



**AUTHORIZATION FOR A LONG-TERM LEASE AND CONCESSION WITH RESPECT TO
THE UNIVERSITY'S PARKING SYSTEM**

Resolution No. 2012-14

Synopsis: Authorization for the long-term lease and concession of The Ohio State University's parking system, including authorization to execute documents required to complete such a transaction is proposed.

WHEREAS the Board of Trustees (the "Board") of The Ohio State University (the "University") is presented with the opportunity to enter into a lease and concession of the University's parking system; and

WHEREAS the lease and concession of the University's parking system is important in meeting the objectives and requirements previously set forth by the Board and the President:

NOW THEREFORE

BE IT RESOLVED, The Board has determined that it is in the best interests of the University to proceed with the lease and concession (the "Transaction") of some or all of the parking assets owned or controlled by the University (the "Parking Assets") through a Long-Term Lease and Concession Agreement (the "Agreement"), including the issuance of a request for qualifications and proceeding with a bidding process relating thereto, the authorization of the transactions contemplated herein, and the authorization of the negotiation, execution and delivery of the Agreement and other documents relating thereto; and

BE IT FURTHER RESOLVED, The Board has determined that, in connection with the Transaction, it may be desirable for the University to pay, prepay, repay, refund, refinance, purchase, redeem or otherwise defease all or a portion of any outstanding bonds and/or other debt obligations of the University that are secured by any of the Parking Assets (collectively, the "Defeasance"); and

BE IT FURTHER RESOLVED, That the Board hereby authorizes the issuance of a request for qualifications in connection with the Transaction and proceeding with the bidding process developed relating thereto wherein the bid of the highest responsive bidder will be selected, subject to the terms, conditions and limitations prescribed in these resolutions; and

BE IT FURTHER RESOLVED, That the Board hereby authorizes the University to enter into the Agreement to effectuate the Transaction (i) with an aggregate amount payable to the University upon execution of the Agreement of at least \$375,000,000 (the "Proceeds") and (ii) containing the additional terms described on *Exhibit A* attached hereto; and

BE IT FURTHER RESOLVED, That the Board hereby authorizes and directs the President and/or the Chief Financial Officer (the "Authorized Officers"), or either of them, upon consultation with the Chair of the Finance Committee of this Board, the Senior Vice President for Legal Affairs and General Counsel, any outside counsel or advisors retained for this purpose and such other members of the senior leadership of the University that the Authorized Officers deem necessary, advisable or appropriate, subject to the terms, conditions and limitations prescribed in these resolutions (1) to select as concessionaire and tenant under the Agreement the bidder with the highest qualified bid from the bidding process established by the Authorized Officers to the extent such bid is otherwise acceptable to the Authorized Officer(s) after meeting, among other things, the criteria set forth on *Exhibit A* attached hereto, and (2) negotiate, execute, acknowledge and

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deliver the Agreement, containing such additional terms as the Authorized Officer(s) shall approve and deem necessary, advisable or appropriate, such Authorized Officer's execution thereof to be conclusive evidence of such approval and determination of the necessity, advisability or appropriateness thereof; and

BE IT FURTHER RESOLVED, That the Board hereby authorizes and directs the Authorized Officers, or either of them, upon consultation with the Chair of the Finance Committee of this Board, the Senior Vice President for Legal Affairs and General Counsel, any outside counsel or advisors retained for this purpose and such other members of the senior leadership of the University that the Authorized Officers deem necessary, advisable or appropriate, subject to the terms, conditions and limitations prescribed herein, to negotiate, execute, acknowledge and deliver one or more agreements, instruments, certificates or other documents in connection with the Debt Defeasance, as such Authorized Officer(s) shall approve and deem necessary, advisable or appropriate, such Authorized Officer's execution thereof to be conclusive evidence of such approval and determination of the necessity, advisability or appropriateness thereof; and

BE IT FURTHER RESOLVED, That the Board hereby authorizes and directs the Authorized Officers, or either of them, to cause (i) the Proceeds to be used to fund any costs and expenses associated with the Transaction and the Debt Defeasance and (ii) the remainder, if any, to be paid into the University's General Fund; and

BE IT FURTHER RESOLVED, That the Board hereby authorizes and directs the Authorized Officers, or either of them, upon consultation with the Chair of the Finance Committee of this Board, the Senior Vice President for Legal Affairs and General Counsel, any outside counsel or advisors retained for this purpose and such other members of the senior leadership of the University that the Authorized Officers deem necessary, advisable or appropriate, subject to the terms, limitations and conditions prescribed in this resolution, to negotiate, execute, acknowledge and deliver any additional agreements, instruments, certificates and other documents in connection with these resolutions, and to take or cause to be taken any other actions, as such Authorized Officer(s) shall approve and deem necessary, advisable or appropriate, such Authorized Officer's execution, acknowledgement, delivery or taking of such action to be conclusive evidence of such approval and determination of the necessity, advisability or appropriateness thereof; and

BE IT FURTHER RESOLVED, That the Chief Financial Officer shall report to the Board's Finance Committee on a regular basis all actions taken pursuant to this resolution; and

BE IT FURTHER RESOLVED, That it is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code; and

BE IT FURTHER RESOLVED That this resolution shall take effect and be in force immediately upon their adoption.

CERTIFIED

This is to certify that the foregoing is a true and accurate excerpt from the minutes of the Board of Trustees meeting held September 9, 2011.



David G. Horn
Secretary

Exhibit A

General Terms for Long-Term Concession and Lease Agreement

<u>Topic</u>	<u>Resolution</u>
1. Parking System:	All or any portion of the parking spaces, meters and related or ancillary parking assets owned or operated by the University.
2. Consideration Paid the University:	At least \$375,000,000.
3. Term of Agreement:	Not to exceed 50 years, including any renewals
4. Parking Rates:	The concessionaire shall not be permitted to raise parking rates more than 7.5% per annum during the first 10 years of the Term of the Agreement, and after such 10-year period, the concessionaire shall not be permitted to raise parking rates more than the greater of (i) the amount of the annual increase in the CPI during the applicable years, or (ii) 4% per annum.. Initial parking rates and requirements may be established by the University for various classes of users of the Parking System such as students, faculty, visitors and administrators.
5. Relocation Rights:	The University shall have the right to relocate a portion of the Parking System to another area of campus to maintain certain flexibility to accommodate growth and other changes on campus. The specific terms of such relocation rights shall be those that the Authorized Officers approve and deem necessary, advisable or appropriate.