

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

October 23, 2012

The one hundred fourth meeting of the West Virginia University Board of Governors (scheduled as a Special Meeting via telephone) was held on October 23, 2012, with the call originating in the West Virginia University Stewart Hall President's Conference Room. Board members participating included David Alvarez, Ellen Cappellanti, Dr. Lesley Cottrell, James W. Dailey, II, Thomas Flaherty, Dr. Robert Griffith, Diane Lewis, Andrew A. Payne, III, Zach Redding, Ed Robinson, J. Robert (J.R.) Rogers, and William Wilmoth. Board members, Dr. Tom Clark, Raymond Lane, Dixie Martinelli, William Nutting and Dr. Charles Vest, were absent and excused.

**WVU officers, divisional campus officers, and representatives present included:**

President, James P. Clements;  
Vice President for Administration and Finance, Narvel Weese;  
Vice President for Legal Affairs and General Counsel & Assistant  
BOG Secretary, William H. Hutchens, III;  
Vice President for University Relations, Chris Martin;  
Assistant Vice President for University Communications, Becky Lofstead; and,  
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 Board Chairman, Andrew A. Payne, III, at 3:00 p.m. A roll call was taken to determine who was in attendance and a quorum established.

**EXECUTIVE SESSION**

Chairman Payne requested a motion that the Board go into Executive Session, under authority in West Virginia Code §§ 6-9A-4(b)(9) and (12), to discuss matters of commercial competition and legal matters. The motion was made by Ed Robinson, seconded by James W. Dailey, II, and passed. Following the conclusion of Executive Session, Thomas Flaherty moved that the Board reconvene into regular session. This motion was seconded by Ellen Cappellanti, and passed.

**CONTINUATION OF BOARD MEETING**

Chairman Payne announced that the Board would now reconvene the public session of the meeting and asked if there were any discussions resulting from Executive Session to be addressed. There being none, Chairman Payne proceeded to the next agenda item and asked for a motion to authorize the purchase and finance of real property located within the City of

Morgantown, West Virginia. Whereupon, Dr. Robert Griffith moved that the Board hereby authorizes all necessary steps to be taken to complete the purchase and permanent financing, through the issuance of not more than \$15 million in revenue bonds, of real property located close to the Downtown Campus in the City of Morgantown; including the authority of the Board Chair, Vice Chair, President of the University, or the Vice President of Administration and Finance to execute and deliver such other documents and the taking of such other actions as may be necessary or appropriate in the purchase and financing of such real property. This motion was seconded by William Wilmoth.

Chairman Payne stated that since our Board's operating procedures provide that members participating in a meeting by telephone may be individually polled as to their respective votes, he asked Valerie Lopez, Special Assistant to the Governing Board, to call on each board member participating in today's meeting to individually record their vote on the motion in question – with the following results:

<u>Board Member</u>	<u>Vote on pending motion</u>
David Alvarez	Yes
Ellen Cappellanti	Yes
Dr. Lesley Cottrell	Yes
James W. Dailey, II	Yes
Thomas Flaherty	Yes
Dr. Robert Griffith	Yes
Diane Lewis	Yes
Andrew A. Payne, III	Yes
Zach Redding	Yes
Ed Robinson	Yes
J. Robert (JR) Rogers)	Yes
William Wilmoth	Yes

Acknowledging the votes as recorded above, Chairman Payne announced that the motion passed.

### **ADJOURNMENT**

There being no further business, Diane Lewis moved to adjourn the meeting. The motion was seconded by Zach Redding, and passed. The meeting was adjourned at 3:22 p.m.

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Thomas V. Flaherty, Secretary