

COVER PAGE FOR CHANGES TO ACADEMIC ORGANIZATION OR STRUCTURE OF AN EDUCATIONAL UNIT

The Senate's Academic Organization and Structure Committee (SAOSC) is tasked by the University Senate with the review of proposals to change academic organization or structure. The information needed by the SAOSC for the review of such proposals is set forth in *Senate Rules 3.4.2.A.5*¹.

The SAOSC has developed a set of guidelines (from the *Senate Rules*) that are intended to ease the task of proposal submission (available at <http://www.uky.edu/universitysenate/forms>). As proposal omissions usually cause a delay in the review process, the individual(s) responsible for the proposal is (are) urged to familiarize themselves with these guidelines before submitting their proposals for review. In particular, the individual responsible for the proposal must fill out Sections I, II and III of this form, as well as include statements and documentation that provide a full accounting of the items a - i, below.

- a. Disposition of faculty, staff and resources (financial and physical);
- b. Willingness of the donating units to release faculty lines for transfer to a different educational unit;
- c. Consultation with the faculty of the unit to which the faculty lines are proposed to be transferred;
- d. Consultation with the faculty of educational unit that will be significantly reduced;
- e. Summary of votes and viewpoints (including dissents) of unit faculty and department/college committees;
- f. Ballots, votes expressing support for or against the proposal by unit faculty and staff and committees;
- g. Letters of support or opposition from appropriate faculty and/or administrators; and
- h. Letters of support from outside the University.

Section I – General Information about Proposal

One- to two-sentence description of change:	The University of Kentucky College of Law seeks to change its name to the University of Kentucky J. David Rosenberg College of Law. Mr. Rosenberg has given a gift of \$20 million to fund an endowment to support student scholarships, faculty recruitment and retention, and programs, and, as a result of that gift, the University and the College seek to change the name of the College of Law.				
Contact person name:	Mary J. Davis	Phone:	8592573198	Email:	mjdavis@uky.edu
Administrative position (dean, chair, director, etc.):	Interim Dean				

Section II – Educational Unit(s) Potentially Impacted by Proposal

Check all that apply and name the specific unit(s).	
<input type="checkbox"/>	Department of: _____
<input type="checkbox"/>	School of: _____
<input type="checkbox"/>	College of: Law
<input type="checkbox"/>	Graduate Center for: _____
<input type="checkbox"/>	Interdisciplinary Instructional Program: _____
<input type="checkbox"/>	Multidisciplinary Research Center/Institute: _____

Section III – Type of Proposal

¹ Items a-i are derived from *Senate Rules 3.4.2.A.5*. The Senate Rules in their entirety are available at http://www.uky.edu/Faculty/Senate/rules_regulations/index.htm.

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Check all that apply.	
<i>A. Changes</i>	
<input checked="" type="checkbox"/>	Change to the name of an educational unit.
<input type="checkbox"/>	Change to the type of educational unit (e.g., from department to school).
<i>B. Other types of proposals</i>	
<input type="checkbox"/>	Creation of a new educational unit.
<input type="checkbox"/>	Consolidation of multiple educational units.
<input type="checkbox"/>	Transfer of an academic program to a different educational unit.
<input type="checkbox"/>	Transfer of an educational unit to a different reporting unit.
<input type="checkbox"/>	Significant reduction of an educational unit.
<input type="checkbox"/>	Discontinuation, suspension or closure of an educational unit.
<input type="checkbox"/>	Other (Give a one- or two-sentence description below; a complete description will be in the proposal).

Section IV is for internal use/guidance.

Section IV – Guidance for SAOSC, Senate Council and University Senate

SAOSC Review of Type A Proposals (Changes to Type of, or to Name of, an Educational Unit)

- ✓ SAOSC review of proposal.
- ✓ SAOSC recommendation for an additional or joint review by other Senate committee(s) (e.g. Senate's Academic Programs Committee).

SAOSC Review of Type B Proposals (All Other Changes)

- ✓ SAOSC review of proposal.
- ✓ SAOSC recommendation for an additional or joint review by other Senate committee(s) (e.g. Senate's Academic Programs Committee).
- ✓ SAOSC review of proposals for creation, consolidation, transfer, closure, discontinuation, or significant reduction and educational unit, or transfer of an academic program to a different educational unit (attach documentation).
- ✓ Program review in past three years (attach documentation).
- ✓ Request to Provost for new program review (attach documentation).
- ✓ Open hearing (attach documentation).
 - SAOSC information must be shared with unit 10 days prior to hearing.
 - Open hearing procedures disseminated.

Voting by SAOSC, Senate Council and University Senate

- ✓ Endorse (or do not endorse) the academic organization, reporting, infrastructure, etc.
 - This vote is taken by the SAOSC, SC and Senate for every SAOSC proposal.

COVER PAGE FOR CHANGES TO ACADEMIC ORGANIZATION OR STRUCTURE OF AN EDUCATIONAL UNIT

- ✓ Approve (or do not approve) the academic status or content of academic program.
 - This vote is taken by the SAOSC, SC and Senate only when the review involves an MDRC.

Memorandum

To: University Senate Academic Organization and Structure Committee
Chair, Prof. Zach Bray

From: Interim Dean Mary J. Davis
University of Kentucky College of Law



Date: Nov. 11, 2019

Re: Proposed Change of Name of University of Kentucky College of Law

In support of the proposal to change the name of the University of Kentucky College of Law to the University of Kentucky J. David Rosenberg College of Law, I submit to you the following information consistent with the University Senate Rule 3.2.4.A.5 and its Guidelines.

1) What is the impetus for the proposed change?

J. David Rosenberg, a 1973 graduate of the UK College of Law, has signed an agreement with the University of Kentucky to give to the University \$20 million to support intellectual excellence and promise in the College of Law. The gift includes funds for student scholarships, faculty hiring and retention, and associated programs, all with a view to enhancing the intellectual excellence and promise for which the College of Law has been known, and to continue to grow its national and international reputation. Mr. Rosenberg has publicly stated that the UK College of Law provided him with the foundation to become a successful lawyer and business person. He credits the UK College of Law for propelling him to his current success and he seeks to give back to the institution. In recognition of the magnitude of the gift, President Eli Capilouto, Provost David Blackwell, Interim Dean Mary Davis, and the faculty of the College (by unanimous vote) agree that the College should be re-named the University of Kentucky J. David Rosenberg College of Law.

2) What are the benefits and weaknesses of the proposed unit with specific emphasis on the academic merits for the proposed change?

The College of Law will not change, only its name. There are many benefits of the proposed name change and no discernible weaknesses. The Rosenberg Law Endowment provides support for student scholarships, to be called J. David Rosenberg Scholars, which will enhance the academic profile of our students and provide financial support to attract the best and brightest students, from Kentucky and across the nation. The Rosenberg Law Endowment will expand the intellectual life of our College and support faculty hires and retention, such faculty will be the J. David Rosenberg Professors. The College of Law will be able to attract and retain a wider array of scholars/educators to add to our already world-class faculty. Programming that will enhance student experience and faculty growth are also supported by the Endowment. There are no weaknesses attended to the College because of this name change.

3) Describe the organization of the current structure and how the proposed structure will be different and better. Current and proposed organizational charts are often helpful in illustrating reporting lines.

The proposed name change will not change the organization of the current structure of the College of Law.

The gift agreement permits the Dean, with existing faculty leadership and committees, to create a method by which the scholarships will be awarded, the faculty professorships will be awarded, and the programs to be supported. No different organization or structure than that already in place in the College of Law is called for. A copy of the Rosenberg Law Endowment agreement is attached.

4) How does the change fit with department, college, and/or university objectives and priorities?

This gift and the name change that accompanies it fits within the College's and University's core objectives by making possible the enhancement of the intellectual experience of our students, by supporting the creative work of our faculty, and by making possible a wide variety of programs that support both students and faculty that might not otherwise be possible. A gift the size of Mr. Rosenberg's has the kind of transformative potential that the University of Kentucky and all its academic units strive to obtain. The College of Law will be able to expand its faculty, expand its curricular offerings and programs, hold national and international conferences, and support our faculty's reach in broader and deeper ways than have been possible up to now due to existing fiscal limitations.

5) How does this change better position the proposers relative to state and national peers, as well as University Benchmark Institutions? How does the change help UK meet the goals of its strategic plan?

Benchmark law schools supported by a naming gift such as the Rosenberg gift rise in stature almost immediately. As an example, when the University of Indiana Maurer School of Law received a naming gift in 2008, its ranking among law schools, done by USNews, rose and it has maintained that ranking improvement ever since. Schools with the scholarship funds that the Rosenberg gift makes possible can compete for the best students and thus improve their credentials, also relevant to national rankings. The University of Florida School of Law, a benchmark law school, received a \$10 million naming gift in 2001 which, at the time, was one of the largest and has similarly seen reputational enhancement. The magnitude of the Rosenberg gift will immediately be recognized for its impact among the College of Law's peers. The University's Strategic Plan, and its Kentucky Can Capital Campaign, will both be furthered because of this gift. The gift's purpose, to support intellectual excellence and promise, is core to what this University and this College are about.

6) Who are the key personnel associated with the proposed unit? Provide qualifications of these personnel in a brief form. A complete curriculum vitae for each person is not needed, although pertinent information in tabular format is helpful.

J. David Rosenberg's resume is attached. No other key personnel are involved, other than the current Interim Dean and all future Deans.

7) Discuss leadership and selection process for appointing a chair, a director, or interim leader and search process, etc.

The proposed name change does not require leadership selection at this time. When a new Dean is selected, the typical University and faculty governed process will apply.

8) What is the function of the faculty/staff associated with the proposed change and how is that relationship defined? Discuss DOE, adjunct, full-time, voting rights, etc.

There are no additional faculty or staff associated with the proposed change. Future faculty will be hired as Rosenberg Professors of Law, pursuant to the Rosenberg Law Endowment resources, but those faculty will be integrated into the College of Law and University as would any other faculty member.

9) Will the proposed change involve multiple schools or colleges? No

10) If the proposed change will involve transferring personnel from one unit to another, provide evidence that the donor unit is willing and able to release the personnel.

Not applicable.

11) What is the arrangement of faculty associated with the proposed change and how is that relationship defined? Discuss faculty DOE and status as adjunct, tenure track, or tenured. Describe the level of faculty input in the policy-making process including voting rights and advisory.

There is no change in the arrangement of College of Law faculty associated with the proposed name change to the College of Law.

12) Discuss any implications of the proposal for accreditation by SACS and/or other organizations.

The College of Law's accrediting body, the American Bar Association, assesses, among other things, the financial stability of its accredited members. The Rosenberg gift, and consequent name change, will enhance the College's financial resources and its fiscal health and thus will not implicate its accreditation except, possibly, in a beneficial way.

13) What is the timeline for key events in the proposed change? Student enrollments, graduates, moved programs, closed courses, new faculty and staff hires, etc.

President Capilouto announced the Rosenberg gift and the naming of the College of Law on Friday, Nov. 8, 2019. The Board of Trustees will review the proposal following University Senate action. That process

will continue to unfold over the remainder of this year. There are no other key events to take place. Upon acceptance of the Rosenberg Law Endowment and the name change to the College of Law, Interim Dean Davis will begin to discuss with the relevant faculty committees how best to put a process in place that implements the vision of the Endowment. It is expected that the first graduating class of the University of Kentucky J. David Rosenberg College of Law will be in 2020. The diploma of the College will not change.

14) If the proposal involves degree changes*, describe how the proposed structure will enhance students' education and make them more competitive. Discuss the impact on current and future students. State assumptions underlying student enrollment growth and describe the plans for student recruitment.

There are no degree changes. The College of Law will continue to award the Juris Doctor degree under its new name. It is anticipated, however, that our student body will be enhanced by the credentials and intellectual excellence of the Rosenberg Law Scholarship. We do not anticipate enrollment growth, and will continue to admit students to seat a class of between 125 and 140.

15) Include evidence that adequate financial resources exist for the proposed unit to be viable. A general description of the new costs and funding should be provided. A letter from the Provost, Dean, or other relevant administrators may affirm commitment to provide financial resources as appropriate. An exhaustive budget is not expected.

The Rosenberg Endowment will enhance the financial resources for the College of Law immeasurably. The gift is an incremental gift to the College of Law; it is explicitly not to be used to defray current or future operating expenses of the College of the University, nor is it to be used by the University for any purpose other than the purposes of the Rosenberg Law Endowment.

16) The proposal should document any faculty votes and departmental or school committee votes as appropriate leading up to this point in the process. The SAOSC recommends that faculty votes be by secret ballot. Include in your documentation of each vote taken the total number of eligible voters and the number that actually voted along with the break-down of the vote into numbers for, against and abstaining. A Chair or Dean may appropriately summarize supporting and opposing viewpoints expressed during faculty discussions.

A letter from Interim Dean Mary Davis describing the vote of the faculty taken on Thursday, Nov. 7, 2019 is attached. Minutes of that faculty meeting are also attached.

17) The committee will want to see evidence of academic merit and support from key parties. Letters of support (or opposition) are encouraged from the relevant senior faculty and administrators. Relevant faculty and administrators include those in units directly involved in the proposed change (including existing units from which a new unit may be formed.)

A letter from Provost Dave Blackwell supporting the name change of the College of Law is attached.

18) Indicate how the new structure will be evaluated as to whether it is meeting the objectives for its formation. Timing of key events is helpful.

The gift agreement creates a committee, the Rosenberg Committee, which is to meet in person once annually to review the operation and impact of the Rosenberg Law Endowment. That Committee is comprised of the University President (or his/her designee), the Dean of the College, and the Donor during his lifetime, or his successor appointed during his lifetime or in his estate planning documents. The Rosenberg Committee will not have the ability to redirect funds or to require any program changes in the College of Law. The Rosenberg Committee is empowered to form an Evaluation Committee to evaluate the impact on the College of the Rosenberg Law Endowment. The Evaluation Committee may be formed no earlier than the fifth year of the Endowment and will conduct its evaluation every five years. The method of evaluating the impact of the Rosenberg Law Endowment is not specified. Evaluation is to ensure the purposes of the Endowment are being furthered. Evaluation will benefit the College of Law by providing a means to assess the impact of the Rosenberg Law Endowment and to enhance its effectiveness in furthering the intellectual excellence of the College of Law. There are no metrics or methods specifically identified in the Endowment Agreement by which to conduct this evaluation. Future members of the Evaluation Committee are expected to discern the appropriate evaluation methods at the time unfettered.

19) Letters of support from outside the University may be helpful in understanding why this change helps people beyond the University.

No such letters have been sought.

Brothers, Sheila C.

From: Davis, Mary J.
Sent: Monday, November 18, 2019 2:07 PM
To: Bray, Zachary A.; Brothers, Sheila C.
Cc: Bird-Pollan, Jennifer; Swinford, William K.; Davis, Mary J.
Subject: Proposal to Name the College of Law--clarification

Dear Prof. Bray,

I would like to clarify the proposal to change the name of the College of Law that I recently submitted to you. It has come to my attention that there is some uncertainty regarding the proposed name change.

The proposal is, indeed, to change the name of the current college of law to the University of Kentucky J. David Rosenberg College of Law. GR 1 states:

Legislation in KRS 164.120 states that that the colleges, schools, divisions, department, bureaus and offices that are now established and maintained or that in the future may be established by the Board of Trustees shall constitute the University of Kentucky.

GR 1 further identifies the dates of the establishment of the colleges and includes the establishment of "Law" in 1908. There does not appear to be any other identification of the official name of the College of Law. We refer to ourselves as the University of Kentucky College of Law, though it does not appear that this is an official name.

The intent of the name change proposal that I submitted to you is to formally name this college the University of Kentucky J. David Rosenberg College of Law. The reason for this is because the College of Law is an historically longstanding and important College in our community, both in the law and otherwise, with a deep tradition. In conversation with the President, other University officials such as the Provost, and the Donor, it has been clear that to insure that our name reflects that heritage, "University of Kentucky" is, indeed, to be used in our official name, and that it precede Mr. Rosenberg's name. The Rosenberg Gift Endowment states this in par. 6(a). It is the intent of the proposed name change, and the intent of the University administration, to name the College of Law in perpetuity, and to ensure that no other order of the components of the naming be used.

In addition, as a general matter, the current University philanthropic effort to name other existing, long-standing colleges supports taking this opportunity to clarify naming conventions. Other college naming that occurred over twenty years ago, in the case of the Gatton College of Business and Economics, or involved new colleges, such as the Lewis Honors College, did not provide the opportunity to consider naming conventions in the same manner that the College of Law naming does. Consequently, I thought it of value to your deliberations to mention this additional consideration.

If you should require further information, please advise.

Thank you,
Mary



CHARITABLE GIFT AGREEMENT

This Agreement (the "Agreement") is made and entered into on October ²³, 2019 (the "Effective Date") by and between J. David Rosenberg, 3436 Vista Avenue, Cincinnati, OH 45208 (the "Donor"), and the University of Kentucky, William B. Sturgill Philanthropy Building, Lexington, Kentucky 40506-0015 (the "University").

1. **Charitable Gift Purpose.** The Donor agrees to make and the University does hereby accept the gift discussed below, subject to the terms of this Agreement, to advance the excellence and prominence of the University's College of Law (the "College"). The Donor intends and the University agrees all contributions it receives from the Donor pursuant to this Agreement shall benefit the College and the public purposes in furtherance of the College's educational mission. The Donor intends, and the University agrees, that these gifts and endowments created herein shall be (i) incremental, and not in substitution of general funding of the College from the University's general budget; and (ii) will not be used to defray the general funds budget of the University nor the College.
2. **Charitable Contributions.** The Donor agrees to make charitable gifts totaling \$20,000,000 (the "Total Gift") to the University, as follows:
 - a. **Annual Gifts.** The Donor agrees to make annual gifts totaling \$6,000,000 (the "Initial Pledge") to the University on or before February 28, 2025. The Donor agrees to make an initial gift of \$1,225,000 (the "Initial Gift") toward the Initial Pledge on or before the earlier of (i) the public announcement of this gift (which the parties anticipate will occur in November 2019), or (ii) December 31, 2019. Thereafter, the Donor may elect to make even installment contributions over the Initial Pledge period (e.g., \$1,000,000 per year), or choose to pay in advance, or bypass a year so long as the Initial Pledge is completed by February 28, 2025. The Donor agrees to use his best efforts, but is not obligated, to complete the Initial Pledge by February 28, 2024. When the Initial Pledge is complete, the Donor agrees to discuss with the University a second outright pledge amount and period (the "Second Pledge").
 - b. **Estate Gift.** The Donor agrees to direct a future gift to the University from his estate in the amount of \$14,000,000 (the "Estate Gift") to complete the Total Gift. The University will receive the Estate Gift in full no later than two (2) years following the Donor's death. The parties agree that any gifts made by the Donor for the purposes herein in addition to the Initial Pledge shall reduce his Estate Gift commitment, unless specifically directed otherwise by the Donor in writing. However, if the Total Gift has not been satisfied in full following the death of the Donor, the remaining balance shall be treated as a binding and enforceable expense

of the Donor's estate or trust, and the Donor's personal representative or trustee will be directed to fulfill the remaining balance of the Total Gift.

The University shall receive and administer the Donor's gifts in accordance with the terms of this Agreement, the policies of the University, and all applicable laws.

3. **Purposes.** The parties agree that the Donor's gifts made pursuant to this Agreement shall establish and support a new permanent endowed fund and associated expenditures account(s) named and entered on the books and records of the University as the "J. David Rosenberg College of Law Endowment" (the "**Rosenberg Law Endowment**"). The Rosenberg Law Endowment shall provide the College resources for students, faculty and programs specifically described in subparagraphs (a) – (c) below.

a. **Scholarships.** The Rosenberg Law Endowment shall provide one or more merit scholarships, the recipients of which shall be known as the "J. David Rosenberg College of Law Scholar." The College's standing scholarship committee shall award the scholarships, including determination of the recipient(s), amount(s) of the scholarship(s), and any renewal terms. The Donor intends and the University agrees that scholarship awards shall be based on demonstrated *intellectual excellence and promise* of the recipients. The pool of eligible candidates shall not be restricted to any geographic location. In addition to standardized tests and undergraduate academic records, the scholarship committee may consider a holistic review of the candidates, including without limitation, extracurricular performance, professional experience, and personal challenges and obstacles the candidate may have overcome.

b. **Faculty Support.** The Rosenberg Law Endowment shall support one or more faculty position(s) in the College. The Dean of the College, in consultation with the College's Faculty Executive Committee (or similar faculty advisory group), shall select the recipients and determine the specific uses of the support, which decisions shall be in accordance with the provisions governing academic employment as set forth in the University's Governing Regulations and the College's policies. Terms of the faculty support shall be subject to annual review, and may be renewed for additional annual terms upon a successful evaluation by the Dean of the College. Faculty recipients shall be known as the "J. David Rosenberg Professor of Law" or such other title bearing the Donor's name as may be appropriate as determined by the Dean of the College. The support may be used for faculty (including adjunct or visiting faculty) salary or salary enhancements, research of national or international importance and other such purposes associated with the recipient's academic appointment within the College. The Donor intends that this support be used to attract and retain faculty recipients that demonstrate *intellectual excellence and promise*, and an outstanding performance on behalf of the College. The pool of eligible faculty candidates shall not be restricted to any particular area of academic focus or department within the College.

c. **Program Support.** The Rosenberg Law Endowment shall support the programmatic needs of the College, including by way of example and not

limitation, symposia of national or international importance, academic curriculum enhancements and special programs, visiting and adjunct professors, student career services, and expenses, if any, incurred by the Evaluation Committees contemplated in Paragraph 10(c) of this Agreement. Any such uses shall be in a manner consistent with the Donor's intent expressed in this Agreement and the normal operations, policies and procedures of the University and the College. Specific uses shall be determined by the Dean of the College.

4. **Gift Allocation.** The Donor's gifts shall be allocated as follows:
 - a. **Expenditure.** The College may spend an amount not to exceed \$200,000 beginning in the 2021-2022 academic year. Thereafter, the maximum annual spendable amount shall increase in annual increments of \$50,000 until the sum of \$350,000 is reached in the 2024-2025 academic year. The Dean of the College shall determine the specific amount designated for annual expenditure in accordance with this paragraph. The University shall have the power to encroach on the principal of the endowment account, if necessary, to access permitted annual expenditure funds during the Initial Pledge term. Following the Initial Pledge term, the College's annual expenditure shall be limited to the Rosenberg Law Endowment's annual spending distribution in accordance with the University's endowment investment and spending policies for permanent endowment funds plus any additional Donor gifts designated by Donor for immediate expenditure (i.e., the Second Pledge).
 - b. **Endowment.** The University shall add any amounts not allocated for expenditure pursuant to Paragraph 2(a) to the Rosenberg Law Endowment's endowment fund. The entire Estate Gift shall be added to the endowment fund. The University will permanently reinvest the Rosenberg Law Endowment's spending distribution during the Initial Pledge term, subject to the endowment invasion power in Paragraph 4(a).
5. **Allocation of Expendable Funds.** The College shall use the expenditure funds from the Rosenberg Law Endowment as follows:
 - a. **Students.** An amount not to exceed 75% of the available annual expenditure funds shall be allocated for the purposes stated in Paragraph 3(a) above.
 - b. **Faculty.** An amount not to exceed 50% of the available annual expenditure funds shall be allocated for the purposes stated in Paragraph 3(b) above.
 - c. **Programs.** An amount not to exceed 25% of the available annual expenditure funds shall be allocated for the purposes stated in Paragraph 3(c) above.
6. **Naming.** In honor and recognition of the Donor's charitable contributions the parties agree as follows:
 - a. **Naming of the College.** The College shall be named the "*University of Kentucky J. David Rosenberg College of Law*" (the "**Naming**") in perpetuity. The University shall name and refer to the College by the Naming or as the "Rosenberg College of Law" in all related University and College publications, materials, and references

(signage, print, digital, and other formats or medium now or hereafter known) for so long as the College is in existence, and subject to the terms of this Agreement (including, without limitation, completion of the Total Gift). Before the Naming is affixed, the Donor shall complete the Initial Gift.

- b. **Signage.** The Naming shall be in accordance with applicable University policies, brand standards, guidelines and approvals as currently exist and as may be amended. Appropriate signage referencing the Naming will be affixed to the exterior (or closely thereto) of College's facility, and a recognition plaque will be prominently displayed on a public interior section of the College's facility to commemorate the Donor's generosity and philanthropic impact. The interior recognition plaque shall be in a form mutually agreed to by the University and Donor.
 - c. **Other Donor Recognition.** In order to make additional College private philanthropy successful, the Donor acknowledges that the University may allow other donors to create endowed and non-endowed funds within the College that bear the donor's or another designated party's name. In addition, the University may name spaces within the College's facility, including without limitation, the facility itself, classrooms, atriums, and surrounding grounds where it is located, to acknowledge and recognize private gifts to the College. Any such naming shall not detract from the Naming and any other recognition as may be afforded to the Donor. As the College may grow or change over time, the University may need to construct or occupy additional buildings to house its operations. The parties acknowledge that the University may name such additional structures to recognize private gifts directed to construct or occupy that particular building. However, the College itself will be referred to in perpetuity by the Naming.
7. **Endowment Policies.** Except as otherwise set forth in this Agreement, the University shall invest, manage and administer the Rosenberg Law Endowment account in accordance with the University's endowment investment and spending policies approved annually by the University's Board of Trustees. Any unused spending distribution may be returned to the Rosenberg Law Endowment.
8. **RCTF.** If the state legislature approves an additional allocation of state funds for the Commonwealth of Kentucky Research Challenge Trust Fund ("RCTF"), or any successor donor match program, and in the event the Donor's charitable gift meets the RCTF program eligibility requirements, the University agrees to use its best efforts to secure a match in accordance with its established priorities for the RCTF program. In the event such a match occurs, any spending distribution from the Rosenberg Law Endowment shall be subject to RCTF guidelines. Any RCTF matching contribution shall not reduce the Donor's commitment herein.
9. **Fees.** The University agrees to waive the advancement fee for all outright gifts made pursuant to this Agreement, and to waive all endowment management and administrative fees on the Rosenberg Law Endowment until February 28, 2025. Thereafter, the parties

agree that the maximum endowment management and administrative fees charged annually on the Rosenberg Law Endowment will be 10 basis points.

10. **Stewardship.** The parties agree to form a committee, which shall meet in person not less than once annually, to review the operation and impact of the Rosenberg Law Endowment and the Donor's gifts made pursuant to this Agreement (the "Rosenberg Committee").
 - a. **Committee Purpose.** The University shall provide the Rosenberg Committee an annual two-part written stewardship report regarding compliance with this Agreement and the Donor's philanthropic intent expressed herein. Part one of the stewardship report shall summarize the financial performance of the Rosenberg Law Endowment during the preceding year, including the values of (i) the endowment at the beginning of the year, (ii) all additions and contributions to the endowment, (iii) investment income earned, (iv) appreciation and depreciation of the endowment, (v) distributions and expenditures from the endowment, (vi) the endowment balance at the end of the year, and (vii) amount of the Total Gift remaining to be paid by Donor or his estate. Part two of the stewardship report shall provide narrative descriptions of the specific uses of the Rosenberg Law Endowment's annual spending distributions for scholarships, faculty support, and program support pursuant to Paragraph 3 of this Agreement. The Rosenberg Committee's purpose shall not supersede the authority provided to University officials in this Agreement to make specific decisions, in keeping with this Agreement, regarding the uses of the Donor's gifts and the Rosenberg Law Endowment.
 - b. **Committee Composition.** The Rosenberg Committee shall be comprised of the University's President, or his/her designee, which shall be a senior University leadership position such as the University provost (chief academic officer); the Dean of the College; and the Donor during his lifetime. Upon the Donor's death, or prior thereto at his election, he may appoint a successor representative on the Rosenberg Committee. Each successor representative shall have the similar right to appoint a successor representative for as long as the Rosenberg Law Endowment shall exist. The appointment and/or appointment process of a successor representative shall be done in writing and given to the University. The Donor's successor representative (and all subsequent successor representatives) shall be the Donor's wife, a graduate of the College, or an attorney licensed to practice law in Kentucky.
 - c. **Evaluation.** The parties acknowledge and agree to ensure the long-term impact of the Rosenberg Law Endowment, the Rosenberg Committee shall be empowered to form a committee (the "Evaluation Committee") to evaluate the impact on the College of the Rosenberg Law Endowment and recommend changes or modifications to the structure created herein. The Evaluation Committee's membership shall be appointed by the Rosenberg Committee and shall include, without limitation, individuals with direct knowledge of the impact of the Rosenberg Law Endowment such as present and former faculty and student recipients. The Evaluation Committee may be initially formed in the fifth year following the date of this Agreement and reconvened every fifth year thereafter.

The Evaluation Committee shall make a written report of its findings and recommendations to the Rosenberg Committee and the Donor (if the Donor is living and no longer a member of the Rosenberg Committee). The parties acknowledge and agree on the importance of both statistical and anecdotal data in evaluating the impact of the Rosenberg Law Endowment; however, they have refrained in this Agreement from specifying any particular data that must be considered by every Evaluation Committee. The parties recognize that factors specified as of Effective Date may be irrelevant or unavailable in future years, and important factors to evaluate the impact of the Rosenberg Law Endowment in future years may be unforeseen or unknown as of the Effective Date. The parties expect that the Rosenberg Committee and each Evaluation Committee shall determine the data and information most relevant at the time to evaluating the impact of the Rosenberg Law Endowment.

11. **Board of Trustee Approval.** The parties acknowledge and agree that acceptance of the charitable contribution(s) under this Agreement is subject to the approval by the University's Board of Trustees. If in the unlikely event these charitable contributions are not approved by the University's Board of Trustees, this Agreement shall immediately terminate and all payments made pursuant to the Agreement shall be repaid to the Donor in full within sixty (60) days of receipt of written notice from the Donor.
12. **Publicity.** For purposes of publicizing this gift, University will have the right, without charge, to photograph the Donor and use his name, likeness, and image in photographic, audiovisual, digital or any other form of medium (the "Media Materials") and to use, reproduce, distribute, exhibit, and publish the Media Materials in any manner and in whole or in part, including in press releases, brochures, website postings, informational and marketing materials, and reports and publications describing University's philanthropy and business activities. The University agrees to develop a press release announcing this gift, which will be shared with the Donor and agreed to by him prior to official release.
13. **Change in Circumstances.** The Donor desires that the Rosenberg Law Endowment will be administered to benefit the College and the University in perpetuity. However, should the fulfillment of the purpose stated in this Agreement become unlawful, impracticable, impossible to achieve, wasteful, or obsolete, as determined by the Board of Trustees of the University, then the Rosenberg Law Endowment and the spending distribution thereunder shall be redirected for a purpose most in keeping with the Donor's intent, upon recommendation of the University's President after consultation with the Rosenberg Committee.
14. **Successors and Assigns.** This Agreement shall inure to the benefit of and be binding on the parties to this Agreement and their respective successors, assigns, trustees, executors, personal representatives, conservators, attorneys-in-fact and estates.
15. **Entire Agreement.** This Agreement contains the entire agreement of the parties with respect to the subject matter hereof and supersedes any prior oral or written agreements or communications between us regarding this purpose.

16. **Amendment.** This Agreement may not be changed orally, but only by an amendment in writing signed by the parties hereto.
17. **Counterparts; Electronic Signatures.** This Agreement may be executed in one or more counterparts, including by electronic signature, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument. A signed copy of this Agreement transmitted by facsimile, email or other means of electronic transmission shall be deemed to have the same effect as delivery of an original executed copy.

[Signature page follows]

IN WITNESS WHEREOF, the parties have entered into this Agreement as of the Effective Date listed above.

DONOR



J. David Rosenberg


UNIVERSITY OF KENTUCKY




Eli F. Capilouto,
President

RECOMMENDED FOR APPROVAL BY:


Examined for Form and Legality
Office of Legal Counsel
University of Kentucky




G. Thomas Barker,
Associate General Counsel



D. Michael Richey,
Vice President for Philanthropy and
Alumni Engagement



Susan I. Krauss,
Treasurer



Mary J. Davis,
Dean, College of Law



David Blackwell,
Provost

J. David Rosenberg

Keating, Muething & Klekamp, P.L.L.
One East Fourth Street, Suite 1400
Cincinnati, Ohio 45202
513-579-6423 (O)
513-579-6457 (F)
E-Mail: jdrosenberg@kmklaw.com

3436 Vista Avenue
Cincinnati, Ohio 45208
513-535-7310

PROFESSION

Attorney Keating, Muething & Klekamp, P.L.L.
1974 -

PROFESSIONAL LICENSES
AND MEMBERSHIPS

Admitted to practice before the Courts of Kentucky (1974),
Ohio (1974), U.S. District Court Southern District of Ohio
(1974) and U.S. District Court Eastern District of Kentucky
(1983)

Member of Cincinnati, Ohio State, Kentucky, Northern
Kentucky and American Bar Associations

Member of Kentucky Law Journal Association

EDUCATION

Law School	Juris Doctor (Order of the Coif) University of Kentucky College of Law	1973
Undergraduate	Bachelor of Science (<u>Cum Laude</u>) University of Pennsylvania Wharton School of Finance	1971
Scholastic Activities and Awards	University of Kentucky College of Law Brown, Todd & Heyburn Corporate Law Award	1974
	<u>Kentucky Law Journal</u> Staff	1972-74
	University of Kentucky College of Law Marshall Moot Court Oral Advocacy Award	1972
	Zeta Beta Tau Social Fraternity	1967-71

PUBLICATION

The Financially Irresponsible Home Builder: A Challenge to
Builder Liability Law, 61 Kentucky Law Journal 347 (1972)

CORPORATE BOARDS
AND COMMITTEES

Cheviot Financial Corp., Cincinnati, Ohio: Director
2014 - 2016; Audit Committee, 2015 - 2016; Compensation
Committee, 2015 - 2016; Nominating and Governance
Committee, 2015 - 2016; Investment Committee 2015 - 2016

Roses Holdings, Inc. (formerly Roses Stores, Inc.) New York,
New York: Director 1995 - 1999; Audit Committee Chair
1995 - 1999; Compensation Committee 1997 - 1999

Local Financial Corporation, Oklahoma City, Oklahoma:
Director 1998 - 2004

PFGI Capital Corporation, Cincinnati, Ohio:
Director 2002 - 2010; Audit Committee Chair 2002 - 2010

Viking Partners, LLC, Cincinnati, Ohio: Advisory Director
2012 - 2013

Financial Stocks Inc., Cincinnati, Ohio: Advisory Director
1997 - 2010

Hinkle Construction Corporation, Paris, Kentucky: Director
1999 - 2010

Greycourt & Co., Inc. Pittsburgh, Pennsylvania: Director
2002 -

NIKSUN, Inc., Monmouth Junction, New Jersey: Director
2003 - 2004

Keating Muething & Klekamp PLL, Cincinnati, Ohio:
Director 1993 - 1995

COMMUNITY ACTIVITIES

Isaac M. Wise Temple/K.K. B'nai Yeshurun, Cincinnati,
Ohio: Traditions and Tomorrow Campaign Recognition
Committee Co-Chair 1993 - 1996; Ad Hoc Financial Planning
Committee 1994 - 1995; Investment Committee 1993 -
Chair 2006 - 2015; Board of Trustees 2006 - ; Executive
Board of Trustees, 2015 -

The Jewish Foundation of Cincinnati, Cincinnati, Ohio:
Trustee 2010 - ; Investment Committee Chair 2010 - ;
Vice President 2011 - ; Finance and Audit Committee Chair
2014 -

Music Hall Revitalization Company, Inc., Cincinnati, Ohio:
Director, 2015 -

COMMUNITY ACTIVITIES
(continued)

American Jewish Committee Cincinnati Chapter: Executive Board 1993 - 2005; Master of Ceremonies 1993 Human Relations Award Dinner; Advisory Council 2005 -

Hillel Foundation of the University of Cincinnati: Trustee 1976 - 1991; Nominating Committee Chair 1983; Secretary 1977 - 1978, 1986 - 1990

Jewish Federation of Cincinnati: Investment Committee: 1997 - , Chair 2002 - 2011

The Fair Care Foundation, Chevy Chase, Maryland: Director 1997 - 2003

Hebrew Union College - Jewish Institute of Religion: Board of Overseers 1997 - 2008, Emeritus 2008 -

United Jewish Cemeteries: Board of Delegates 1998 - 2006; Investment Committee 1998 - 2006; Financial Oversight and Budget Committee 1998 - 2006

University of Kentucky College of Law: Visiting Committee 2000 - 2011; Emeritus 2011 -

Greater Cincinnati Foundation: Impact Investing Committee 2011 - 2016; Investments Committee 2016 -

COMMUNITY HONORS

“Peace of the City Award” presented by The Jewish Federation of Cincinnati and The Jewish Community Relations Council, June, 2001

PERSONAL

Birth April 30, 1949 Lexington, Kentucky

Marital Status Married to Dianne Manthey Beck


6/26/17

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MEMORANDUM

TO: University Senate Academic Organization and Structure Committee
Prof. Zach Bray, Chair

FROM: Mary J. Davis
Interim Dean, UK College of Law



Date: Nov. 12, 2019

Re: Faculty views on Proposed Name Change of the University of Kentucky College of Law

This memorandum explains the timing, process, and vote of the College of Law faculty regarding the proposed name change of the College of Law to the University of Kentucky J. David Rosenberg College of Law.

On October 24, at a regularly scheduled faculty meeting, I announced a Major Event Announcement that would take place on Friday, Nov. 8, 2019. I announced that it involved a major eight-figure gift. I also announced that a special faculty meeting would be held on Thursday, Nov. 7 to receive information about the gift from President Capilouto and Provost Blackwell.

A reminder notice of the Nov. 7 faculty meeting went out to faculty on Tuesday, Nov. 5.

On Thursday, Nov. 7, the faculty meeting was called to order. A quorum of faculty was present. Our faculty rules define a quorum as 50% of the voting faculty. The College of Law has 31 faculty who are eligible to vote on matters of a general nature. Twenty faculty members were present in person and one faculty member was present telephonically, for a total of 21 voting faculty members.

President Capilouto explained the nature of the gift: a \$20 million gift to support intellectual excellence and promise in the areas of student scholarships, faculty professorships, and programs. He also explained that, because of the magnitude of the gift and its potential impact, the University supports naming the College of Law after the donor, J. David Rosenberg. Provost Blackwell also spoke. President Capilouto and Provost Blackwell took questions and there was general discussion.

The faculty engaged in further discussion after President Capilouto and Provost Blackwell departed. As Interim Dean and Chair of the meeting, I opened the floor to motions expressing the views of the faculty on the naming of the College. Prof. Chris Frost moved that the faculty express its support for the naming of the College after J. David Rosenberg because of his gift. Prof. Rick Underwood seconded the motion. After additional discussion, the faculty by a show of hands voted unanimously in favor of the motion. There were no dissenting votes.

The College of Law faculty rules do not contain a provision for secret ballot voting. It is not the practice of the College of Law faculty to vote by secret ballot. The College of Law faculty has never in my time on this faculty (29 years) conducted a vote by secret ballot, on any matter.

I encouraged the faculty present to write separately to express their views if they so choose. I subsequently also encouraged any other faculty members who were not present to write separately on their views and to share those either with me or with Prof. Bray. One such e-mail expression was sent to me. It is attached.

The minutes of the faculty meeting of Nov. 7 are attached.

Brothers, Sheila C.

From: Davis, Mary J.
Sent: Thursday, November 14, 2019 8:14 AM
To: Brothers, Sheila C.
Cc: Bray, Zachary A.; Davis, Mary J.
Subject: FW: Support for COL naming

From: Brian Frye <brianfrye@gmail.com>
Sent: Monday, November 11, 2019 5:26 PM
To: Davis, Mary J. <mjdavis@email.uky.edu>; Bray, Zachary A. <zachary.bray@uky.edu>
Subject: Re: Support for COL naming

Mary,

I vote in favor of the name change, enthusiastically. Once again, my congratulations on this wonderful gift to the school.

BLF

On Mon, Nov 11, 2019 at 5:20 PM Davis, Mary J. <mjdavis@email.uky.edu> wrote:

Hello, again, everyone.

I am preparing the formal request for approval of the COL name change. If you were not able to attend the faculty meeting on Thurs. Nov. 7 where the faculty voted to support the name change, by a unanimous vote after motion and discussion, you are free to send either me or Zach (chair of the relevant Senate Committee) an e-mail regarding your views.

I will be submitting the proposal this week.

Thanks everyone.

Mary



Mary J. Davis
Interim Dean

Ashland-Spears Distinguished Research Professor of Law
University of Kentucky

College of Law
620 S Limestone
Lexington, KY 40506
859-257-3198
mjdavis@uky.edu

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Brian L. Frye
Spears-Gilbert Associate Professor of Law
University of Kentucky College of Law
brianfrye@gmail.com
brianfrye@uky.edu

Office:

University of Kentucky College of Law
620 S. Limestone
Lexington, KY 40508

Home:

145 Woodland Avenue
Lexington, KY 40502
(859) 218-0632 (office)
(917) 273-2382 (cell)

Ipsé Dixit Podcast: <https://shows.pippa.io/ipse-dixit>

You can access my papers on SSRN at: <http://ssrn.com/author=646621>

Brothers, Sheila C.

From: Davis, Mary J.
Sent: Thursday, November 14, 2019 8:15 AM
To: Brothers, Sheila C.; Bray, Zachary A.
Cc: Davis, Mary J.
Subject: RE: Support for COL naming

From: Bauries, Scott
Sent: Wednesday, November 13, 2019 5:25 PM
To: Davis, Mary J. <mjdavis@email.uky.edu>; Bray, Zachary A. <zachary.bray@uky.edu>
Subject: RE: Support for COL naming

Dear Mary and Zack,

I was not able to attend the faculty meeting where J. David Rosenberg's generous gift to the College of law was announced, and I am sorry to have missed it, but now that I know the particulars, I wanted to voice my enthusiastic endorsement. I fully support both the gift and the naming of our College in honor of it. Mr. Rosenberg is a distinguished alumnus of our College, one who has taken what he learned here and put it into practice to better the lives of both clients and others in and related to the legal community. This gift is a perfect capstone to his influential career. The fact that the gift is intended to improve the student experience and bolster our already outstanding faculty is proof positive of its worth to our intellectual environment. I firmly believe that we will see the beneficial effects of this gift for generations to come, and it only makes sense that we recognize that longstanding impact to the College, the University, and the Commonwealth by honoring the donor in the name of our College.

With great respect and gratitude,
Scott

Scott R. Bauries
Associate Dean of Faculty Research
Willburt D. Ham Professor of Law
University of Kentucky College of Law
225 Law Building
Lexington, KY 40506
(859) 257-4228
scott.bauries@uky.edu

From: LAWFAC (University of Kentucky College of Law Faculty) <LAWFAC@LSV.UKY.EDU> **On Behalf Of** Davis, Mary J.
Sent: Monday, November 11, 2019 5:20 PM
To: LAWFAC@LSV.UKY.EDU
Subject: Support for COL naming

Hello, again, everyone.

I am preparing the formal request for approval of the COL name change. If you were not able to attend the faculty meeting on Thurs. Nov. 7 where the faculty voted to support the name change, by a

unanimous vote after motion and discussion, you are free to send either me or Zach (chair of the relevant Senate Committee) an e-mail regarding your views.

I will be submitting the proposal this week.

Thanks everyone.

Mary



Mary J. Davis

Interim Dean

Ashland-Spears Distinguished Research Professor of Law

University of Kentucky

College of Law

620 S Limestone

Lexington, KY 40506

859-257-3198

mjdavis@uky.edu

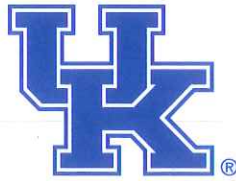
University of Kentucky College of Law
Faculty Meeting
November 7, 2019

Attending: President Eli Capilouto, Provost David W. Blackwell, Dean Mary Davis, Jennifer Bird-Pollan, Sarah Welling, Michael Murray, Ramsi Woodcock, Christopher G. Bradley, Zach Bray, Charlie Amiot, Beau Steenken, Tina Brooks, Sarah A. Lewis, Kristin J. Hazelwood, Allison Connelly, Melissa N. Henke, Jane Gris , Rutheford B. Campbell, Robert Lawson, Richard H. Underwood, Mark F. Kightlinger, Christopher Frost, Blanche Cook, Dean Douglas Michael, Dean Jason Hardin, Dean Susan Steele, Dean Danny Murphy, Dean David Wright, and Josh Douglas (on the phone).

1. Dean Davis called the meeting to order at 3:03 p.m.
 - a. There was a quorum of the faculty present, 20 persons in attendance, including Professor Josh Douglas on the phone.
2. President Capilouto made an announcement about a major gift to the law school from J. David Rosenberg.
 - a. A discussion ensued.
 - b. A public announcement about the gift and naming of the law school will be made in the grand courtroom on Friday, November 8, 2019.
 - c. President Capilouto answered questions from the faculty.
 - d. Provost Blackwell was also available for questions.
 - e. The Provost mentioned that the donor was very impressed to hear our very own Professor Josh Douglas on NPR.
 - f. The President and Provost left at 3:32.
3. Dean Davis opened the floor for discussion and questions. She entertained motions from the floor regarding faculty views on acceptance of the gift and the naming of the law school, as referenced above in the both the announcements of President Capilouto and Provost Blackwell.
 - a. Professor Frost moves to support the naming of the law school in recognition of J. David Rosenberg and acceptance of the gift.
 - b. Professor Underwood seconded the motion.
 - c. The motion was approved unanimously by a show of hands.
4. Professor Bird-Pollan explained that the gift and naming of the law school will be discussed with the University Senate.
5. Adjournment.
 - a. Dean Davis adjourned the meeting at 4:02 p.m.

Respectfully Submitted,

/s/ Blanche Cook
Blanche Cook



University of Kentucky

Office of the Provost

105 Main Building

Lexington, KY 40506-0032

O: 859-257-2911

www.uky.edu

November 11, 2019

Re: Proposal to Name the College of Law the University of Kentucky J. David Rosenberg
College of Law

Dear Members of the University Senate Committee on Academic Structure and Organization:

As Provost of the University of Kentucky, I am pleased to provide this letter of endorsement for the proposal to name the College of Law the University of Kentucky J. David Rosenberg College of Law.

Mr. Rosenberg and his wife, Dianne, have committed \$20 million to the University of Kentucky to create an endowment to support faculty, students, and academic programs in the College of Law. This commitment represents the third largest single gift in the history of our university.

Specifically, the Rosenberg endowment:

- Will provide at least one merit scholarship annually, the recipients of which will be known as a J. David Rosenberg College of Law Scholar. The award will be based on demonstrated intellectual excellence and promise.
- Will support one or more faculty positions in the college, selected by the Dean of the College in consultation with faculty leaders. A faculty member selected will be known as the J. David Rosenberg Professor of Law. Faculty support may include funding or salary enhancements and assistance with nationally or internationally important research.
- Will support college program needs, which may include national symposia, visiting professors, and student career services, among other initiatives.

In recognition of the magnitude of this gift, the University, upon approval of the University Senate and the Board of Trustees, intends to re-name the College of Law in Mr. Rosenberg's honor. This naming, which would be only the third named college in the University's history, has the potential to propel the College into the top echelon of law schools.

The gift is an incremental one, and specifically not permitted to replace College operating expenses or defray any current or future debt, nor is it to be used by the University for any other purpose. This gift, and the naming that accompanies, is driven by Mr. Rosenberg's desire to enhance the core intellectual foundation of the College. Such a gift is exactly the kind that the University seeks, and needs, to support its mission to achieve excellence in teaching, research, and service to our students and the Commonwealth.

This gift is not related to the recently completed renovation and re-imagining of the College of Law Building. Rather, in making the gift, Mr. Rosenberg has cited the College's established record of

intellectual and educational excellence, particularly in preparing students for careers in the law. His intent is to further this excellence by supporting professorships to attract and retain world-class faculty, to provide scholarships for the best and brightest students, and to support programs that enhance the national and international reach of the College.

This gift and the naming that accompany it embrace academic freedom and shared governance. The components of the Rosenberg Law Endowment will be implemented wholly within the College's existing faculty governance structure, led by the Dean and existing, or appropriate future, faculty committees. The gift agreement does not propose any particular focus for the faculty scholars to be hired, philosophical or otherwise. His entire vision is intended to enhance the intellectual excellence and promise of the College, its faculty, and students. Such a gift represents an extraordinary act of confidence in the College's leadership, its faculty, and its future.

As Provost of the University of Kentucky, and former Dean of another of the University's named colleges, I know the impact such a gift, and naming, can have on a college and University. Such gifts indicate to the higher education community across this Commonwealth and nation the value of an education, in this case, a legal education, obtained at the University of Kentucky. Naming the University of Kentucky College of Law after J. David Rosenberg will enhance not only the reputation of the College of Law, but also the University as a whole.

I encourage you to approve naming of the College of Law the University of Kentucky J. David Rosenberg College of Law.

Sincerely,



David W. Blackwell
Provost