



MINUTES OF THE ANNUAL 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 2:32 p.m. on July 26, 2023, in the 515 W. Market Street, First Floor Conference Room. Members were present and absent as follows:

Present: Mr. Steve Gault, Chair
Mr. Scott Brinkman
Ms. Jessica Cole
Mr. Charlie Dahlem
Ms. Jill Force
Ms. Mariah Gratz
Mr. Craig Hawley
Mr. Mark Nickel (*arrived at 4:05 p.m.*)
Mr. Keith Sherman
Mr. Powell Spears

Absent: Dr. Kim Schatzel

From the Foundation: Mr. Jake Robertson, Senior Accountant
Mr. Justin Ruhl, Controller
Ms. Julie Soule, Executive Assistant

From the University: Mr. Dan Durbin, EVP for Finance & Administration

From Legal Counsel: Mr. Franklin Jelsma, Wyatt, Tarrant & Combs (*arrived at 2:39 p.m.*)

Guest: Mr. Kevin Grout, RunSwitch

I. Call to Order

Having determined a quorum present, Mr. Gault called the annual meeting to order at 2:32 p.m. No conflicts of interest or appearances of conflicts were identified.

II. Consent Agenda

Ms. Force made a motion, which Mr. Dahlem seconded, to approve the Consent Agenda as listed:

- Approval of Minutes, April 26, 2023
- Election of Manager and Appointment of Officers of 220 South Preston, LLC
- Election of Manager and Appointment of Officers of 248 E. Market, LLC
- Election of Manager and Appointment of Officers of 515 Building, LLC
- Election of Manager and Appointment of Officers of Cardinal Station, LLC
- Election of Manager and Appointment of Officers of Community Park, LLC
- Election of Manager and Appointment of Officers of Kurz Hall, LLC
- Election of Manager and Appointment of Officers of KYT-Louisville, LLC
- Election of Manager and Appointment of Officers of Johnson Hall, LLC

The motion passed.

III. Property Committee Report

Ms. Gratz reported the Property Committee reviewed leasing activities across the portfolio and discussed a few specific business proposals at their July 20, 2023, meeting. She noted that the Foundation's properties performed well during Fiscal Year 2023. She noted the Committee has a specific business proposal for discussion during the executive session.

IV. Information Item: Fiscal Year 2023 Fourth Quarter Financial Update

Mr. Ruhl reviewed the **attached** fourth quarter financial presentation highlighting the consolidated income statements, cash position, debt payments, and TIF revenue.

While reviewing the consolidated income statements the Board discussed the three dormitories that are managed by the University. Any loss is covered but the University; any profit is kept by the University.

V. Report of the Executive Director

When the three dormitories were constructed the intention was to transfer them to the University when the debt was eliminated. The University has requested the dormitories, along with their debt, be transferred to the University. Once the details are finalized Mr. Sherman will bring a resolution to the Board so that it may authorize the transfer of the properties. Mr. Durbin indicated the University had approvals to do this and he anticipates this will take place during the third quarter of Fiscal Year 2024.

Mr. Sherman provided an overview of the real estate portfolio, highlighting the following:

- Atria, an investment property, is fully leased.
- The property at 425 W. Lee Street is still listed for sale or lease.
- The property at 248 E. Market Street is still listed for lease.

VI. Executive Session to Discuss Potential Acquisition or Sale of Real Property and a Specific Business Proposal Pursuant to KRS 61.810(1)(b)(g) and (c)

Ms. Force made a motion at 3:02 p.m., which Ms. Gratz seconded, to go into executive session to discuss the potential acquisition or sale of real property and a specific business proposal pursuant to KRS 61.810(1)(b) and (g). The motion passed.

VII. Reconvene Open Session

Open session reconvened at 3:53 p.m., Mr. Gault reported that the potential sale of real property and a specific business proposals were discussed during the executive session. No action was taken.

VIII. Governance and Nominating Committee Report

Mr. Gault reported the Governance and Nominating Committee met on July 20, 2023. During the meeting the Committee approved the following recommendations:

- Elect **Jake Smith** and **Powell Spears** as At-Large Directors with terms ending on June 30, 2026.
- Elect **Mark Nickel** as an At-Large Director with terms ending on June 30, 2024.
- Approve the Committee Assignments as **attached**.

The Board approved the Committee recommendations. In keeping with best governance practices, Mr. Spears abstained from voting for himself.

IX. Other Business

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. Ms. Cole made a motion to approve the resolutions which Ms. Gratz seconded. The motion passed.

Mr. Sherman and Mr. Jelsma facilitated a discussion regarding the possible restructuring of the two Foundations. (Mr. Nickel arrived at 4:05 p.m.) Mr. Jelsma noted that both Foundations would have to approve the restructuring for it to occur. Ms. Force noted that Dr. Schatzel is supportive of restructuring the Foundations. Ms. Force stated that under the proposed restructuring current Real Estate Foundation Directors that are not already UofL Foundation Directors will become UofL Foundation Directors and they will comprise its Property Committee.

Mr. Sherman stated that at the recent Governance and Nominating Committee meeting several Directors expressed that while they did not oppose the idea, the need to act quickly on real estate matters was important to maintain and the need to ensure the use of and reliance on real estate expertise when making decisions regarding the purchase and/or sale of real property. Ms. Force agreed that both expertise and flexibility regarding real estate matters will continue to be necessary. She also stated that restructuring would further enhance effectiveness and communication across campus.

Mr. Sherman expressed his appreciation to outgoing Board member Mr. Craig Hawley. He read the **attached** resolution honoring Mr. Hawley. Mr. Gault made a motion, which Ms. Cole seconded, to approve the resolution honoring Mr. Hawley. The motion passed. Mr. Hawley expressed his appreciation for the opportunity to serve on the Foundation board.

X. Adjournment

Having no other business, Ms. Force made a motion to adjourn, which Mr. Dahlem seconded. The meeting adjourned at 4:34 p.m.



Powell Spears, Secretary

University of Louisville Real Estate Foundation, Inc.

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

July 26, 2023

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 26, 2023, the Board adopted the following resolutions:

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 M. Sherman	President
Stephen C. Gault	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 M. Sherman	President
Stephen C. Gault	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 M. Sherman	President
Stephen C. Gault	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:

<u>Name:</u>	<u>Office:</u>
Keith M. Sherman	President
Stephen C. Gault	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:

<u>Name:</u>	<u>Office:</u>
Keith M. Sherman	President
Stephen C. Gault	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 M. Sherman	President
Stephen C. Gault	Secretary and Treasurer

Election of Manager and Appointment of Officers of 515 Building, LLC

WHEREAS, ULREF is the sole member of 515 Building, LLC, a manager-managed Kentucky limited liability company (“**515 Building**”).

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of 515 Building, hereby elects ULREF to serve as the Manager of 515 Building 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 515 Building 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 515 Building 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 M. Sherman	President
Stephen C. Gault	Secretary and Treasurer

Election of Manager and Appointment of Officers of 248 E. Market, LLC

WHEREAS, ULREF is the sole member of 248 E. Market, LLC, a manager-managed Kentucky limited liability company (“**248 E. Market**”).

RESOLVED, that the Board, for and on behalf of ULREF as the sole member of 248 E. Market, hereby elects ULREF to serve as the Manager of 248 E. Market 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 248 E. Market 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 248 E. Market 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 M. Sherman	President
Stephen C. Gault	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 _____



Powell Spears, Secretary
University of Louisville Real Estate Foundation, Inc.



Financial Update
July 2023

Executive Summary

LMCDC recorded receivables totaling \$3.8 million for tax year 2020 and 2021 HSC TIF increment. LMCDC is holding \$14 million while it explores opportunities to deploy its available cash.

ULREF paid the remaining \$5.5 million principal on the KY Trailer note during the fourth quarter of FY23.

ULREF paid \$5.5 million on the payable to ULF in the fourth quarter of FY23.

ULREF continues to work with QK4 to develop a proposed master plan for the Louisville Research Park.

ULREF

Consolidated Income Statements

- A.** Rental revenues exceeded budget because Solae (parking lot), Denny Crum Hall (ground rent), and the 515 Building were not included in the FY23 budget.
- B.** LMCDC received two TIF payments (tax years 2020 and 2021) from the state for the Downtown TIF as well as payments from the city for tax year 2019 for the Downtown and Belknap TIFs. LMCDC also recorded receivables totaling \$3.8 million for tax year 2020 and 2021 HSC TIF increment and expects to receive a check in the coming weeks.
- C.** Gain on sale of Humana Gym and 7th Street lots.
- D.** 515 Building utilities were not budgeted; it was donated summer of 2022.
- E.** Material variances are attributed to the 515 Building, which was not included in the FY23 budget.

Financials do not include Housing information for the month of June.

	For the Years Ended June 30,				
	2023	2022	Variance	Budget	Variance
	<i>(in thousands)</i>				
Revenues					
Rental revenue (A)	\$ 4,360	\$ 4,321	\$ 39	\$ 3,743	\$ 617
Dorm rental revenue	9,076	8,772	304	8,517	559
Parking revenue	908	842	66	794	114
Tax increment financing revenue (B)	21,084	8,957	12,127	9,300	11,784
Gift revenue	65	9,000	(8,935)	-	65
Other revenues	964	1,067	(103)	794	170
Gain on disposal (C)	729	-	729	-	729
Total revenues	37,186	32,959	4,227	23,148	14,038
Expenses					
Salaries	1,069	1,175	(106)	1,278	(209)
General and administrative	1,931	1,679	252	2,037	(106)
Professional services	1,345	1,171	174	1,262	83
Utilities (D)	1,676	1,357	319	1,436	240
Repairs and maintenance (E)	2,598	1,836	762	2,013	585
Total operating expenses	8,619	7,218	1,401	8,026	593
Net operating income	28,567	25,741	2,826	15,122	13,445
Other expenses after NOI					
Tax expense (gain)	377	(1,154)	1,531	-	377
Depreciation and amortization	8,692	8,919	(227)	8,869	(177)
Interest expense	2,196	2,372	(176)	2,350	(154)
Total other expenses after NOI	11,265	10,137	1,128	11,219	46
Change in net assets	\$ 17,302	\$ 15,604	\$ 1,698	\$ 3,903	\$ 13,399

See Appendix A for financial statements

ULREF Consolidated Statements of Position

- A. LMCDC is holding over \$14 million in TIF proceeds. \$12 million of these funds are invested in a money market account. Most of the remaining cash is the held by the Dorms.
- B. LMCDC recorded receivables totaling \$3.8 million for tax year 2020 and 2021 HSC TIF increment.
- C. Represents the future tax effect of net operating loss carryforwards, which will reduce future taxable income from investments in Campus Two and Campus Three.

Financials do not include Housing information for the month of June.

	June	
	2023	2022
	<i>(in thousands)</i>	
Assets		
Cash and cash equivalents (A)	\$ 20,939	\$ 12,719
Accounts receivable, net (B)	4,211	2,745
Prepays and other assets	2,056	1,911
Deferred tax asset (C)	962	1,161
Investments in joint ventures	2,321	3,602
Intangibles, net	84,371	88,868
Capital assets, net	142,384	145,713
Total assets	\$ 257,244	\$ 256,719

See Appendix A for financial statements

ULREF Consolidated Statements of Position (cont'd)

- A. ULREF paid the remaining \$5.5 million principal on the Louisville Research Park note during the fourth quarter of FY23.
- B. ULREF made payments totaling \$5.5 million to ULF during the fourth quarter of FY23.

Financials do not include Housing information for the month of June.

	June	
	2023	2022
	<i>(in thousands)</i>	
Liabilities and net assets		
Liabilities:		
Accounts payable	\$ 222	\$ 318
Other liabilities	691	1,008
Debt (A)	43,166	53,030
Due to ULF (B)	5,467	10,886
Total liabilities	49,546	65,242
Net assets	207,698	191,477
Total liabilities and net assets	\$ 257,244	\$ 256,719

See Appendix A for financial statements

ULREF Debt

Loan	Terms	Maturity Date	Outstanding Principal June 30, 2023 (in thousands)
220 S. Preston - Permanent Financing \$9.3 million	<ul style="list-style-type: none"> Fixed 3.65% rate 5-year maturity and a 20-year amortization, balloon payment at maturity Quarterly principal and interest payments 	June 2024	\$ 7,472
KYT, LLC – Note Payable \$19.5 million	<ul style="list-style-type: none"> Variable rate - SOFR plus 2.05% Monthly interest-only payments Principal due in full at maturity 	N/A	\$ -
Dorm, LLCs - Northwestern Mutual Loan \$42 million	<ul style="list-style-type: none"> Fixed 4.77% rate 20-year amortization Monthly principal and interest payments 	December 2038	\$ 35,694

Schedule of Cumulative Remaining Payments

<i>(in thousands)</i>	
Year ending June 30,	
2024	9,067
2025	1,672
2026	1,754
2027	1,839
2028	1,929
Thereafter	26,905
	\$ 43,166

Debt without Payment Schedule

Outstanding Principal at June 30, 2023	
<i>(in thousands)</i>	
Due to ULF	\$ 5,467

Real Estate Performance

- Joint Ventures:
 - Campus Two and Campus Three are non-consolidated joint ventures. ULREF is a 51% partner in each joint venture.
 - Infrastructure investments at ShelbyHurst are included in the cash investment for the joint ventures.

	Cash Flows (Deficit)	Total Cash Investment <i>(in thousands)</i>	Cash Return (Loss) %
<u>Properties</u>			
Cardinal Station	669	12,752	5%
JD Nichols Garage	237	9,476	3%
UofL Research Park (LRP)	(428)	19,500	(2%)
One Innovation Center	58	7,579	1%
Bed Bath & Beyond	452	7,000	6%
Solae	247	3,600	7%
UofL Optimal Aging	61	3,567	2%
K-I Lumber	209	3,441	6%
South Preston Lot	58	2,885	2%
301 Lot Surface Parking	52	2,826	2%
<u>Joint Ventures</u>			
Campus Two	463	3,575	13%
Campus Three	784	5,226	15%

Historical TIF Increment Receipts

- LMCDC has booked a receivable for tax year 2020 and 2021 HSC TIF increment but has not received a check.
- We are gathering employment data for tax year 2022 and plan to make an increment request in the coming months.

Tax Year	Health Science Campus TIF		Belknap Campus TIF		Total
	State	Metro	State	Metro	
	<i>(in thousands)</i>				
2011	4,632	775	-	-	5,407
2012	4,544	1,443	-	-	5,987
2013	3,819	1,083	-	-	4,902
2014	2,087	1,722	62	36	3,907
2015	2,648	1,653	62	86	4,449
2016	5,191	2,281	62	376	7,910
2017	6,794	2,298	-	360	9,452
2018	7,198	1,911	-	355	9,464
2019	6,837	1,788	-	433	9,058
2020	8,680	1,557	-	TBD	10,237
2021	8,580	2,166	-	TBD	10,746
Total	\$ 61,010	\$ 18,677	\$ 186	\$ 1,646	\$ 81,519

Appendix A

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

	June		Variance
	2023	2022	
Assets			
Cash and cash equivalents	\$ 20,939	\$ 12,719	\$ 8,220
Accounts receivable, net	4,211	2,745	1,466
Prepays and other assets	2,056	1,911	145
Deferred tax asset	962	1,161	(199)
Investments in joint ventures	2,321	3,602	(1,281)
Intangibles, net	84,371	88,868	(4,497)
Capital assets, net	142,384	145,713	(3,329)
Total assets	\$ 257,244	\$ 256,719	\$ 525
Liabilities and net assets			
Liabilities:			
Accounts payable	\$ 222	\$ 318	\$ (96)
Other liabilities	691	1,008	(317)
Debt	43,166	53,030	(9,864)
Due to ULF	5,467	10,886	(5,419)
Total liabilities	49,546	65,242	(15,696)
Net assets	207,698	191,477	16,221
Total liabilities and net assets	\$ 257,244	\$ 256,719	\$ 525

University of Louisville Real Estate Foundation, Inc.
Consolidated Income Statements and Budget Comparison
For the Years Ended June 30,

	<u>2023</u>	<u>2022</u>	<u>Variance</u>	<u>Budget</u>	<u>Variance</u>
Revenues					
Net rental revenue	\$ 4,360	\$ 4,321	\$ 39	\$ 3,743	\$ 617
Dorm rental revenue	9,076	8,772	304	8,517	559
Parking revenue	908	842	66	794	114
Tax increment financing revenue	21,084	8,957	12,127	9,300	11,784
Gift revenue	65	9,000	(8,935)	-	65
Other revenues	964	1,067	(103)	794	170
Gain on disposal	729	-	729	-	729
Total revenues	37,186	32,959	4,227	23,148	14,038
Operating Expenses					
Salaries	1,069	1,175	(106)	1,278	(209)
General and administrative	1,931	1,679	252	2,037	(106)
Professional services	1,345	1,171	174	1,262	83
Utilities	1,676	1,357	319	1,436	240
Repairs and maintenance	2,598	1,836	762	2,013	585
Total operating expenses	8,619	7,218	1,401	8,026	593
Net operating income (NOI)	28,567	25,741	2,826	15,122	13,445
Other expenses after NOI					
Tax expense	377	(1,154)	1,531	-	377
Depreciation and amortization	8,692	8,919	(227)	8,869	(177)
Interest expense	2,196	2,372	(176)	2,350	(154)
Total other expenses after NOI	11,265	10,137	1,128	11,219	46
Consolidated net income	\$ 17,302	\$ 15,604	\$ 1,698	\$ 3,903	\$ 13,399

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

July 26, 2023

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 26, 2023, the Board adopted the following resolutions:

At-Large Directors

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

Mark Nickel, term expiring June 30, 2024

Jake Smith, term expiring June 30, 2026

Powell Spears, term expiring June 30, 2026

BOARD ACTION:

Passed X

Did Not Pass

Other



Powell Spears, Secretary
University of Louisville Real Estate Foundation, Inc.

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

July 26, 2023

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 26, 2023, 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 _____



Powell Spears, Secretary
University of Louisville Real Estate Foundation, Inc.

University of Louisville Real Estate Foundation
Committee Structure
as of 7.26.23

Audit, Compliance, Risk Management (5+)

- 1 Cole
- 2 Dahlem
- 3 Force
- 4 Nickel
- 5 Smith

Current Board Members

- Scott Brinkman (ULF)
Jessica Cole (ULF)
Charlie Dahlem
Jill Force (ULF)
Steve Gault
Mariah Gratz
Mark Nickel

Term Ends

- NA
NA
6/30/2025
NA
6/30/2024
6/30/2025
6/30/2024

Governance & Nominating (5+)

- 1 Brinkman
- 2 Gault* *ex officio as ULREF BOD Chair*
- 3 Gratz
- 4 Nickel
- 5 Spears

- Kim Schatzel, ex-officio
Keith Sherman, ex-officio non-voting
Jake Smith
Powell Spears
vacant (ULF)

- NA
NA
6/30/2026
6/30/2026
NA

Property (5+)

- 1 Gault
- 2 Dahlem
- 3 Durbin *ex officio as University CFO*
- 4 Gratz*
- 5 Smith
- 6 Spears

* Committee Chair



**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>
Stephen C. Gault	Chair
Mariah Gratz	Vice Chair
Powell Spears	Secretary and Treasurer
Keith M. Sherman	Executive Director and 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>
Stephen C. Gault	Chair
Mariah Gratz	Vice Chair
Powell Spears	Secretary and Treasurer
Keith M. Sherman	Executive Director and 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>
Stephen C. Gault	Chair
Mariah Gratz	Vice Chair
Powell Spears	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>
Powell Spears	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 26, 2023



Powell Spears, Secretary
University of Louisville Real Estate Foundation, Inc.

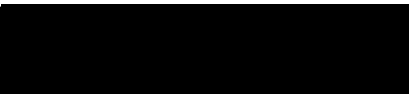
University of Louisville Real Estate Foundation, Inc.
Signature Authority Signature Page
July 26, 2023



Stephen C. Gault
Chair



Mariah Gratz
Vice Chair



Powell Spears
Secretary and Treasurer



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 26, 2023

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 as well as its subsidiaries, including Community Park, LLC (TIN: 32-0519828), Johnson Hall, LLC (TIN:38-4028321), and Kurz Hall, LLC (TIN:61-1817917).

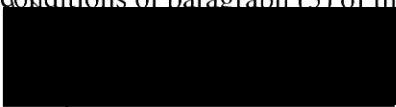
- (3) The following officer of the Foundation, listed below, is authorized to open and/or close Accounts, delegate and delete check signers, obtain Treasury Management services, sign checks on, or withdraw funds from, the Accounts and the Banks are authorized to pay and charge the Accounts for checks or withdrawal requests:

Keith M. Sherman
Executive Director
and Chief Operating Officer



- (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



- (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 26th day of July 2023, 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 26th day of July, 2023.



Powell Spears, Secretary
University of Louisville Real Estate Foundation, Inc.



Craig A. Hawley

WHEREAS, Mr. Craig A. Hawley served the University of Louisville Real Estate Foundation, Inc. with distinction as an at-large director for its Board of Directors from August 2017 until July 2023;

WHEREAS, in his capacity as a member of the Board of Directors, he served faithfully and contributed his expertise as Secretary and Treasurer of the Board, Chair of the Audit, Compliance & Risk Management Committee and member of the Governance & Nominating Committee;

WHEREAS, Craig has given his full and loyal support to his beloved alma mater, 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 Craig Hawley, who will be remembered for his commitment to the University and his insightful contributions during his dedicated service as an invaluable 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. Craig Hawley.

Stephen C. Gault
Chair, UofL Real Estate Foundation, Inc.
Board of Directors

Keith M. Sherman
Executive Director and COO

July 26, 2023