Department of Education of the State of Florida (the “Board”) and assumed all of the Board’s powers duties, property, moneys and existing contracts, effective July 1, 2001; and

WHEREAS, the Foundation has previously caused its Certificates of Participation, Series 2000, in the aggregate principal amount of $22,000,000 and its Certificates of Participation, Series 2002, in the aggregate principal amount of $8,000,000 (collectively, the “Prior Certificates”) to be issued to finance certain prior improvements to Florida Gulf Coast University’s (the “University”) housing system; and

WHEREAS, the Florida Board has authorized the issuance by the Foundation of its Certificates of Participation, Series 2002A (the “Series 2002A Certificates”), in an aggregate principal amount not to exceed $9,000,000, payable solely from and secured by a pledge of the net revenues of the
housing system of the University on a parity with the Prior Certificates, to finance the costs of: (i) the 
acquisition and construction of an addition to the housing system of the University, consisting of a new 
280-bed apartment style student residence facility (Phase V) (the “Project”), (ii) capitalized interest and 
(iii) certain costs of issuance. The foregoing plan to finance the costs of the acquisition and construction of 
the Project, capitalized interest and costs of issuance, is referred to herein as the “Financing Plan”; and

WHEREAS, the Florida Board has (i) authorized the execution and delivery of an 
amendment to the Master Ground Lease Agreement, dated as of August 1, 1997, as heretofore amended 
and supplemented, particularly as amended and supplemented by a Fourth Amendatory Master Ground 
Lease Agreement, dated as of December 1, 2002 (the “Fourth Amendatory Master Ground Lease”), 
between the Florida Board, as successor in interest to the Board, acting for and on behalf of the 
University, and the Foundation and (ii) approved an amendment to the Master Operating Lease, dated as 
of August 1, 1997, as heretofore amended and supplemented (collectively, the “Original Master 
Operating Lease”), particularly as amended and supplemented by a Fourth Amendatory Master 
Operating Lease (the “Fourth Amendatory Master Operating Lease”), between the University Board, its 
successors and assigns, as successor by assignment from the Florida Board, acting for and on behalf of 
the University, and the Foundation (collectively, the “Financing Documents”); and

WHEREAS, the Board of Trustees desires to authorize the execution and delivery of a 
Fourth Amendatory Master Operating Lease, as lessee;

BE IT RESOLVED:

Section 1. Approval of Financing Plan and Request to the Foundation. The Board of 
Trustees hereby approves the Financing Plan and requests the Foundation to consummate the transactions 
described in this resolution and the Financing Documents.

Section 2. Authorization of Fourth Amendatory Master Operating Lease. In order to 
provide for repayment of the Certificates issued to finance the Project, the University Board is hereby 
authorized to amend the Original Master Operating Lease through the execution and delivery of the Fourth 
Amendatory Master Operating Lease, in substantially the form attached hereto as Exhibit "A", with such 
changes, alterations and corrections as may be approved by the President of the University Board, such 
approval to be conclusively evidenced by the execution thereof by the President, are hereby approved by 
the University Board, and the University Board hereby authorizes and directs said President to execute, 
and the Secretary of the University Board to attest under the seal of the University Board, the Fourth 
Amendatory Master Operating Lease, all of the provisions of which, when executed and delivered by the 
University Board as authorized herein, shall be deemed to be a part of this resolution as fully and to the 
same extent as if incorporated verbatim herein.

Section 3. Authorization of Further Actions Consistent Herewith. The President and 
such authorized officers of the University are hereby authorized and directed to do all acts and things
required of them by this resolution, the Financing Documents, or desirable or consistent with the requirements thereof, for the full, punctual and complete performance of all the terms, covenants and agreements contained in the Series 2002A Certificates, the Financing Documents, and this resolution including execution of such documents, certificates, contracts and legal opinions, in such form and content as shall to the President or authorized officers executing the same seem necessary, desirable or appropriate.

Section 4. Repealing Clause. All resolutions of the University Board, or parts thereof, in conflict with the provisions herein contained, to the extent they conflict herewith, are, to the extent of such conflict, hereby superseded and repealed.

Section 5. Effective Date. This resolution shall become effective immediately upon passage.
CERTIFICATE OF THE CORPORATE SECRETARY

The undersigned, Corporate Secretary of The Florida Gulf Coast University Board of Trustees, does hereby certify that the attached resolution is a true and accurate copy as adopted by The Florida Gulf Coast University Board of Trustees on October 10, 2002.

THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

By: ____________________________

Corporate Secretary
FOURTH AMENDATORY MASTER
OPERATING LEASE

THIS FOURTH AMENDATORY MASTER OPERATING LEASE (herein called the "Agreement") is made and entered into this first day of December ____, 2002 by and between the FLORIDA GULF COAST UNIVERSITY FOUNDATION, INC., a Florida corporation not-for-profit having its principal place of business at 10501 FGCU Blvd. South, Fort Myers, Florida 33965-6565 (hereinafter referred to as the "Lessor") and THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES, or its successors and assigns (herein called the "Lessee" or the "University Board"), as successor by assignment from the FLORIDA BOARD OF EDUCATION, STATE OF FLORIDA (the "Florida Board"), successor in interest to the BOARD OF REGENTS OF THE STATE UNIVERSITY SYSTEM, STATE OF FLORIDA (the "Florida Board of Regents"), acting for and on behalf of FLORIDA GULF COAST UNIVERSITY (herein called "University").

Section 1. RECITALS.

(a) This Agreement modifies the Master Operating Lease, dated as of August 1, 1997 (the "Master Operating Lease"), as heretofore amended and supplemented. The Lessor and Lessee, as successor by assignment from the Florida Board hereby agree that the Master Operating Lease, except as modified herein, shall remain in full force and effect.

(b) The Foundation has previously caused its Certificates of Participation, Series 2000, in the aggregate principal amount of $22,000,000 and its Certificates of Participation, Series 2002, in the aggregate principal amount of $8,000,000 (collectively, the "Prior Certificates") to be issued to finance certain prior improvements to the University’s housing system.

(c) The Lessor intends to: (i) build an addition to the University’s housing system consisting of a 280-bed apartment style student residence facility (Phase V) (the "Project") and (ii) to finance the same from the proceeds of Certificates of Participation, Series 2002A issued in the aggregate principal amount of $9,000,000 (the "Series 2002A Certificates").

(d) The Lessor, Lessee and the Florida Board have, by resolutions duly adopted on September 18, 2002, October 10, 2002 and December ____, 2002, respectively, approved: (i) the construction of the Project, (ii) the issuance of the Series 2002A Certificates, and (iii) this Agreement.

(e) Simultaneously with the execution hereof, the Florida Board, as successor in interest to the Florida Board of Regents, intends to enter into a modification of its Master Ground Lease Agreement, dated as of August 1, 1997, as heretofore amended and supplemented, particularly as amended and supplemented by a Fourth Amendatory Master Ground Lease Agreement (the "Fourth
Amendatory Master Ground Lease”), dated as of December 1, 2002 (collectively, the “Master Ground Lease”) pursuant to which (i) the Florida Board shall include the Project as an addition to all prior improvements to the housing system facilities and (ii) the Project shall be constructed upon certain land set aside and located on the main campus of the University.

(f) All of Lessor's interest in this Agreement and the Fourth Amendatory Ground Lease Agreement of even date herewith by and between the Lessor and the Lessee shall be assigned to a trustee (the “Trustee”) under the Amended and Restated Trust Indenture, dated as of December 1, 2002 (the “Trust Indenture”), each entered into by the Lessor with the Trustee providing for the issuance of and security for the repayment of the Series 2002A Certificates on a parity with the Prior Certificates including repayment of obligations to the Credit Facility Provider (as defined in the Trust Indenture).

Section 2.  MASTER OPERATING LEASE MODIFICATION.  The Master Operating Lease is hereby modified as follows:

(a) Definitions.  Unless specifically set forth herein, the words set forth below shall have the following meanings as used herein and in the Master Operating Lease:

“Series 2002A Certificates” shall mean the Certificates of Participation, Series 2002A, in the form attached hereto as Exhibit B, evidencing an undivided proportionate interest of the Owners thereof in Base Rent payments made hereunder, issued by the Lessor in the aggregate principal amount of $9,000,000.

“Certificates” shall mean the Prior Certificates, the Series 2002A Certificates and any Additional Parity Obligations.

“Prior Certificates” shall mean the outstanding Certificates of Participation, Series 2000 and Certificates of Participation, Series 2002.

“Related Financing Documents” shall mean all documents and certificates relating to the issuance of the Certificates, including any documents entered into in connection with any Credit Facility (as defined in a related Trust Indenture).

(b) Improvements.  All references to Improvements shall be deemed to include all prior improvements, the Phase V Improvements, and any additional improvements from time to time included within the definition of the term Improvements pursuant to a written modification of the Master Operating Lease by Lessor and Lessee.  The Phase V Improvements shall be as described in the Fourth Amendatory Master Ground Lease of even date herewith.

(c) Term.  The term of the Master Operating Lease shall be extended until August 1, 20____ or (ii) the date on which all Certificates have been paid and canceled; unless sooner terminated as provided in the Master Ground Lease.

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(d) Base Rent. Section 6(a) of the Master Operating Lease relating to the payment of Base Rent shall be amended in its entirety to read as follows:

During the term of this Agreement the Lessee agrees to pay to the Lessor all amounts due and payable under the Certificates. The Principal Component of the Base Rent shall be equal to the principal amount due on the Certificates. The Interest Component of the Base Rent shall be equal to the interest due on the Certificates. Base Rent shall additionally include (to the extent not included in the above) all amounts (including, without limitation all fees, expenses and indemnities) required to be paid to any person pursuant to the Related Financing Documents, payable at such times as such amounts (including amounts due on account of acceleration) as are required to be paid under such Related Financing Documents and/or other agreements relating to Indebtedness. The obligation of the Lessee to pay the sums provided for herein, to make all other payments provided for herein, and to perform and observe all other agreements and covenants on its part contained herein shall be absolute and unconditional, irrespective of any rights of setoff, recoupment or counterclaim which the Lessee may otherwise have against the Lessor. The Lessee will not suspend or discontinue any such payment or fail to perform or observe any other agreements or covenants contained herein or terminate this Agreement so long as any part of the principal or purchase price of, premium, if any, and the interest on the Certificates or such other obligations remain outstanding and unpaid.

Section 3. APPLICABILITY OF MASTER OPERATING LEASE. Except as modified by this Agreement, the terms of the Master Operating Lease shall apply to the combined housing system facilities consisting of all prior improvements and the Project without further modification. The Project shall consist of a 280-bed apartment style student residence facility (Phase V) and such other appurtenances as described in Exhibit B to the Fourth Amendatory Master Ground Lease Agreement. It shall be constructed in accordance with plans and specifications to be approved by the Lessor in accordance with a budget as set forth in Exhibit C to the Fourth Amendatory Master Ground Lease Agreement as soon as practicable after the execution of this Agreement. The requirements of the Master Ground Lease with respect to construction of all prior projects shall apply to construction of the Phase V Improvements.

Section 4. TERMINATION. Notwithstanding anything to the contrary in the Master Operating Lease (including any default by the Lessee), the Lessor agrees not to terminate this Agreement, as long as there remains unpaid any obligations of the Lessee under any outstanding Certificates pursuant to the terms of Indebtedness or any loan agreements, indentures or other documents relating thereto, or under any obligations issued in replacement thereof or substitution therefor, it being acknowledged that the continuing validity and enforceability of this Agreement may be essential to the collateral security for such obligations. The Lessor and the Lessee shall not terminate this Agreement or modify this Agreement in any manner that would impair or adversely affect the holders of any such obligations. The holders of such obligations shall be deemed to be third-party beneficiaries of this covenant. Notwithstanding the foregoing, this Agreement cannot extend beyond the term of the Lease Agreement No. 4051, dated November 15, 1994 with the Board of Trustees of the Internal Improvement Trust Fund of the State of Florida described in the Master Ground Lease.
Section 5. OBLIGATIONS LIMITED. The University Board’s obligation to make payments under this Agreement does not constitute a debt, liability or obligation of the University Board, the University, the Florida Board, the State of Florida or any political subdivision thereof, or a pledge of the faith and credit or taxing power of the State of Florida or any political subdivision thereof. Neither the Lessee nor the State of Florida shall be obligated or required to levy any ad valorem taxes on any property to pay the principal or purchase price of, premium, if any, or interest on the Certificates or to make payments under this Agreement except from the revenues pledged for the payment thereof, in the manner and on the conditions contained herein. Neither the Certificates nor this Agreement shall constitute a lien upon property owned by or situated with the territorial limits of the State of Florida.
IN WITNESS WHEREOF, Lessor and Lessee have caused this Agreement to be executed in duplicate, either of which may be considered an original, the day and year first above written.

LESSOR:

FLORIDA GULF COAST UNIVERSITY FOUNDATION, INC.

By: ________________________________
   Assistant Treasurer

WITNESSES AS TO LESSOR:

____________________________________
Print Name:

____________________________________
Print Name:
LESSEE:

THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES, acting for and on behalf of FLORIDA GULF COAST UNIVERSITY

By: __________________________________________

President of the University on behalf of the University Board

WITNESSES AS TO LESSEE:

______________________________
Print Name:

______________________________
Print Name:
EXHIBIT "A"

LEGAL DESCRIPTION OF LAND

SUBJECT PARCEL

A PARCEL OF LAND LYING IN SECTION 14, TOWNSHIP 46 SOUTH, RANGE 25 EAST, LEE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST ONE QUARTER CORNER OF SECTION 14, TOWNSHIP 46 SOUTH, RANGE 25 EAST; THENCE N88°41'31"W, A DISTANCE OF 354.67 FEET; THENCE S14°12'35"E, A DISTANCE OF 1,348.50 FEET; THENCE N88°27'56"E, A DISTANCE OF 2,891.84 FEET; THENCE N47°45'12"E, A DISTANCE OF 1,504.15 FEET; THENCE N01°42'48"W, A DISTANCE OF 306.16 FEET; THENCE N88°17'12"E, A DISTANCE OF 927.78 FEET, TO THE POINT OF BEGINNING; THENCE CONTINUE N88°17'12"E, A DISTANCE OF 100.00 FEET; THENCE N03°10'23"W, A DISTANCE OF 430.68 FEET; THENCE N89°01'42"E, A DISTANCE OF 450.44 FEET; THENCE S00°58'18"E, A DISTANCE OF 320.18 FEET; THENCE N88°44'00"E, A DISTANCE OF 1,787.18 FEET; THENCE S01°16'00"E, A DISTANCE OF 752.01 FEET; THENCE S59°05'40"W, A DISTANCE OF 480.98 FEET; THENCE N75°05'46"W, A DISTANCE OF 947.65 FEET; THENCE S65°52'39"W, A DISTANCE OF 487.08 FEET; THENCE N45°32'55"W, A DISTANCE OF 777.21 FEET; THENCE N01°42'48"W, A DISTANCE OF 250.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 45.72 ACRES MORE OR LESS.
EXHIBIT "B"

SERIES 2002A CERTIFICATE
CONSENT OF CREDIT FACILITY PROVIDER

______________________________, in its capacity as Credit Facility Provider, does hereby consent to the foregoing modifications to the Master Operating Lease pursuant to Section 7.28 of the Trust Indenture, dated as of September 1, 2000, between the Lessor and First Union National Bank (now known as Wachovia Bank, National Association), as trustee, as amended and restated by Section 7.29 of the Amended and Restated Trust Indenture, dated as of December 1, 2002, between the Lessor and the Trustee.

______________________________
Credit Facility Provider

By: __________________________________
Its:
Florida Gulf Coast University Board of Trustees
October 10, 2002

SUBJECT: Delegation of Authority to Conduct Rulemaking Hearings

PROPOSED BOARD ACTION

Authorize the President or designee to conduct workshops, hearings and other routine administrative matters necessary for rulemaking under the Administrative Procedures Act, Chapter 120, Florida Statutes.

BACKGROUND INFORMATION

The Administrative Procedures Act ("APA") designates the FGCU Board of Trustees as the agency head statutorily responsible for final administrative actions such as rule adoption, amendment or repeal. §120.52(3), F.S.

As part of the rulemaking process, the APA requires an agency to hold a workshop for purposes of rule development, upon receipt of a timely request. §120.54(2), F.S. Similarly, the APA requires an agency head to hold a public hearing to give affected persons a reasonable opportunity for presentation of evidence, argument and oral statements on all issues under consideration concerning a proposed rule adoption, amendment or repeal, upon receipt of a timely request. § 120.54(3)(c)1, F.S.

The FGCU Board of Trustees may designate any person to preside at these workshops and hearings and to handle other routine administrative matters necessary for rule promulgation under the APA. Prior to appointment of the FGCU Board of Trustees, the President or designee handled these matters.

The FGCU Board of Trustees has the authority to approve this delegation and doing so will facilitate the adoption of rules and rule changes, particularly the timely implementation of changes necessitated by the Florida K-20 Education Code, Chapters 1000, et seq., effective January 7, 2003. The Board retains its
authority to approve or reject a proposed adoption, amendment or repeal of rule, which is a non-delegable responsibility.

Supporting Documentation Included:  N/A

Prepared by:  Wendy Morris, General Counsel

Submitted by:  Wendy Morris, General Counsel
Florida Gulf Coast University Board of Trustees  
October 10, 2002

SUBJECT: Delegation of Authority to Certify Compliance with Rulemaking Procedures

PROPOSED BOARD ACTION

Authorize the General Counsel or designee to approve and execute the necessary certifications to the Secretary of State when rules are adopted, amended or repealed by the FGCU Board of Trustees.

BACKGROUND INFORMATION

Upon the FGCU Board of Trustees approving the addition, amendment or repeal of a rule, the University is required to file three certified copies of the rule with the Department of State, pursuant to the Administrative Procedures Act, Chapter 120, Florida Statutes. In addition, Section 120.54(3)(e)3, Florida Statutes, provides:

At the time a rule is filed, the agency shall certify that the time limitations prescribed by this paragraph have been complied with, that all statutory rulemaking requirements have been met, and that there is no administrative determination pending on the rule.

The general counsel for a university or state agency customarily is designated by the agency head to sign these certifications as such person typically oversees the process of promulgating rules and rule changes. The FGCU Board of Trustees has the authority to approve this delegation and doing so will streamline the University’s rulemaking process.

Supporting Documentation Included: N/A

Prepared by: Wendy Morris, General Counsel

Submitted by: Wendy Morris, General Counsel