

**WEST VIRGINIA UNIVERSITY**  
**BOARD OF GOVERNORS**

March 19, 2019

The one hundred sixty-seventh meeting of the West Virginia University Board of Governors (scheduled as a Special Board Meeting) was held on March 19, 2019 in Morgantown, WV. Board members in attendance/participating by telephone included Marty Becker, Elmer Coppoolse, Dr. Stanley Hileman, Thomas Heywood, Lisa A. Martin, J. Thomas Jones, Taunja Willis Miller, Richard Pill, Ed Robinson, J. Robert (J.R.) Rogers, Benjamin Statler, Dr. Matthew Valenti, and William Wilmoth. Board members, David Alvarez, Charles L. Capito, Jr., Isaac Obioma, and Dr. Kimberly Weaver, were absent and excused.

**WVU officers, divisional campus officers, representatives (and others) participating included:**

President, E. Gordon Gee;  
Provost, Joyce McConnell;  
Vice President for Strategic Initiatives, Rob Alsop;  
Vice President for University Relations, Sharon Martin;  
General Counsel, Stephanie Taylor;  
Vice Provost, John Campbell;  
Vice Provost for Academic Strategies, Curriculum and Assessment,  
Paul Kreider;  
Associate Provost for Budget, Facilities and Strategic Initiatives,  
Mark Gavin;  
Vice President for Finance and Chief Financial Officer, Paula Congelio;  
Director of Communications and Marketing for Strategic Initiatives,  
Erin Newmeyer;  
Executive Officer and Assistant Board Secretary, Jennifer Fisher;  
Special Assistant to the Board of Governors, Valerie Lopez.

**Members of the press were also present.**

**CALL TO ORDER**

The meeting was called to order by Chairman William Wilmoth at 9:30 a.m. A roll call was taken to determine who was in attendance and a quorum established,

**EXECUTIVE SESSION**

Chairman Wilmoth requested a motion that the Board go into Executive Session, under authority in West Virginia Code §§6-9A-4(b)(2)(A), (b)(9), (b)(10) and (b)(12) to discuss legal, personnel, and deliberative matters; matters not considered public records; possible naming opportunity related to an academic unit; matters related to construction planning, commercial competition matters, the purchase, sale or lease of property, and/or the investment of public funds. The motion was made by J. Robert (J.R.) Rogers, seconded by J.

Thomas Jones and passed. Following the conclusion of Executive Session, Lisa A. Martin moved that the Board rise from Executive Session. This motion was seconded by Thomas Heywood and passed.

## **DISCUSSIONS/ACTIONS EMANATING FROM EXECUTIVE SESSION**

Chairman Wilmoth stated that there were no actions emanating from today's Executive Session discussions.

## **POSSIBLE DISCUSSION AND ACTION RELATING TO THE LEASING OF THE MONTGOMERY CAMPUS AND RELATED ITEMS**

Vice President for Strategic Initiatives, Rob Alsop, provided background on the two action items contained within today's meeting agenda, namely:

### **(1) Termination of Lease-Purchase Agreement between WVU and KVC**

The University and KVC Foundation, Inc., a private nonprofit 501(c)(3) organization, ("KVC") executed a Lease-Purchase Agreement, dated July 13, 2017, and Amendment One to the Lease-Purchase Agreement, dated July 1, 2018 (collectively referred to as the "Lease").

On January 17, 2019, KVC formally notified the University that, among other things, its intended use of the campus was no longer feasible or sustainable. The University and KVC have entered good faith negotiations and are close to finalizing a settlement of this matter.

Therefore, pursuant to BOG Governance Rule 5.1, the university is seeking authorization for the termination of the Lease-Purchase Agreement between the University and KVC Foundation, Inc., regarding the former campus of West Virginia University Institute of Technology in Montgomery, WV, and, in so doing, further authorize the Vice President for Strategic Initiatives to take all necessary steps to finalize a reasonable resolution of the matter consistent with the terms discussed in Executive Session, including the authority of the Chair, Vice Chair, President, or the Vice President for Strategic Initiatives to prepare, execute, or deliver any communications, agreements, or other documents that they deem necessary in order to complete the termination of the aforementioned Lease-Purchase Agreement; AND

### **(2) Lease of the Neal Baisi Athletic Center to the YMCA of Kanawha Valley**

WVU seeks to grant a short-term lease of the Neal Baisi Athletic Center, located in Montgomery, WV to the YMCA of Kanawha Valley. The term of the lease will be for less than six (6) months.

The proposed lease will further the University's commitment to the Upper Kanawha Valley and permit the YMCA of Kanawha Valley to continue its current operations within Montgomery, WV.

Therefore, pursuant to BOG Governance Rule 5.1, the university is seeking approval for the granting of a lease of the Neal Baisi Athletic Center, located in Montgomery, WV, to the YMCA of Kanawha Valley, for a term of less than six (6) months.

Whereupon, Marty Becker moved that the West Virginia University Board of Governors authorizes the negotiations associated with the termination of the Lease-Purchase Agreement between the University and KVC Foundation, as described above and further discussed in today's Executive Session, subject to the provisions identified today to satisfy WVU as to the financial performance of KVC Foundation, Inc; and further, that the WVU BOG approves the granting of a lease of the Neal Baisi Athletic Center, located in Montgomery, WV, to the UMCA of Kanawha Valley, for a term of less than six (6) months. This motion was seconded by Elmer Coppoolse and passed.

### **ADJOURNMENT**

There being no further business to come before the Board, J. Robert (J.R.) Rogers moved to adjourn the meeting. The motion was seconded by Lisa A. Martin and passed. The meeting was adjourned at 10:20 a.m.

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Taunja Willis Miller, Secretary