



MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.

In Open Session

Members of the Board of Directors of the University of Louisville Real Estate Foundation, Inc. met at 9:02 a.m. on July 30, 2020. As a result of the state of emergency in Kentucky the regular meeting was conducted by live audio and/or video teleconference. Members of the public and media were able to access the meeting on a live stream. Members were present and absent as follows:

Present: Mr. Steve Gault, Vice Chair
Mr. Paul Carrico
Ms. Jill Force
Ms. Mariah Gratz
Mr. Craig Hawley
Mr. Derrick Littlejohn
Mr. Earl Reed
Mr. Keith Sherman
Ms. Sandy Metts Snowden

Absent: Dr. Neeli Bendapudi
Mr. Ken Payne

From the
Foundation: Ms. Julie Kroger, Executive Assistant
Ms. Gina Lankswert, Director of Administration
Ms. Susan Magness, Director of Budget
Mr. Justin Ruhl, Controller

From Legal
Counsel: Mr. Franklin Jelsma, Wyatt, Tarrant & Combs

From the
University: Mr. Dan Durbin, UofL Vice President for Finance and Administration/CFO

I. Call to Order

Having determined a quorum present, Vice Chair Gault called the annual meeting to order at 9:02 a.m. No conflicts of interest or appearances of conflicts were identified.

II. Consent Agenda

Mr. Reed made a motion, which Mr. Carrico seconded, to approve the Consent Agenda as listed:

- Approval of Minutes, April 28, 2020
- Election of Manager and Appointment of Officers of Nucleus: KY's Life Sciences and Innovation Center, LLC
- Election of Manager and Appointment of Officers of 220 South Preston, LLC
- Election of Manager and Appointment of Officers of Cardinal Station, LLC
- Election of Manager and Appointment of Officers of KYT-Louisville, LLC
- Election of Manager and Appointment of Officers of Kurz Hall, LLC
- Election of Manager and Appointment of Officers of Johnson Hall, LLC
- Election of Manager and Appointment of Officers of Community Park, LLC

The motion passed.

III. Governance and Nominating Committee Report

Mr. Gault reported the Governance and Nominating Committee met on July 24, 2020. During the meeting the Committee approved the following three recommendations:

- Re-elect Craig Hawley as an at-large director with a term ending June 30, 2023;
- Elect Powell Spears as a new at-large director with a term ending June 30, 2023;
- Approve the **attached** committee assignments.

The Board approved the three recommendations. Mr. Hawley abstained from voting on his own nomination.

IV. Property Committee Report

Mr. Gault reported the Property Committee met on June 2, 2020. They discussed current leasing activities, the potential sale of real estate, a business proposal and potential litigation. No action was taken. He noted all tenants are up-to-date with their lease payments, however one downtown tenant did exercise an early termination provision in their lease. No properties are currently on the market for sale.

V. Information Item: Fiscal Year 2020 Fourth Quarter Financial Update

Mr. Ruhl reviewed the **attached** fourth quarter financial presentation highlighting the most recent quarter's consolidated income statements and debt.

VI. Report of the Executive Director

Mr. Sherman provided a high-level overview of the Foundation's Conflict of Interest Policy. He requested the Directors complete and return their annual disclosure forms at their earliest convenience.

Mr. Sherman asked for a motion to approve the **attached** Signature and Banking Authority resolutions. Mr. Reed made a motion to approve the resolutions which Mr. Littlejohn seconded. The motion passed.

VII. Executive Session to Discuss Potential Acquisition or Sale of Real Property, a Specific Business Proposal and Proposed or Pending Litigation

Mr. Hawley made a motion at 9:25 a.m., which Mr. Reed seconded, to go into executive session to discuss the potential acquisition or sale of real property, a specific business proposal, and proposed or pending litigation pursuant to KRS 61.810(1)(b) (g) and (c).

VIII. Reconvene Open Session

Open session reconvened at 9:42 a.m., Mr. Gault reported the potential acquisition or sale of real property, a specific business proposal, and proposed or pending litigation were discussed during the executive session. No action was taken.

IX. Other Business

Mr. Gault stated that Mr. Bob Koetter's most recent term on the Board had ended. He recommended the Board approve the **attached** resolution of appreciation. Mr. Hawley moved the adoption of the resolution which Mr. Littlejohn seconded. The motion passed.

X. Adjournment

Having no other business come before the Board, Mr. Reed made a motion to adjourn, which Ms. Snowden seconded. The meeting adjourned at 9:45 a.m.



Craig Hawley, Secretary
University of Louisville Real Estate Foundation, Inc.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE
UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.**

July 30, 2020

At a duly convened meeting of the Board of Directors (the “**Board**”) of the University of Louisville Real Estate Foundation, Inc., a Kentucky non-profit corporation (“**ULREF**”), held on July 30, 2020, the Board adopted the following resolutions:

**Election of Manager and Appointment of Officers of Nucleus: Kentucky’s Life Sciences
and Innovation Center, LLC**

WHEREAS, ULREF is the sole member of Nucleus: Kentucky’s Life Sciences and Innovation Center, LLC, a manager-managed Kentucky limited liability company (“**Nucleus**”).

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of Nucleus, hereby elects ULREF to serve as the Manager of Nucleus until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified; and

RESOLVED, that ULREF shall constitute the sole Manager of Nucleus until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified.

RESOLVED, that all current officers of Nucleus are hereby removed and the following persons are hereby appointed to the offices set forth opposite their respective names, to hold such offices until the next annual meeting of the Manager or written consent in lieu thereof, or until their respective successors have been duly elected and qualified or until their earlier resignation or removal:

<u>Name:</u>	<u>Office:</u>
Keith Sherman	President
Kenneth Payne	Secretary and Treasurer

Election of Manager and Appointment of Officers of 220 South Preston, LLC

WHEREAS, ULREF is the sole member of 220 South Preston, LLC, a manager-managed Kentucky limited liability company (“**220 South Preston**”).

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of 220 South Preston, hereby elects ULREF to serve as the Manager of 220 South Preston until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified; and

RESOLVED, that ULREF shall constitute the sole Manager of 220 South Preston until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified.

RESOLVED, that all current officers of 220 South Preston are hereby removed and the following persons are hereby appointed to the offices set forth opposite their respective names, to hold such offices until the next annual meeting of the Manager or written consent in lieu thereof, or until their respective successors have been duly elected and qualified or until their earlier resignation or removal:

<u>Name:</u>	<u>Office:</u>
Keith Sherman	President
Kenneth Payne	Secretary and Treasurer

Election of Manager and Appointment of Officers of Cardinal Station, LLC

WHEREAS, ULREF is the sole member of Cardinal Station, LLC, a manager-managed Kentucky limited liability company (“**Cardinal Station**”).

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of Cardinal Station, hereby elects ULREF to serve as the Manager of Cardinal Station until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified; and

RESOLVED, that ULREF shall constitute the sole Manager of Cardinal Station until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified.

RESOLVED, that all current officers of Cardinal Station are hereby removed and the following persons are hereby appointed to the offices set forth opposite their respective names, to hold such offices until the next annual meeting of the Manager or written consent in lieu thereof, or until their respective successors have been duly elected and qualified or until their earlier resignation or removal:

<u>Name:</u>	<u>Office:</u>
Keith Sherman	President
Kenneth Payne	Secretary and Treasurer

Election of Manager and Appointment of Officers of KYT-Louisville, LLC

WHEREAS, ULREF is the sole member of KYT-Louisville, LLC, a manager-managed Kentucky limited liability company (“**KYT**”).

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of KYT, hereby elects ULREF to serve as the Manager of KYT until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified; and

RESOLVED, that ULREF shall constitute the sole Manager of KYT until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified.

RESOLVED, that all current officers of KYT are hereby removed and the following persons are hereby appointed to the offices set forth opposite their respective names, to hold such offices until the next annual meeting of the Manager or written consent in lieu thereof, or until their respective successors have been duly elected and qualified or until their earlier resignation or removal:

<u>Name:</u>	<u>Office:</u>
Keith Sherman	President
Kenneth Payne	Secretary and Treasurer

Election of Manager and Appointment of Officers of Kurz Hall, LLC

WHEREAS, ULREF is the sole member of Kurz Hall, LLC, a manager-managed Kentucky limited liability company (“**Kurz Hall**”).

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of Kurz Hall, hereby elects ULREF to serve as the Manager of Kurz Hall until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified; and

RESOLVED, that ULREF shall constitute the sole Manager of Kurz Hall until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified.

RESOLVED, that all current officers of Kurz Hall are hereby removed and the following persons are hereby appointed to the offices set forth opposite their respective names, to hold such offices until the next annual meeting of the Manager or written consent in lieu thereof, or until their respective successors have been duly elected and qualified or until their earlier resignation or removal:

Name:

Office:

Keith Sherman

President

Kenneth Payne

Secretary and Treasurer

Election of Manager and Appointment of Officers of Johnson Hall, LLC

WHEREAS, ULREF is the sole member of Johnson Hall, LLC, a manager-managed Kentucky limited liability company ("**Johnson Hall**").

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of Johnson Hall, hereby elects ULREF to serve as the Manager of Johnson Hall until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified; and

RESOLVED, that ULREF shall constitute the sole Manager of Johnson Hall until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified.

RESOLVED, that all current officers of Johnson Hall are hereby removed and the following persons are hereby appointed to the offices set forth opposite their respective names, to hold such offices until the next annual meeting of the Manager or written consent in lieu thereof, or until their respective successors have been duly elected and qualified or until their earlier resignation or removal:

Name:

Office:

Keith Sherman

President

Kenneth Payne

Secretary and Treasurer

Election of Manager and Appointment of Officers of Community Park, LLC

WHEREAS, ULREF is the sole member of Community Park, LLC, a manager-managed Kentucky limited liability company ("**Community Park**").

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of Community Park, hereby elects ULREF to serve as the Manager of Community Park until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified; and

RESOLVED, that ULREF shall constitute the sole Manager of Community Park until the next annual meeting of the member or written consent in lieu thereof, or until its successor has been duly elected and qualified.

RESOLVED, that all current officers of Community Park are hereby removed and the following persons are hereby appointed to the offices set forth opposite their respective names, to hold such offices until the next annual meeting of the Manager or written consent in lieu thereof, or until their respective successors have been duly elected and qualified or until their earlier resignation or removal:

<u>Name:</u>	<u>Office:</u>
Keith Sherman	President
Kenneth Payne	Secretary and Treasurer

General Resolutions

RESOLVED, that the officers of ULREF be and hereby are each authorized, empowered and directed, for and on behalf of ULREF and in its name, to execute, deliver, file and record such agreements, instruments, documents and certificates and to take or cause to be taken such other and further action as they shall, in their reasonable discretion, deem necessary or appropriate in order to effectuate the purposes of, and implement, the foregoing resolutions and all actions heretofore taken by them in connection with the foregoing, are hereby ratified, confirmed, adopted and approved.

BOARD ACTION:

Passed X

Did Not Pass

Other



Craig Hawley, Secretary
University of Louisville Real Estate Foundation, Inc.

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.**

July 30, 2020

At a duly convened meeting of the Board of Directors (the “**Board**”) of the University of Louisville Real Estate Foundation, Inc., a Kentucky non-profit corporation (“**ULREF**”), held on July 30, 2020, the Board adopted the following resolutions:

At-Large Directors

RESOLVED, the Board, upon the recommendation of the Governance and Nominating Committee, elects the following as at-large directors to the Board:

Craig Hawley, term expiring June 30, 2023


Powell Spears, term expiring June 30, 2023

BOARD ACTION:

Passed X

Did Not Pass _____

Other _____



Craig Hawley, Secretary
University of Louisville Real Estate Foundation, Inc.

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.**

July 30, 2020

At a duly convened meeting of the Board of Directors (the “**Board**”) of the University of Louisville Real Estate Foundation, Inc., a Kentucky non-profit corporation (“**ULREF**”), held on July 30, 2020, the Board adopted the following resolutions:

Committee Assignments

WHEREAS, the Board has approved a Charter for each of the three standing Committees of the Board. Each Committee is governed by, and has the power, authority and duties of the Board with respect to, the matters set out in its Charter.

WHEREAS, each Charter states “Members of the Committee shall serve at the pleasure of the Board and shall be appointed to, and removed from, the Committee by the Board.”

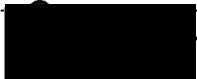
NOW, THEREFORE, BE IT RESOLVED, that upon the recommendation of the Governance and Nominating Committee, the Board approves the Committee Assignments as listed in Exhibit A.

BOARD ACTION:

Passed X

Did Not Pass

Other



Craig Hawley, Secretary
University of Louisville Real Estate Foundation, Inc.

**University of Louisville Real Estate Foundation
Committee Structure**

Audit, Compliance, Risk Management

- 1 Hawley, Chair
- 2 Force
- 3 Littlejohn
- 4 Snowden
- 5 Spears

Current Board Members

- Neeli Bendapudi, ex-officio
- Jill Force (ULF)
- Steve Gault
- Mariah Gratz
- Craig Hawley
- Derrick Littlejohn
- Powell Spears
- Paul Carrico (ULF)
- Ken Payne (ULF)
- Earl Reed (ULF)
- Keith Sherman, ex-officio non-voting
- Sandy Metts Snowden

Term Ends

- NA
- NA
- 6/30/2021
- 6/30/2022
- 6/30/2023
- 6/30/2021
- 6/30/2023
- NA
- NA
- NA
- NA
- 6/30/2022

Governance & Nominating

- 1 Ken Payne, Chair**
- 2 Bendapudi**
- 3 Gault
- 4 Gratz
- 5 Spears

Board Chair to select inaugural committee chairs

Property

- 1 Gault, Chair
- 2 Carrico
- 3 Gratz
- 4 Snowden
- 5 Dan Durbin, University CFO**

** on Committee because of position

<u>COMMITTEE</u>	<u>#</u>	<u>COMPOSITION</u>
Audit, Compliance, Risk Management	5	at least 1 ULF director; 4 at-large or outside, majority must be ULREF at-large
Governance & Nominating	5	UL President; ULREF BOD Chair; 3 at-large or outside, majority must be ULREF at-large
Property	5	at least 1 ULF director; univervity CFO; 3 at-large or outside, majority must be ULREF at-large



**Fiscal Year 2020 – Fourth Quarter
Financial Update**

Executive Summary

ULREF staff officially returned to the office on July 13th after working remotely due to COVID-19. We have adopted a telework policy.

In early July, Louisville Metro approved a TIF payment for calendar year 2018. An accrual was recorded in June for \$1.9 million. The TIF payment from the state is still delayed due to COVID-19. We anticipate receiving this payment during FY21.

All outstanding rental payments were received by July 1, 2020.

ULREF Consolidated Statements of Position

Days Cash on Hand: 165 days

- A. Increase in AR due to \$1.9 million receivable from Louisville Metro for TIF revenue related to calendar year 2018.
- B. Variance primarily due to the \$2.8 million sale of the T-Lot.

	June 2020	June 2019
	in thousands	
Assets		
Cash and cash equivalents	\$ 1,810	\$ 1,451
Accounts receivable, net (A)	2,273	671
Prepays and other assets	288	148
Total current assets	4,371	2,270
Investments in joint ventures	4,912	5,973
TIF intangibles, net	95,543	99,907
Lease intangibles, net	2,312	2,511
Capital assets, net (B)	88,544	92,530
Total long-term assets	191,311	200,921
Total assets, ex. Dorm LLC	195,682	203,191
Total Dorm, LLC assets	60,320	62,536
Total ULREF consolidated assets	\$ 256,002	\$ 265,727

See Appendix A for financial statements

ULREF Consolidated Statements of Position (cont'd)

- A.** Other liabilities are down from prior year due to reduction of unearned grant liability.
- B.** ULREF made a \$1 million principal payment to ULF in September 2019 and two \$800k principal payments to UofL in April and June 2020 and

	June 2020	June 2019
	in thousands	
Liabilities and net assets		
Liabilities:		
Accounts payable	\$ 190	\$ 636
Other liabilities (A)	291	706
Debt	20,836	21,286
Due to the University of Louisville (B)	1,080	2,717
Due to ULF (B)	19,895	20,907
Total ULREF liabilities	42,292	46,252
Dorm, LLC liabilities	39,866	43,006
Total Liabilities	82,158	89,258
Net assets:		
ULREF net assets	153,390	156,938
Dorm, LLC net assets	20,454	19,531
Total net assets	173,844	176,469
Total consolidated liabilities and net assets	\$ 256,002	\$ 265,727

See Appendix A for financial statements

ULREF Consolidated Income Statements

EBITDA (Excluding Housing):
\$3,871

A. ULREF transferred dorms to ULREF in November 2018. ULREF recognized a \$32,310 contribution from ULF as a result of this transaction. Other revenues are under budget because ULREF did not receive a TIF payment in FY2020 due to delays caused by COVID-19.

B. Interest expense is under budget due to decrease in principal balances and interest rates on variable-rate debt.

	Fiscal Year to Date June 30,				
	2020	2019	Variance	2020 Budget	2020 Variance
	(in thousands)				
Revenues and gains					
Rental revenues	\$ 4,735	\$ 4,224	\$ 511	\$ 4,668	\$ 67
Other revenues (A)	2,336	30,814	(28,478)	7,951	(5,615)
Total revenues and gains	7,071	35,038	(27,967)	12,619	(5,548)
Expenses					
Salaries	165	175	(10)	180	(15)
General and administrative	825	646	179	925	(100)
Professional services	1,020	1,096	(76)	1,550	(530)
Utilities	533	597	(64)	613	(80)
Repairs and maintenance	657	868	(212)	665	(8)
Depreciation and amortization	6,535	6,502	33	6,354	181
Interest expense (B)	810	1,226	(416)	1,195	(385)
Total expenses (excluding dorms)	10,545	11,110	(566)	11,482	(937)
Other income (expenses)					
Student housing-related revenues	8,869	6,352	2,517	8,494	375
Student housing-related expenses	(8,020)	(5,675)	(2,345)	(8,491)	471
Total other income (expenses)	849	677	172	3	846
Change in net assets	\$ (2,625)	\$ 24,605	\$ (27,229)	\$ 1,140	\$ (3,765)

See Appendix A for financial statements

ULREF Debt

Loan	Terms	Fiscal Year of Maturity	Outstanding Principal at June 30, 2020 (in thousands)
220 S. Preston - Permanent Financing \$9.3 million	<ul style="list-style-type: none"> Fixed 3.65% rate 5-year maturity and 20-year amortization, balloon payment at maturity Quarterly principal and interest payments 	2024	\$8,873
KYT, LLC – Note Payable \$19.5 million	<ul style="list-style-type: none"> Variable rate - LIBOR plus 1.95% Monthly interest-only payments Principal due in full at maturity 	2022	\$12,000
Dorm, LLCs - Northwestern Mutual Loan \$42.0 million	<ul style="list-style-type: none"> Fixed 4.77% rate 20-year amortization Monthly principal and interest payments 	2038	\$39,934

Schedule of Remaining Payments	
(in thousands)	
Year ending June 30,	
2021	1,737
2022	13,917
2023	1,987
2024	9,067
2025	1,672
Thereafter	32,427
	\$60,807

Real Estate Performance

- Top 10 properties by total cash investment
- Campus Two and Campus Three are non-consolidated joint ventures.

	FYTD Cash Flows (Deficit)	Total Cash Investment	FYTD Return (Loss) on Investment
(\$ in thousands)			
<u>Strategic Properties</u>			
Cardinal Station	\$ 796	\$ 12,621	6.30%
JD Nichols Garage	196	8,301	2.36%
One Innovation Center	125	7,579	1.65%
Bed Bath and Beyond	462	7,000	6.60%
KYT Research Park	(483)	3,900	(12.38%)
Solae	190	3,600	5.29%
Dulworth	54	3,546	1.52%
K-I Lumber	155	3,441	4.52%
South Preston Lot	47	2,885	1.65%
301 Lot Surface Parking	17	2,826	0.60%
<u>Joint Ventures</u>			
Campus Two	359	3,013	11.92%
Campus Three	118	4,775	2.47%

Appendix A

University of Louisville Real Estate Foundation, Inc.
Consolidated Statements of Financial Position
(in thousands)

	June 2020	June 2019	Variance \$
Assets			
Cash and cash equivalents	\$ 4,489	\$ 3,777	\$ 712
Accounts receivable, net	2,544	781	1,763
Prepays and other assets	909	773	136
Total current assets	<u>7,942</u>	5,331	2,611
Investments in joint ventures	4,912	5,973	(1,061)
Tax incremental financing intangibles, net	95,543	99,907	(4,364)
Lease intangibles, net	2,311	2,511	(200)
Capital assets, net	145,294	152,005	(6,711)
Total long-term assets	<u>248,060</u>	260,396	(12,336)
Total assets	<u><u>\$ 256,002</u></u>	<u><u>\$ 265,727</u></u>	<u><u>\$ (9,725)</u></u>
Liabilities and net assets			
Liabilities:			
Accounts payable	\$ 323	\$ 692	\$ (369)
Unearned grant revenue	59	312	(253)
Other liabilities	507	1,065	(558)
Debt - current	1,860	1,860	-
Due to the University of Louisville - current	1,080	3,104	(2,024)
Total current liabilities	<u>3,829</u>	7,033	(3,204)
Debt	58,434	60,161	(1,727)
Due to the University of Louisville	-	1,157	(1,157)
Due to the University of Louisville Foundation, Inc.	19,895	20,907	(1,012)
Total long-term liabilities	<u>78,329</u>	82,225	(3,896)
Total liabilities	<u>82,158</u>	89,258	(7,100)
Net assets	<u>173,844</u>	176,469	(2,625)
Total liabilities and net assets	<u><u>\$ 256,002</u></u>	<u><u>\$ 265,727</u></u>	<u><u>\$ (9,725)</u></u>

University of Louisville Real Estate Foundation, Inc.
Consolidated Statements of Activities
(in thousands)

For the Quarter Ended June 30,				
2020	2019	Variance	Budget	Variance
\$ 968	\$ 910	\$ 58	\$ 1,015	\$ (47)
188	198	(10)	207	(19)
1,156	1,108	48	1,222	(66)
-	-	-	-	-
-	7,154	(7,154)	7,700	(7,700)
(373)	53	(426)	20	(393)
23	239	(216)	45	(22)
(165)	-	(165)	-	(165)
641	8,554	(7,913)	8,987	(8,346)
43	44	(1)	46	(3)
216	241	(25)	229	(13)
303	332	(29)	435	(132)
118	161	(43)	149	(31)
135	405	(270)	164	(29)
1,752	1,661	91	1,591	161
160	305	(145)	290	(130)
2,727	3,149	(422)	2,904	(177)
1,408	6,349	(4,941)	1,852	(444)
(1,692)	(5,342)	3,650	(2,038)	346
(284)	1,007	(1,291)	(186)	(98)
\$ (2,370)	\$ 6,412	\$ (8,782)	\$ 5,897	\$ (8,267)

For the Fiscal Year Ended June 30,					
2020	2019	Variance	Budget	Variance	
Revenues, gains, and other support					
Net rental revenue	\$ 3,965	\$ 3,473	\$ 492	\$ 3,868	\$ 97
Parking revenue	770	751	19	800	(30)
Total rental revenues	4,735	4,224	511	4,668	67
Contributions from ULF	-	18,853	(18,853)	-	-
Tax incremental financing revenues	1,911	9,639	(7,728)	7,700	(5,789)
Net investment return (loss)	(241)	71	(312)	72	(313)
Other revenues	181	357	(176)	179	2
Gain (loss) on Disposal	485	1,894	(1,409)	-	485
Total revenues, gains, and other support	7,071	35,038	(27,967)	12,619	(5,548)
Other income (expenses)					
Salaries	165	175	(10)	180	(15)
General and administrative	825	646	179	925	(100)
Professional services	1,020	1,096	(76)	1,550	(530)
Utilities	533	597	(64)	613	(80)
Repairs and maintenance	657	868	(212)	665	(8)
Depreciation and amortization	6,535	6,502	33	6,354	181
Interest expense	810	1,226	(416)	1,195	(385)
Total expenses, ex. dorms	10,545	11,110	(566)	11,482	(937)
Student housing-related revenues	8,869	6,352	2,517	8,494	375
Student housing-related expenses	(8,020)	(5,675)	(2,345)	(8,491)	471
Total student-housing-related income (expenses)	849	677	172	3	846
Change in net assets	\$ (2,625)	\$ 24,605	\$ (27,229)	\$ 1,140	\$ (3,765)



**RESOLUTION OF THE BOARD OF DIRECTORS
UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.**

A. CORPORATE SIGNATURE AUTHORITY:

BE IT RESOLVED, that, subject to the limitations set forth below, any of the following named individuals in their capacity as officers or employees of the University of Louisville Real Estate Foundation, Inc. ("ULREF") be and hereby are the only persons empowered to execute contracts (each a "Contract") on behalf of ULREF;

LIMITATIONS:

Acquisition of Real Property: Any Officer executing a Contract for ULREF for the acquisition, other than by gift, of any real property must obtain the prior written approval of ULREF's Board of Directors.

Sale of Real Property: Any Officer executing a Contract for ULREF for the sale of any real property having a sales price in excess of \$150,000 (other than properties obtained by donation and intended for sale) must obtain the prior written approval of ULREF's Board of Directors.

Other Expenditures: Any Officer executing a Contract for ULREF in excess of \$200,000 but less than \$400,000 must obtain the prior written approval of the Chair and another Officer of ULREF, and any Contract for an amount in excess of \$400,000 requires the prior written approval of ULREF's Board of Directors.

<u>NAME</u>	<u>TITLE</u>
Kenneth L. Payne	Chair
Stephen C. Gault	Vice Chair
Craig Hawley	Secretary and Treasurer
Keith M. Sherman	Executive Director/Chief Operating Officer

B. FINANCE/INVESTMENT SIGNATURE AUTHORITY:

BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULREF be and hereby are the only officers and agents of ULREF empowered to endorse securities for sale or subscription, purchase or sell securities, and execute any documents incident to the management and administration of investments, such documents to include but not be limited to purchase or sale authorizations or agreements, participation agreements, stock or bond powers and proxies, on behalf of ULREF.

<u>NAME</u>	<u>TITLE</u>
Kenneth L. Payne	Chair
Stephen C. Gault	Vice Chair
Craig Hawley	Secretary and Treasurer
Keith M. Sherman	Executive Director/Chief Operating Officer

C. DEVELOPMENT/DONOR RELATIONS SIGNATURE AUTHORITY:

BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULREF be and hereby are the only officers and agents of ULREF empowered to execute gift receipts and U.S. Internal Revenue Service forms pertaining to gift reports and other documents and instruments of conveyance of gifts to ULREF, on behalf of ULREF.

<u>NAME</u>	<u>TITLE</u>
Kenneth L. Payne	Chair
Stephen C. Gault	Vice Chair
Craig Hawley	Secretary and Treasurer
Keith M. Sherman	Executive Director and Chief Operating Officer

D. CERTIFICATION AUTHORITY:

BE IT FURTHER RESOLVED that the following named individual in his capacity as an officer of ULREF be and hereby is the only officer of ULREF empowered to certify or authenticate the signature of an Officer and the minutes, resolutions and other records of ULREF, when such action is required of ULREF:

<u>NAME</u>	<u>TITLE</u>
Craig Hawley	Secretary

BE IT FURTHER RESOLVED that this resolution shall and does supersede any and all previous resolutions authorizing such signatures for ULREF.

BOARD ACTION:

Passed: X

Did Not Pass:

Other:

Date: July 30, 2020

 Signature on File
Craig Hawley, Secretary
University of Louisville Real Estate Foundation, Inc.

University of Louisville Real Estate Foundation, Inc.
Signature Authority Signature Page
July 30, 2020

Signature on File

Kenneth L. Payne
Chair

Signature on File

Stephen C. Gault
Vice Chair

Signature on File

Craig Hawley
Secretary and Treasurer

Signature on File

Keith M. Sherman
Executive Director and Chief Operating Officer



**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.
REGARDING BANKING AUTHORITY**

JULY 30, 2020

RESOLVED THAT:

- (1) PNC Bank and Republic Bank (“Banks”) are designated depositories of funds of the University of Louisville Real Estate Foundation, Inc. (“Foundation”).
- (2) This resolution applies to all accounts under University of Louisville Real Estate Foundation, Inc. name.
- (3) The following officer of the Foundation, listed below, is authorized to open and/or close Accounts, delegate and delete check signers, obtain Treasury Management services, sign checks on, or withdraw funds from, the Accounts and the Banks are authorized to pay and charge the Accounts for checks or withdrawal requests:

Keith M. Sherman
Executive Director
and Chief Operating Officer

Signature on File

- (4) The following employee of the Foundation, listed below, is authorized to obtain Treasury Management services and sign checks on or withdraw funds from the Accounts as agents of the Foundation and the Banks are authorized to pay and charge the Accounts for checks or withdrawal requests subject to the conditions of paragraph (5) of this Resolution:

Justin W. Ruhl
Controller

Signature on File

- (5) The following limitations shall apply to the signature authority of the above named Foundation officer and employee: (a) for amounts less than \$50,000 – one signature which may be mechanical; (b) for amounts equal to, or greater than, \$50,000 – two signatures, one of which must be the Foundation’s Executive Director and one of which may be mechanical.

- (6) The officer and employee named above have provided specimen signature herein and are authorized to sign signature cards and Accounts agreements.
- (7) The Secretary of the Board of Directors is authorized and directed to deliver for and on behalf of the University of Louisville Real Estate Foundation, a certificate of this resolution to the banks.
- (8) The Banks are authorized to rely upon this Resolution until the banks have received written notice of any amendment or recession of the resolution.

Certificate

I certify that I am the duly qualified Secretary of the Board of Directors of the University of Louisville Real Estate Foundation, Inc., that the foregoing is a true copy of a resolution adopted at the regular meeting of such Board which was duly held on the 30th day of July 2020, at which meeting a quorum was present, and a majority of members present voted in favor of the adoption of such resolution. I further certify that such resolution is still in full force and effect.

Dated this ____ day of _____, 2020.

Signature on File

Craig Hawley, Secretary
UofL Real Estate Foundation, Inc. Board of Directors



Robert J. Koetter, Jr.

WHEREAS, Mr. Robert J. “Bob” Koetter, Jr. has served the University of Louisville Real Estate Foundation, Inc. with distinction as an at-large director of its Board of Directors, since its inception in August 2015;

WHEREAS, in his capacity as a member of the Board of Directors, he served faithfully and well on the Governance & Nominating Committee and the Audit, Compliance & Risk Management Committee;

WHEREAS, he willingly serves on the University of Louisville President’s Council and the College of Business – Family Business Center;

WHEREAS, he has given his full and loyal support to the University of Louisville, thereby achieving the esteem, affection, and respect of those that he encountered;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the University of Louisville Real Estate Foundation, Inc. hereby expresses its sincere admiration and deep appreciation to Bob Koetter, who will be remembered for his commitment to the University and his insightful contributions during his dedicated service as an inaugural member of the University of Louisville Real Estate Foundation Board of Directors; and

BE IT FURTHER RESOLVED, a copy of this Resolution, appropriately signed, be presented to Mr. Bob Koetter.

Kenneth L. Payne
Chair, Board of Directors

Keith M. Sherman
Executive Director and COO