



WICHITA STATE
UNIVERSITY

WSIA Board Meeting

Thursday, May 14, 2015

10:00 am.

Morrison Hall Boardroom

In attendance were members John Bardo, Ruth David (teleconferencing), Lou Heldman, Elizabeth King, Rodney Miller, David Mitchell, Bill Moore, John Tomblin, and Tony Vizzini. Also present were Andy Schlapp, Harvey Sorensen and Anna Weyers.

Bardo called the meeting to order at 10:05 am.

Minutes from December 15, 2014 were approved by Mitchell, Miller seconded. All approved.

Motion to go into Executive Session made by Bardo; seconded by Mitchell. Executive Session entered into at 10:07 am. Motion to exit Executive Session made by Mitchell; seconded by Miller. Executive Session ended at 11:32 am. No action was taken.

Innovation Campus Resolutions

Sorensen outlined Innovation Campus Resolutions (Appendix A). Bardo motioned for approval. Vizzini approved, Miller seconded. All in favor. Resolutions passed.

Bardo motioned for approval of resolution for Alan Goodnight to serve as Director of Finance of WSIA, Inc. (Appendix B). Moore approved, Mitchell seconded. All in favor. Resolution passed.

Discussion Items

Moore expressed need for succession planning so the work being done on the Innovation Campus can continue.

Schlapp outlined BREG and how WSU is moving forward with best plan for assisting business and industry to impact the region's economy.

Bardo adjourned the meeting at 11:37 am.

Respectfully submitted,

Anna Lanier Weyers
Assistant Secretary

**WICHITA STATE INNOVATION ALLIANCE, INC.
(the "Corporation")**

BOARD OF DIRECTORS MEETING

May 14, 2015

RESOLUTIONS

WHEREAS, Wichita State University ("WSU") and the Corporation have embarked on the development of the Innovation Campus. By developing the Innovation Campus, WSU seeks:

(a) To provide essential support for local industry and propel the University to new standards of excellence;

(b) To provide enhanced experiential learning opportunities for the student body and economic development opportunities for the region; and

(c) to provide modern residential housing facilities integrated into the experiential learning opportunities the Innovation Campus will provide to students;

and

WHEREAS, convincing Airbus Americas Engineering, Inc. a Delaware corporation ("Airbus"), to relocate its North American engineering center to the Innovation Campus will allow Airbus to grow its work force and to employ as many as 200 WSU engineering students in the development of aerospace technology; and

WHEREAS, in working with developers and contractors, the Corporation has been able to provide Airbus desirable "build to suit" space at a reasonable return on investment for the Corporation without significant risk; and

WHEREAS, in making its leasing commitment, Airbus will make a long-term contractual commitment to provide experiential learning opportunities to WSU students.

Now therefore:

BE IT RESOLVED, that acceptance by the Corporation and the recording of the Special Warranty Deed executed on February 27, 2015, conveying parcels of real property located in Sedgwick County, Kansas by gift from the Board of Trustees of Wichita State University to the Corporation is in furtherance of the development of the Innovation Campus and is hereby approved, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the recording of the Declarations of Restrictive Covenants of The Innovation Campus by the Sedgwick County Register of Deeds, which will improve the desirability of the Innovation Campus, permit uniform regulation of the development of the Innovation Campus, and protect the economic interests of the Corporation and its tenants, is hereby approved, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the execution, delivery and performance of the Development Agreement by and among the Corporation and MWCB, LLC (“Developer”) (the “Development Agreement”), which will facilitate the economic development of the Airbus facility on terms satisfactory to the Corporation, is hereby approved, adopted, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the Master Ground Lease for Building Site for the Partnership Building # 1 (“Master Ground Lease”) by and between the Corporation as lessor and the Developer as lessee, which will facilitate the construction of the Airbus building and development of the Innovation Campus while protecting her continuing ownership of the property, is hereby approved, adopted, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the Building Lease by and between the Developer as lessor and the Corporation as lessee, which will allow the Corporation to control the developed building, is hereby approved, adopted, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the Building Sublease Agreement by and between the Corporation as sublessor and Airbus as sublessee, which will permit Airbus to move to the Innovation Campus, is hereby approved, adopted, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the lease by the Corporation of the real property and all improvements located at 213 N. Mead Street, Wichita, Kansas (the “213 Lease”) from Plant B Partners, L.L.C., which will permit Airbus to move to the Innovation Campus, is hereby approved, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the sublease of the 213 Lease to WSU (the “213 Sublease”) which will allow WSU to develop an old town campus, is hereby approved, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the lease by the Corporation of the real property and all improvements located at 238 N. Mead Street, Wichita, Kansas (the “238 Lease”) from 238 Partners, LLC, which will permit Airbus to move to the Innovation Campus, is hereby approved, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the sublease of the 238 Lease to WSU (the “238 Sublease”) which will allow WSU to develop an old town campus is hereby approved, authorized, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED, that the officers of the Corporation, and each of them, are hereby authorized, in the name and on behalf of the Corporation, to execute, deliver, and perform the Development Agreement, the Master Ground Lease, the Building Lease, the Building Sublease Agreement, the 213 Lease, the 213 Sublease, the 238 Lease and the 238 Sublease, with such further changes, modifications, and additions thereto as the officer executing the same may deem appropriate or advisable as shall be conclusively evidenced by the officer’s signature thereon, and to take all such further action and to execute all such other instruments and documents in the name and on behalf of the Corporation, as may be necessary or appropriate to carry out the intent and to accomplish the purposes of the foregoing resolutions.

**WICHITA STATE INNOVATION ALLIANCE, INC.
(the “Corporation”)**

BOARD OF DIRECTORS MEETING

May 14, 2015

RESOLUTIONS

BE IT RESOLVED, that Alan Goodnight is hereby elected as Director of Finance of the Corporation, to serve at the pleasure of the president of the corporation until his successor has been duly appointed, or until his earlier death, resignation or removal.