

**Minutes of the 19th Session of the Board of Governors
of Tomas Bata University in Zlín
held in the Chamber of Deputies of the Parliament of the Czech Republic in Prague
on 15th December 2009**

Present:

Ing. Michaela Šojdrová, Ing. Eva Bartoňová, Ing. Eduard Janota, Ing. Josef Kubíček, PhDr. Irena Ondrová, PaedDr. Alena Gajdůšková, doc. Ing. Jiří Volf, CSc.

Excused: Sonja Bata, Libor Lukáš

On behalf of Tomas Bata University in Zlín (hereinafter referred to as TBU):

Prof. Ing. Ignác Hoza, CSc.	Rector
Prof. Ing. Petr Sáha, CSc.	Vice-Rector for Strategic Development
RNDr. Alexander Černý	Bursar
Ing. Andrea Kadlčíková	Director of Marketing and Communications, Secretary to the TBU Board of Governors
Ing. Jiří Peterka	IT technician

The 19th session of the TBU Board of Governors (hereinafter referred to as BG) followed the below-mentioned agenda:

1. Opening
2. Election of the Deputy Chairperson of the TBU Board of Governors
3. Opinion of the Board of Governors regarding the legal action necessary to be taken by TBU in order to acquire immovable assets: Purchase of immovable assets in Uherské Hradiště intended for the construction of the “UH Technology Park” within the “Operational Programme – Enterprise and Innovations” project
4. Information on TBU budget rules for 2010
5. Miscellaneous
6. Termination

Ad 1)

Ing. Michaela Šojdrová (Chairperson of the TBU Board of Governors) opened the session. The agenda of the 19th session of the Board of Governors was accepted as presented. Ing. Michaela Šojdrová welcomed to the session a new member of the TBU Board of Governors: Ing. Eva Bartoňová, State Secretary and First Deputy Minister of Education, Youth and Sports of the Czech Republic.

Ad 2)

The election of the Deputy Chairperson of the TBU Board of Governors was held in accordance with the Statute of the TBU Board of Governors. PhDr. Irena Ondrová had been the only candidate nominated and subsequently elected in the first round as the Deputy Chairperson of the TBU Board of Governors by 6 votes (1 refrained from voting).

Ad 3)

Prof. Ignác Hoza (TBU Rector) asked the members of the Board of Governors for their prior written consent to the Purchase Contract to be concluded between the following contracting parties: TETRACO CS spol. s r. o. (Ltd), Identification No.: 44015674, as “Vendor I”; JUDr. Ing. Pavel Berka, CSc., Birth Certificate No.: 551007/0258 and MUDr. Andrea Berková, Birth Certificate No.: 616227/1335, as “Vendors II” and Tomas Bata University in Zlín as the “Buyer”, on immovable assets to be transferred

and purchased at the price of 53 million CZK.

The TBU Bursar informed in detail about the terms and conditions of the Contract and on the related project entitled "UH Technology Park".

A lengthy discussion took place, with the members of the Board of Governors giving their comments, mentioning possible risks and expressing their ideas regarding the Purchase Contract presented and the project in question. The excused members - Ms. Sonja Bata and Mr. Libor Lukáš (as well as PhDr. Irena Ondrová) had sent their opinions in writing. Ing. Eva Bartoňová had sent comments concerning the proposed contracts. Ing. Michaela Šojdrová (Chairperson of the TBU Board of Governors) formulated written queries for the project proposer to reply to. All written opinions and questions have been filed at the TBU Rector's Office.

Afterwards, Ing. Josef Kubíček proposed to take a vote on the interruption of the discussion about this item of the agenda, claiming that even if certain doubts had arisen as to the Purchase Contract in question, nevertheless, TBU bodies had already discussed the proposal presented and it was necessary to respect their resolution. Then the voting took place regarding this proposal. Out of the present seven members of the TBU Board of Governors, two members voted for the proposal, five members refrained from voting.

Resolution No. 1/19

The TBU Board of Governors expressed disagreement with the interruption of the discussion regarding the item No. 3 of the agenda of the session No. 19 of the TBU Board of Governors.

Then the voting took place regarding the consent to the conclusion of the Purchase Contract in question. Out of the present seven members, five members voted against the proposal, two members refrained from voting.

Resolution No. 2/19

The TBU Board of Governors expressed disagreement with the Purchase Contract to be concluded between the following contracting parties: TETRACO CS spol. s r. o. (Ltd), Identification No.: 44015674, as "Vendor I"; JUDr. Ing. Pavel Berka, CSc., Birth Certificate No.: 551007/0258 and MUDr. Andrea Berková, Birth Certificate No.: 616227/1335, as "Vendors II" and Tomas Bata University in Zlín as the "Buyer", on the immovable assets to be transferred:

1. By this Contract, the Vendor I sells to the Buyer the exclusive ownership of the following immovable assets located in the cadastral area Mařatice, cadastral community Uherské Hradiště, incorporated in the Land Register kept by the Land Register Office for the Zlín Region, Branch Office Uherské Hradiště, in the Property Certificate No. 4038, namely:
 - a. Land lot No. 671 – Built-up area and yard, with a total area of 1 222 m²,
 - b. Land lot No. 1928/1 – Built-up area and yard, with a total area of 76 m²,
 - c. Land lot No. 1928/3 – Built-up area and yard, with a total area of 968 m²,
 - d. Land lot No. 3001/38 – Another type of area, operating area, with a total area of 3 133 m²,
 - e. Land lot No. 3001/41 – Another type of area, operating area with a total area of 108 m²,
 - f. Building House No. 1370 – Another type of building situated on Lot No. 671.
2. The Vendors II sell to the Buyer the exclusive ownership of the following immovable assets located in the cadastral area Mařatice, cadastral community Uherské Hradiště, incorporated in the Land

Register kept by the Land Register Office for the Zlín Region, Branch Office Uherské Hradiště, in the Property Certificate No. 3421, namely:

- a. Land lot No. 1928/2 – Built-up area and yard, with a total area of 757 m²,
- b. Land lot No. 3001/37 – Another type of area, operating area, with a total area of 1 425 m²,
- c. Land lot No. 3001/39 – Another type of area, operating area, with a total area of 262 m²,
- d. Land lot No. 3001/40 – Another type of area, operating area, with a total area of 1 461 m²,
- e. Land lot. No. 3001/49 – Another type of area, operating area, with a total area of 4 m²,
- f. Land lot No. 3002/70 – Farmland, agricultural land resources, with a total area of 347 m²,
- g. Building without House No. or Reg. No. – Other types of buildings situated on Lots No. 1928/3, 1928/2, 1928/1.

The purchase price of the immovable assets to be transferred, currently in the ownership of the Vendor I, has been set taking into consideration the Expert Opinion No. 619/23//2009 written by Ing. Josef Matějčíček, CSc. on 09/10/2009 and mentioned in Article I Paragraph 3 of the Contract, as follows:

- a) The purchase price of the land lots No. 671, 1928/1, 1928/3, land lots No. 3001/38, 3001/41 amounts to 8 500 000 CZK,
 - b) The purchase price of the building House No. 1370 – another type of building situated on Lot No. 671 amounts to 16 800 000 CZK,
- 25 300 000 CZK in total,

The purchase price of the immovable assets to be transferred, currently in the ownership of the Vendors II, has been set as follows:

- a) The purchase price of the land lots No. 1928/2, land lots No. 3001/37, 3001/39, 3001/40, 3001/49, 3002/70 amounts to 9 100 000 CZK,
 - b) The purchase price of the building without House No. or Reg. No. – other types of buildings situated on Lots 1928/3, 1928/2, 1928/1 amounts to 18 600 000 CZK,
- 27 700 000 CZK in total.

Ing. Eva Bartoňová and Ing. Eduard Janota had to leave the session due to urgent professional reasons.

Resolution No. 3/19

The TBU Board of Governors assumes that there are considerable risks related to the “UH Technology Park” project. The Board was unanimous in recommending TBU to seek alternative ways of implementing the project, i.e. cheaper and safer ways.

Ing. Michaela Šojdrová (Chairperson of the TBU Board of Governors) promised to personally explain the attitude adopted by the Board of Governors to the members of the TBU Academic Senate.

Ad 4)

RNDr. Alexander Černý (TBU Bursar) presented the TBU budget rules for 2010 to the members of the TBU Board of Governors.

Ad 5)

Prof. Ignác Hoza (TBU Rector) assured the members of the Board of Governors that TBU would consider the comments expressed and wished a happy holiday season to all of them.

Ad 6)

Ing. Michaela Šojdrová (Chairperson of the TBU Board of Governors) terminated the session of the Board of Governors and thanked the members for the constructive discussion.

In Zlín on 17th December 2009

Minutes taken by: Ing. Andrea Kadlčíková

PhDr. Irena Ondrová
Deputy Chairperson of the TBU Board of Governors

Ing. Michaela Šojdrová
Chairperson of the TBU Board of Governors