



MINUTES OF THE SPECIAL 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 9:01 a.m. on September 15, 2023, in the Foundation Board Room at Cardinal Station. Members were present and absent as follows:

Present: Mr. Powell Spears, Chair Pro Tem  
Mr. Scott Brinkman  
Ms. Jessica Cole  
Mr. Charlie Dahlem  
Ms. Jill Force  
Mr. Mark Nickel  
Dr. Kim Schatzel  
Mr. Keith Sherman  
Mr. Jake Smith

Absent: Mr. Steve Gault  
Ms. Mariah Gratz

From the Foundation: Ms. Julie Soule, Executive Assistant

From the University: Mr. Dan Durbin, EVP for Finance & Administration (*arrived at (:05 a.m.)*)

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

I. Call to Order

Having determined a quorum present, Mr. Spears called the special meeting to order at 9:01 a.m. No conflicts of interest or appearances of conflicts were identified.

II. Action Item: Resolution Regarding Refinancing of Campus Three, LLC

Mr. Spears stated the Foundation holds 51% of the membership interest of Campus Three, LLC and NTS holds 49% membership interest. NTS is the Manager of Campus Three.

Mr. Sherman stated the current loan for the real property located at 500 North Hurstbourne Parkway reverted to a floating interest rate in April 2023. NTS, as manager of the entity, recommends the current loan be refinanced through L&N Federal Credit Union with a 10-year term with a 25-year amortization fixed at 7%. The Foundation's obligation is \$8.4 million.

Upon a motion made by Ms. Cole, and seconded by Ms. Force, the Board approved the **attached** Campus Three, LLC loan transaction resolution.

III. Adjournment

Having no other business, Mr. Dahlem made a motion to adjourn, which Mr. Nickel seconded. The meeting adjourned at 9:09 a.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.**

**September 15, 2023**

At a duly convened meeting of the Board of Directors (the “**Board**”) of the University of Louisville Real Estate Foundation, Inc., a Kentucky nonprofit corporation (the “**Foundation**”), held on September 15, 2023, the Board adopted the following resolutions:

**Approval of Campus Three, LLC Loan Transaction**

**WHEREAS**, the Foundation holds 51% of the membership interest of Campus Three, LLC, a Kentucky limited liability company (“**Campus Three**”) and NTS Realty Holdings Limited Partnership, a Delaware limited partnership (“**NTS**”, and together with the Foundation, the “**Members**”), holds 49% of the membership interest of Campus Three;

**WHEREAS**, NTS is the Manager of Campus Three (the “**Manager**”);

**WHEREAS**, Campus Three has entered into that certain Ground Lease dated December 12, 2014 by and between the Foundation, as landlord, and Campus Three, as tenant, for the lease of that certain parcel of real property known as 500 North Hurstbourne Parkway, being described as Lot 3A as shown on the minor subdivision plat recorded in plat Book 53, Pages 50 and 51, and made a part of Memorandum of Ground Lease recorded in Deed Book 10412, Page 662, in the Office of the Clerk of Jefferson County, Kentucky, upon which Campus Three has developed and constructed a LEED certified Class A office building (the “**Project**”);

**WHEREAS**, in order to finance the construction of the Project, Campus Three obtained a construction loan (the “**ONB Loan**”), in the aggregate principal amount of \$17,200,500.00, from Old National Bank, a national banking association (“**Old National Bank**”), upon the terms and conditions set forth in that certain Loan Agreement between Campus Three and Old National Bank dated as of September 17, 2015 (the “**ONB Loan Agreement**”) and all of the other documents entered into pursuant to the ONB Loan Agreement (the “**ONB Loan Documents**”), which ONB Loan was subsequently increased, was extended to April 10, 2025, and was converted from a construction loan to a permanent loan, all by amendments to the ONB Loan Documents. The current outstanding balance of the ONB Loan is \$16,561,168.00;

**WHEREAS**, in April 2023, the 3-year interest rate swap for the ONB Loan expired, which reverted the ONB Loan to a floating interest rate, as more particularly described in the ONB Loan Documents;

**WHEREAS**, L&N Federal Credit Union (“**L&N**”) provided to Campus Three that certain Loan Summary of Terms and Conditions dated September 8, 2023, in the form presented to the Board (the “**Term Sheet**”), which provides, among other things, that L&N would refinance the ONB Loan with a 10-year fixed interest rate at 7.00% per annum and a term of fifteen (15) years, which would not include prepayment penalties, but would require a guarantee by the Foundation; and

**WHEREAS**, the Board deems it advisable and in the best interest of the Foundation for the Foundation, on behalf of itself, and in its capacity as a Member of Campus Three, to authorize and approve the Foundation and Campus Three entering into the transactions contemplated by the Term Sheet, substantially in the form presented to the Board, or with such changes as may be approved by Keith Sherman, in his capacity as Executive Director and COO of the Foundation (the “**Loan Transaction**”).

**RESOLVED**, that the Board hereby authorizes and approves the Loan Transaction, including: (a) entering a loan agreement, any certificates, instruments, security documents, promissory notes or other agreements or documents required to be delivered in connection therewith, including any security agreements, mortgages, deeds of trust or guarantees, all in accordance with the terms and conditions set form in the Term Sheet, substantially in the form presented to the Board, or with such changes as may be approved by Keith Sherman, in his capacity as Executive Director and COO of the Foundation (the “**L&N Loan Documents**”); (b) the execution and delivery by Keith Sherman, in his capacity as the Executive Director and COO of the Foundation, on behalf and in the name of the Foundation, of all documents necessary, appropriate or required by L&N in order to consummate the Loan Transaction, including the L&N Loan Documents; (c) the execution and delivery by NTS, on behalf and in the name of Campus Three, of all documents necessary, appropriate or required by L&N in order to consummate the Loan Transaction, including the L&N Loan Documents; and (d) the performance of any and all other acts and the execution and delivery of any and all other documents necessary or appropriate on behalf of Campus Three in connection with the foregoing transactions;

**RESOLVED**, that the officers of the Foundation be, and each hereby is, authorized, empowered and directed, both individually and collectively, for and on behalf of the Foundation, and in its name to execute, file, deliver and record such instruments, certificates, documents and agreements and to take or cause to be taken such other and further action as they, or any of them, shall, in their reasonable direction, deem necessary or appropriate in furtherance of the Loan Transaction and the transactions contemplated thereby; and

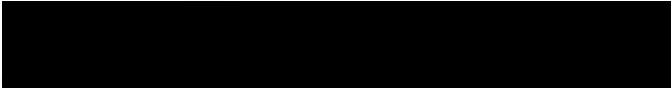
**RESOLVED**, that any and all actions heretofore or hereafter taken by or at the direction of any of the officers of the Foundation on behalf of the Foundation with respect to the Loan Transaction, be and hereby are approved, ratified, and confirmed on behalf of the Foundation.

**BOARD ACTION:**

Passed   X  

Did Not Pass \_\_\_\_\_

Other \_\_\_\_\_



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