



**Board of Trustees
Finance and Facilities Committee Meeting
January 28, 2016
11:45 a.m. - noon
FAIRWINDS Alumni Center
Conference call in phone number 800-442-5794, passcode 463796**

REVISED AGENDA

- | | |
|---|---|
| I. CALL TO ORDER | Alex Martins
<i>Chair, Finance and Facilities Committee</i> |
| II. ROLL CALL | Tracy D. Slavik
<i>Coordinator, Administrative Services
for Administration and Finance Division</i> |
| III. MEETING MINUTES | |
| <ul style="list-style-type: none">• Approval of the November 19, 2015, and December 2, 2015, Finance and Facilities Committee meetings minutes | Chair Martins |
| IV. NEW BUSINESS | Chair Martins |
| <ul style="list-style-type: none">• Minor Amendment to 2015 Campus Master Plan (FFC-1)• Amend University of Central Florida Research Foundation Bylaws (FFC-2) | William F. Merck II
<i>Vice President for Administration and Finance and Chief Financial Officer</i>
Lee Kernek
<i>Associate Vice President
for Administration and Finance</i>

W. Scott Cole
<i>Vice President and General Counsel</i>
Sandra M. Sovinski
<i>Associate General Counsel</i> |

V. **OTHER BUSINESS** Chair Martins

VI. **CLOSING COMMENTS** Chair Martins



Board of Trustees
Finance and Facilities Committee Meeting
NorthView
November 19, 2015

MINUTES

CALL TO ORDER

Trustee Alex Martins, chair of the Finance and Facilities Committee, called the meeting to order at 11:03 a.m. Committee members Alan Florez, Robert Garvy, Keith Koons, William Yeargin, and Cait Zona were present. Trustees Clarence Brown, Olga Calvet, Joseph Conte, and Marcos Marchena were present.

NEW BUSINESS

Revisions to Florida Solar Energy Center Rules 6C7-8.007 and 6C7-8.010 and Repeal of Rule 6C7-8.008 (FFC-1)

Youndy Cook, Deputy General Counsel, presented for approval revisions to Florida Solar Energy rules 6C7-8.007 Solar Thermal PV Equipment Testing Standards and 6C7-8.010 Solar Thermal and Photovoltaic System Standards and Certification and requested the repeal of 6C7-8.008 Solar Thermal Collector and PV Module Certification. The committee unanimously approved the revisions and the repeal.

2016-17 Tuition and Fees (FFC-2)

William F. Merck II, Vice President for Administration and Finance and Chief Financial Officer, and Tracy Clark, Associate Provost for Budget, Planning, and Administration and Associate Vice President for Finance, requested no increase to tuition and fees for the 2016-17 academic year. Fees included in this recommendation are tuition, tuition differential, out-of-state fee, financial aid fee, non-resident financial aid fee, Transportation Access fee, Activity and Service fee, Athletic fee, Health fee, Technology fee, and the Capital Improvement fee. The committee unanimously approved the request to not increase fees.

Boutique Hotel (FFC-3)

Merck requested approval of the agreement for the proposed boutique hotel and conference center on the UCF campus. The university would be entering into a ground lease with the developer and would not be providing any financial support for construction or operation of the facility. The committee unanimously approved the request to approve the agreement.

Broadband Spectrum Incentive Auction (FFC-4)

Merck and Grant Heston, Vice President for Communications and Marketing, requested approval for UCF to not enter the Broadband Spectrum Incentive Auction being facilitated by the Federal Communications Commission. The committee unanimously agreed to not enter the auction.

Chair Martins adjourned the Finance and Facilities Committee meeting at 11:46 a.m.

Respectfully submitted: William F. Merck II
William F. Merck II
Vice President for Administration and Finance
and Chief Financial Officer

1-14-16
Date



Board of Trustees
Finance and Facilities Committee Meeting
President's Boardroom, Millican Hall, 3rd floor
December 2, 2015

MINUTES

CALL TO ORDER

Trustee Alex Martins, chair of the Finance and Facilities Committee, called the meeting to order at 8:30 a.m. Committee members William Yeargin and Keith Koons were present. Committee members Alan Florez, Robert Garvy, and Cait Zona attended by teleconference call.

MINUTES APPROVAL

The minutes of the September 24, 2015, October 7, 2015, and October 22, 2015, Finance and Facilities Committee meetings were approved as submitted.

NEW BUSINESS

2016-17 UCF Online Tuition and Fees, Amendments to University Tuition and Fee Regulation UCF 9.001 (FFC-1)

William F. Merck II, Vice President for Administration and Finance and Chief Financial Officer, Tracy Clark, Associate Provost for Budget, Planning, and Administration and Associate Vice President for Finance, and Tom Cavanagh, Associate Vice President, Distributed Learning, requested approval of the 2016-17 tuition and fees for the UCF Online program. Online students will pay the same tuition as on-campus students, but because online students do not attend classes on campus nor use any on-campus resources, they will not be charged the Transportation Access Fee, Activity and Service Fee, Athletic Fee, Health Fee, or Technology Fee. Undergraduate, out-of-state online students also will be charged a reduced out-of-state fee. The committee unanimously approved the UCF Online tuition and fee schedule.

Educational Plant Survey (FFC-2)

Merck and Lee Kernek, Associate Vice President for Administration and Finance, presented for approval the 2015 Educational Plant Survey. Florida statute requires this to be completed every five years. The committee unanimously approved the 2015 Educational Plant Survey.

Five-year Capital Improvement Plan Revision (FFC-3)

Kernek requested approval of the revised Capital Improvement Plan for 2016-17 through 2020-21. Minor changes were made per Board of Governors recommendations after the plan was originally approved by the board. The committee unanimously approved the revised Capital Improvement Plan.

University Draft Audited Financial Report 2014-15 (INFO-1)

Clark reviewed the draft University Audited Financial Report 2014-15.

UCF Investments Quarterly Report Ended September 30, 2015 (INFO-2)

Clark reviewed the investments quarterly update as of September 30, 2015.

UCF Key Financial Ratios (INFO-3)

Clark discussed the key financial ratios for UCF as of June 30, 2015, and the key financial ratios for UCF as compared to the State University System as of June 30, 2014.

University Operating Budget Report Quarter Ended September 30, 2015 (INFO-4)

Clark presented the University Operating Budget Report for the quarter that ended September 30, 2015.

Direct Support Organizations' 2015-16 First-Quarter Financial Reports (INFO-5)

Merck and John Pittman, Associate Vice President for Administration and Finance, Debt Management, reported on the direct support organizations' 2015-16 first-quarter financial reports that ended September 30, 2015.

Parking and Transportation Services Presentation (INFO-6)

Krishna Singh, Director of Parking and Transportation Services, gave a presentation on the department's structure and services, and he discussed the department's statistics, accomplishments, and current and upcoming projects.

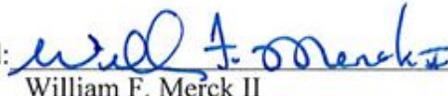
OTHER BUSINESS

Use of Additional Savings from UCF Stadium Corporation Debt Refinancing (FFC-4)

Merck and Pittman presented a request by the university to use approximately \$310,000 of the additional savings resulting from the refinancing of the UCF Stadium Corporation certificates of participation for nonrecurring expenses incurred by the UCF Athletics Association related to changes in the UCFAA administration and coaching staff. The committee unanimously approved the request.

Chair Martins adjourned the Finance and Facilities Committee meeting at 10:28 a.m.

Respectfully submitted:



William F. Merck II
Vice President for Administration and Finance
and Chief Financial Officer

1-14-16
Date

ITEM: FFC-1

**University of Central Florida
Board of Trustees
Finance and Facilities Committee**

SUBJECT: Minor Amendment to 2015 Campus Master Plan

DATE: January 28, 2016

PROPOSED COMMITTEE ACTION

Approve a minor amendment to the University of Central Florida Campus Master Plan for the construction of a stand-alone food retail venue.

BACKGROUND INFORMATION

The purpose of the proposed amendment is to approve the construction of a food service retail venue of approximately 3,500 to 4,000 square feet. The project is adjacent to the Recreation and Wellness Center, south of Gemini Boulevard. The Neptune complex added 650 residents to the 1,640 residents in the Nike and Hercules complexes, resulting in a need for additional food service in the area. Locating the venue near the Recreation and Wellness Center will not only address the needs of the area residents, but it will also serve the Recreation and Wellness Center's one million annual visitors. Food will be available from breakfast through late night.

The amendment would constitute a minor amendment that needs only Board of Trustees approval for adoption.

Supporting documentation: Attachment A: Memorandum from Maria Yebra-Teimouri
Attachment B: Project Location
Attachment C: Capital Improvements List
Attachment D: Urban Design Map
Attachment E: Future Land Use Map
Attachment F: Recreation and Open Space Map

Prepared by: Lee Kernek, Associate Vice President for Administration and Finance

Submitted by: William F. Merck II, Vice President for Administration and Finance and Chief Financial Officer

ATTACHMENT A

MEMORANDUM

TO: Scott Cole, Vice President and General Counsel
FROM: Maria Yebra-Teimouri, Project Manager, Facilities Planning
SUBJECT: Minor Amendment to 2015 Campus Master Plan
DATE: December 7, 2015

The University of Central Florida proposes a minor amendment to its 2015 Campus Master Plan to amend the Capital Improvements List, Urban Design Element, Future Land Use Element, and Recreation and Open Space Element in order to add a food retail venue on the south side of campus. This food retail venue will provide a retail dining option to the housing population in this area, as well as the patrons of the Recreation and Wellness Center. There are over 2,200 student housing residents in the area and over one million yearly visitors to the Recreation and Wellness Center. This venue would provide food options throughout the day to a currently underserved area of campus. This facility is expected to be approximately 3,500 to 4,000 square feet, will cost approximately \$2.5 million, and is to be privately funded by Aramark. The facility changes the current Future Land Use designation for its proposed location from Recreation and Open Space to Support Space. The Recreation and Open Space Map will also be amended to reflect this change. The proposed location in the southern area of campus, nestled between housing and recreation, makes this area an optimal location for a food retail venue.

Please find below an analysis of the statutory thresholds and university responses that reflect the nature of the amendment request as a minor amendment. The thresholds are referenced under section 1013.30(9), F.S.

An amendment to a campus master plan must be reviewed and adopted under subsections (6)-(8) if such amendment, alone or in conjunction with other amendments, would:

- (a) Increase density or intensity of use of land on the campus by more than 10 percent;

University Response: The proposed food retail venue adds up to 4,000 square feet of Support Space land use to the campus. The current campus land designated for Support Space is over two million square feet. This constitutes a .002 percent change in land use and therefore does not trip the 10 percent threshold for the use of land.

- (b) Decrease the amount of natural areas, open space, or buffers on the campus by more than 10 percent:

University Response: The proposed food retail venue removes up to 4,000 square feet of resource-based Recreation and Open Space land use from the current 414.5 acres of Recreation

Attachment A

and Open Space Land Use. This constitutes a .00022 percent change in land use and therefore does not trip the 10 percent threshold for decreased natural areas, open spaces, or buffers on campus.

- (c) Rearrange land uses in a manner that will increase the impact of any proposed campus development by more than 10 percent on a road or on another public facility or service provided or maintained by the state, the county, the host local government, or any affected local government.

University Response: The proposed facility will cater to current and predominantly pedestrian campus populations and will not generate an increase in capacity on any proposed campus development, road, or public facility by greater than 10 percent. Consequently, it will have a less than 10 percent impact on a road or service provided or maintained by the state, county, host local government, or any affected local government.

In summary, the proposed facility does not exceed the amendment threshold criteria in 1013.30 (9), F.S. and may therefore be treated as a minor amendment.

Thank you for your time and attention to this matter. If you require additional information, please contact me at (407) 823-3893.

Attachment B



Finance and Facilities Committee - New Business

Attachment C

UNIVERSITY OF CENTRAL FLORIDA														
CAPITAL IMPROVEMENTS LIST														
PROJECT LIST 2015 -25 <small>Revised 04/23/2015</small>	*Fund	22,890	23,128	23,484	23,661	23,661	23,646	23,833	24,038	24,237	24,591	Total Estimated Cost (\$M)		
	Type	YR #1	YR #2	YR #3	YR #4	YR #5	YR #6	YR #7	YR #8	YR #9	YR #10			
		Net	Gross											
1 ENGINEERING BUILDING I RENOVATION	PECO	\$13,954,277	\$925,000									118,186	130,885	14,879,277
2 MATHEMATICAL SCIENCES BUILDING REMODELING AND RENOVATION	PECO	\$9,422,105	\$700,000									100,289	106,533	10,122,105
3 UTILITIES INFRASTRUCTURE	PECO	\$14,000,000	\$14,000,000	\$14,000,000	\$14,000,000	\$14,000,000	\$14,000,000	\$14,000,000	\$14,000,000	\$14,000,000	\$14,000,000		N/A	140,000,000
4 LIBRARY RENOVATION PHASE II	PECO/CTIF	\$3,500,000	\$29,500,000	\$5,500,000								222,567	226,506	36,500,000
5 INTERDISCIPLINARY RESEARCH AND INCUBATOR FACILITY	PECO	\$5,924,183	\$35,852,470	\$5,924,183								78,676	118,013	45,700,836
6 UVC CLASSROOM BUILDING	PECO	\$7,550,000												7,550,000
7 ARTS COMPLEX PHASE II (PERFORMANCE)	PECO	\$55,000,000	\$40,000,000	\$5,000,000								100,596	150,594	50,000,000
8 MILLICAN HALL RENOVATION	PECO		\$349,418	\$6,363,058	\$349,418							87,742	86,680	7,061,894
9 BUSINESS ADMINISTRATION RENOVATION	PECO		\$9,475,843	\$494,001								118,624	121,074	9,969,844
10 CHEMISTRY RENOVATION	PECO		\$539,843	\$9,815,338	\$539,843							43,265	49,073	10,959,024
11 FACILITIES & SAFETY COMPLEX RENOVATION	PECO			\$4,856,238										4,856,238
12 VISUAL ARTS RENOVATION AND EXPANSION	PECO		\$3,000,000	\$24,000,000	\$3,000,000							79,573	85,000	30,000,000
13 MULTI-PURPOSE RESEARCH AND EDUCATION BUILDING	PECO		\$2,779,189	\$22,238,512	\$2,779,189							47,310	75,384	27,993,890
14 COLLEGE OF NURSING	PECO, C		\$3,476,712	\$27,813,698	\$3,476,712							119,206	170,684	34,767,122
15 PARTNERSHIP IV	PECO	\$2,450,000	\$19,600,000	\$2,450,000								78,294	117,442	24,500,000
16 HOWARD PHILLIPS HALL RENOVATION	PECO		\$6,564,999	\$652,249								86,203	64,649	7,217,245
17 COLBOURN HALL RENOVATION	PECO		\$7,865,978	\$410,075								73,500	83,957	8,276,053
18 FERRELL COMMONS (E AND G SPACE) RENOVATION	PECO		\$6,564,999	\$652,249								86,149	93,860	7,217,245
19 COLLEGE OF SCIENCES BUILDING RENOVATION	PECO			\$317,437	\$2,539,494	\$317,436						49,580	54,644	3,174,367
20 REHEARSAL HALL RENOVATION	PECO			\$48,007	\$384,055	\$48,006						9,522	10,723	480,068
21 CLASSROOM BUILDING III	PECO		\$2,400,000	\$19,200,000	\$2,400,000							53,532	79,998	24,000,000
22 FACILITIES BUILDING AT LAKE NONA	P, B		\$600,000	\$4,800,000	\$600,000							13,666	35,799	6,000,000
23 RECYCLING CENTER	PECO		\$2,300,000	\$18,400,000	\$2,300,000							26,646	40,000	23,000,000
24 HUMANITIES AND FINE ARTS II (Phase I)	PECO		\$2,772,353	\$17,060,631	\$2,772,353							85,562	87,543	22,605,337
25 SIMULATION AND TRAINING BUILDING	PECO		\$2,370,336	\$18,410,374	\$2,370,336							39,950	39,924	23,151,046
26 BUSINESS ADMINISTRATION III BUILDING	PECO		\$1,384,227	\$12,307,012	\$1,384,227							41,118	61,627	15,476,066
27 EDUCATION BUILDING II	PECO		\$2,062,318	\$15,994,083	\$2,062,318							51,479	77,219	19,718,719
28 BAND BUILDING	PECO		\$455,045	\$2,800,279	\$455,045							10,024	13,529	3,710,569
29 ARTS COMPLEX PHASE III	PECO			\$1,210,857	\$7,627,447	\$1,210,857						25,447	38,171	10,049,161
30 SOCIAL SCIENCES FACILITY	PECO													0
31 COASTAL BIOLOGY STATION	PECO			\$2,500,000										2,500,000
32 INTERDISCIPLINARY RESEARCH BUILDING II	PECO								\$2,370,336	\$17,330,596	\$2,370,336	40,543	60,815	22,071,268
33 CENTER FOR EMERGING MEDIA BUILD OUT	PECO								\$6,360,339			16,544	24,816	6,360,339
34 ROSEN STORAGE SHED	P	\$225,000												225,000
35 ROSEN EDUCATIONAL FACILITY	P	\$17,000,000												17,000,000
36 TEMPORARY ATHLETICS FOOTBALL GAME DAY PARKING	O	\$50,000												50,000
37 PEGANIS HEALTH EXPANSION	P, B			\$10,000,000										10,000,000
38 HUMANITIES AND FINE ARTS II (Phase II)	PECO								\$1,107,260	\$8,600,076	\$1,107,260	27,364	41,045	10,814,596
39 PARTNERSHIP CAMPUS	PECO													0
40 CAPITAL IMPROVEMENT RESERVE	PECO													0
41 SUSTAINABILITY CENTER (Phase II)	PECO, C								\$5,000,000					5,000,000
42 CIVIL AND ENVIRONMENTAL ENGINEERING	PECO, C											80,000	75,000	17,410,000
43 SUSTAINABILITY CENTER (Phase II)	PECO, C	\$1,160,667	\$14,508,333	\$1,741,000	\$5,000,000							5,000	7,500	5,000,000
44 LABORATORY AND ENVIRONMENTAL SUPPORT EXPANSION	O	\$1,800,000												1,800,000
45 CREATIVE VILLAGE GARAGE	P, B	\$15,000,000												15,000,000
46 SPECIAL PURPOSE HOUSING AND PARKING GARAGE I	P, B	\$25,000,000										106,667	160,000	25,000,000
47 SPECIAL PURPOSE HOUSING II	P, B	\$8,000,000										21,333	32,000	8,000,000
48 PARKING DECKS	P, B	\$17,000,000										112,000	168,000	17,000,000
49 GRADUATE HOUSING	P, B	\$50,000,000										100,000	150,000	50,000,000
50 REFERENCE UCF FOUNDATION PROPERTIES	P, B	\$37,410,000										288,167	432,250	37,410,000
51 STUDENT HOUSING	P, B	\$50,000,000										149,333	224,000	50,000,000
52 GARAGE EXPANSION	P, B	\$5,000,000										33,891	50,837	5,000,000
53 CLASSROOM AND LAB BUILDING, LAKE NONA	P, B	\$23,475,601										60,576	91,464	23,475,601
54 FACILITIES BUILDING AT LAKE NONA	P, B	\$6,000,000										13,666	20,799	6,000,000
55 EXPO CENTER HOUSING	P, B	\$16,000,000										62,667	103,000	16,000,000
56 REGIONAL CAMPUSES MULTI-PURPOSE BUILDINGS	P, B	\$28,000,000										40,000	60,000	28,000,000
57 PARTNERSHIP GARAGE	P, B	\$7,000,000										994,900		7,000,000
58 PARKING DECK (ATHLETIC COMPLEX)	P, B	\$5,000,000										112,000	168,000	5,000,000
59 BASEBALL STADIUM EXPANSION PHASE II	P, B	\$4,500,000										3,800	5,700	4,500,000
60 KANEHALL CLUBHOUSE EXPANSION AND RENOVATION	P, B	\$1,000,000												1,000,000
61 BRIGHTHOUSE NETWORKS STADIUM EXPANSION PHASE I- SEATING	P, B	\$11,000,000												11,000,000
62 WAYNE DENSCH SPORTS CENTER EXPANSION AND RENOVATION	P, B	\$1,000,000										12,000	18,000	1,000,000
63 TENNIS COMPLEX PHASE I	P, B	\$1,400,000										4,980	7,470	1,400,000
64 TENNIS COMPLEX PHASE II	P, B	\$1,000,000												1,000,000
65 TENNIS COMPLEX PHASE III	P, B	\$2,000,000												2,000,000
66 MULTI-PURPOSE MEDICAL RESEARCH AND INCUBATOR FACILITY	P, B	\$112,863,923												112,863,923
67 HEALTH SCIENCES CAMPUS PARKING GARAGE I	P, B	\$15,000,000												15,000,000
68 BIO-MEDICAL ANNEX RENOVATION AND EXPANSION	P, B	\$12,800,000												12,800,000
69 OUTPATIENT CENTER	P, B	\$75,000,000												75,000,000
70 DENTAL SCHOOL	P, B		\$75,000,000											75,000,000
71 INFRASTRUCTURE AND SITEWORK LAKE NONA CLINICAL FACILITIES	P, B		\$10,000,000											10,000,000
72 STRATEGIC LAND AND PROPERTY	P, B	\$100,000,000												100,000,000
73 BRIGHTHOUSE NETWORKS STADIUM TOWER EXPANSION	P, B	\$5,000,000										14,225	21,337	5,000,000
74 TRACK AND SOCCER CLUBHOUSE	P, B	\$850,000										2,800	4,200	850,000
75 SOFTBALL PRACTICE FIELD	P, B	\$250,000												250,000
76 ATHLETICS PRACTICE FIELD	P, B	\$500,000												500,000
77 WOMENS COMPETITION AND PRACTICE FIELD	P, B	\$2,000,000												2,000,000
78 BASEBALL PRACTICE FIELD	P, B	\$400,000												400,000
79 BASKETBALL PRACTICE FACILITY	P, B	\$12,000,000										32,000	48,000	12,000,000
80 RECREATION AND WELLNESS CENTER PHASE III	P, B	\$20,000,000										5,200	7,800	20,000,000
81 LIFE SCIENCES INCUBATOR, LAKE NONA	P, B	\$30,000,000										36,667	55,000	30,000,000
82 EAST ATHLETICS CENTER	P, B	\$15,000,000										11,706	17,559	15,000,000
83 CARACOL @ BELLE	C		\$350,000									49,570	72,853	350,000
84 BURNETT BIO-MEDICAL SCIENCE CENTER INFRASTRUCTURE	C		\$7,500,000									6,271	9,407	7,500,000
85 ORLANDO REFERTOY THEATRE III RENOVATIONS	C, B	\$75,000	\$75,000	\$75,000	\$75,000							8,000	12,000	225,000
86 RESEARCH LAB, LAKE NONA	C, P, B	\$6,412,845	\$97,268,758	\$9,180,000								132,018	198,027	112,861,603
87 FOOD RETAIL VENUE	O		\$2,500,000											2,500,000
88 HOTEL AND CONFERENCE CENTER	P	\$60,000,000										190,000	250,000	60,000,000
89 PARKING GARAGE VI	B	\$20,000,000				</								

Attachment D

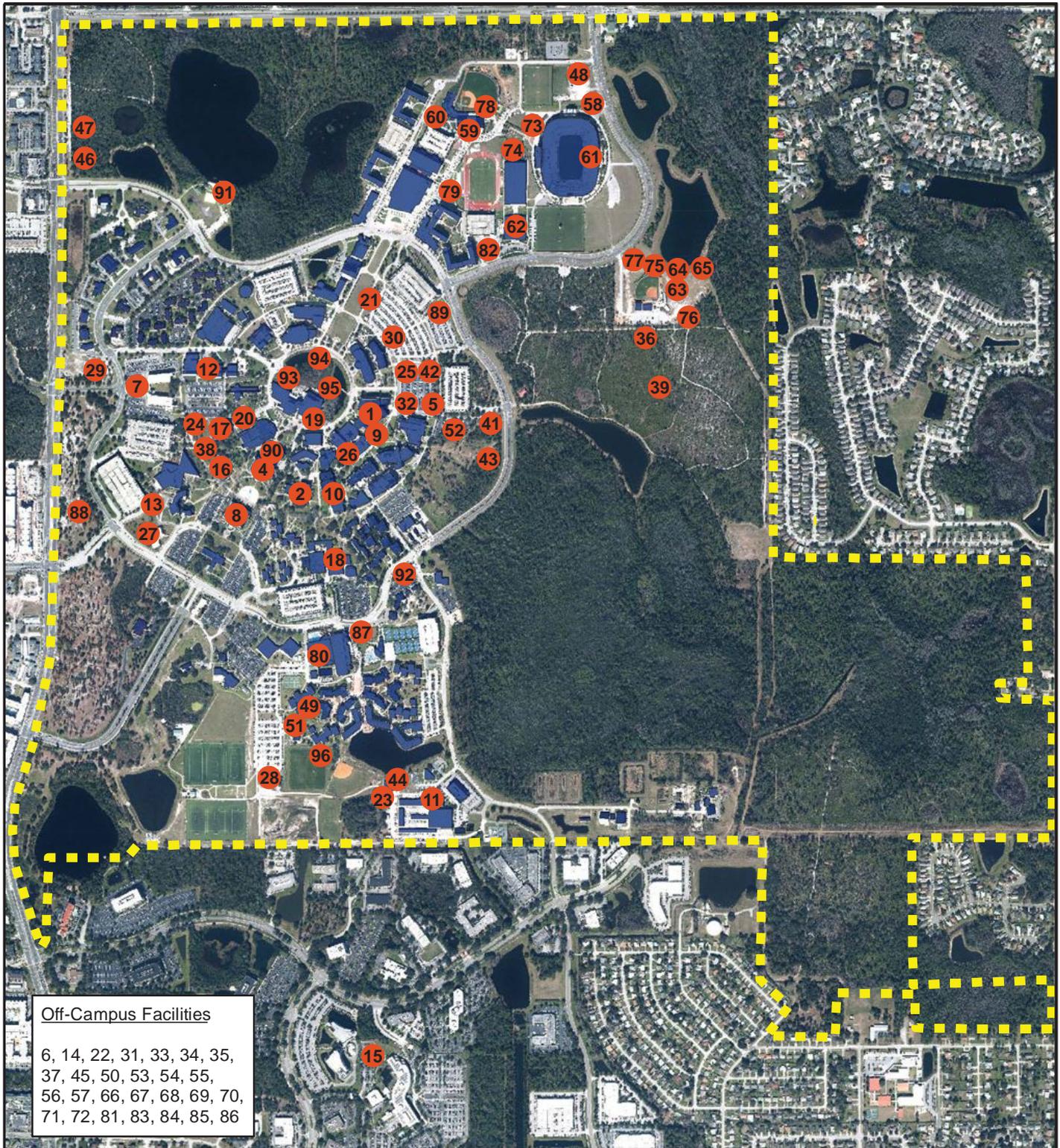


Figure 3-1

Urban Design and Capital Improvements

Comprehensive Master Plan Update
University of Central Florida
 Orlando, Florida
 2015-2025

Legend

- 2015 Capital Improvements List Item
- Existing Buildings
- Boundary

To locate buildings on map, refer to
 Element 14: Capital Improvements List

All maps are diagrammatic and conceptual. The various areas shown are approximate and not to survey accuracy. The intent of these maps is to illustrate general areas of existing or potential use.

Rev. 20151204



Attachment E

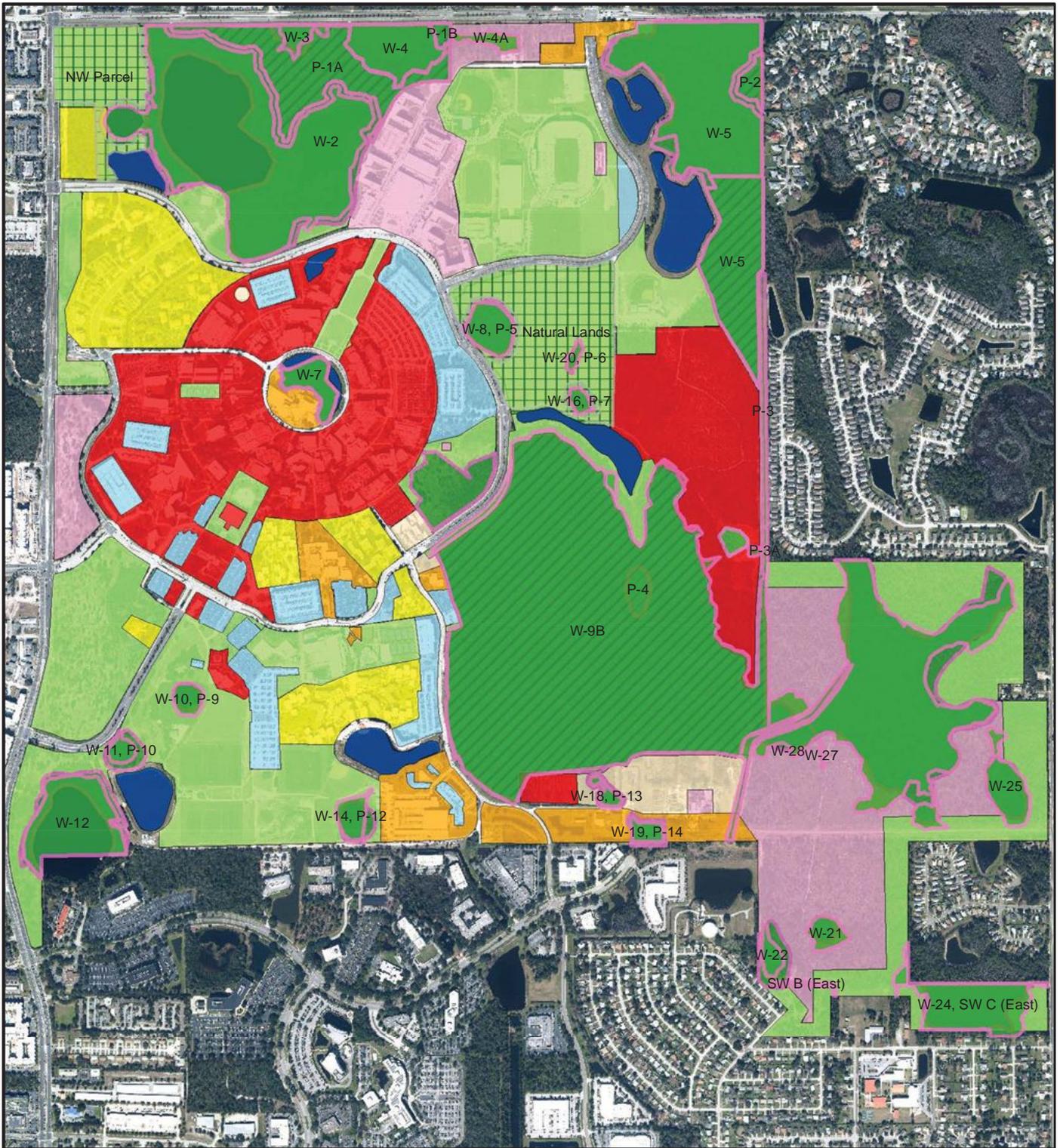


Figure 4-1

Future Land Use
 Comprehensive Master Plan Update
University of Central Florida
 Orlando, Florida
 2015-2025

Legend

- | | | | | | |
|--|------------------------|--|------------------------|--|------------------------|
| | Conservation (upland) | | Academic/Research | | Conservation Easements |
| | Conservation (Wetland) | | Lakes | | Residential |
| | Conservation Easement | | Utility | | Recreation/Open Space |
| | Parking | | Conservation (wetland) | | Mixed Use |
| | Support | | Conservation (upland) | | |



All maps are diagrammatic and conceptual. The various areas shown are approximate and not to survey accuracy. The intent of these maps is to illustrate general areas of existing or potential use.



Attachment F

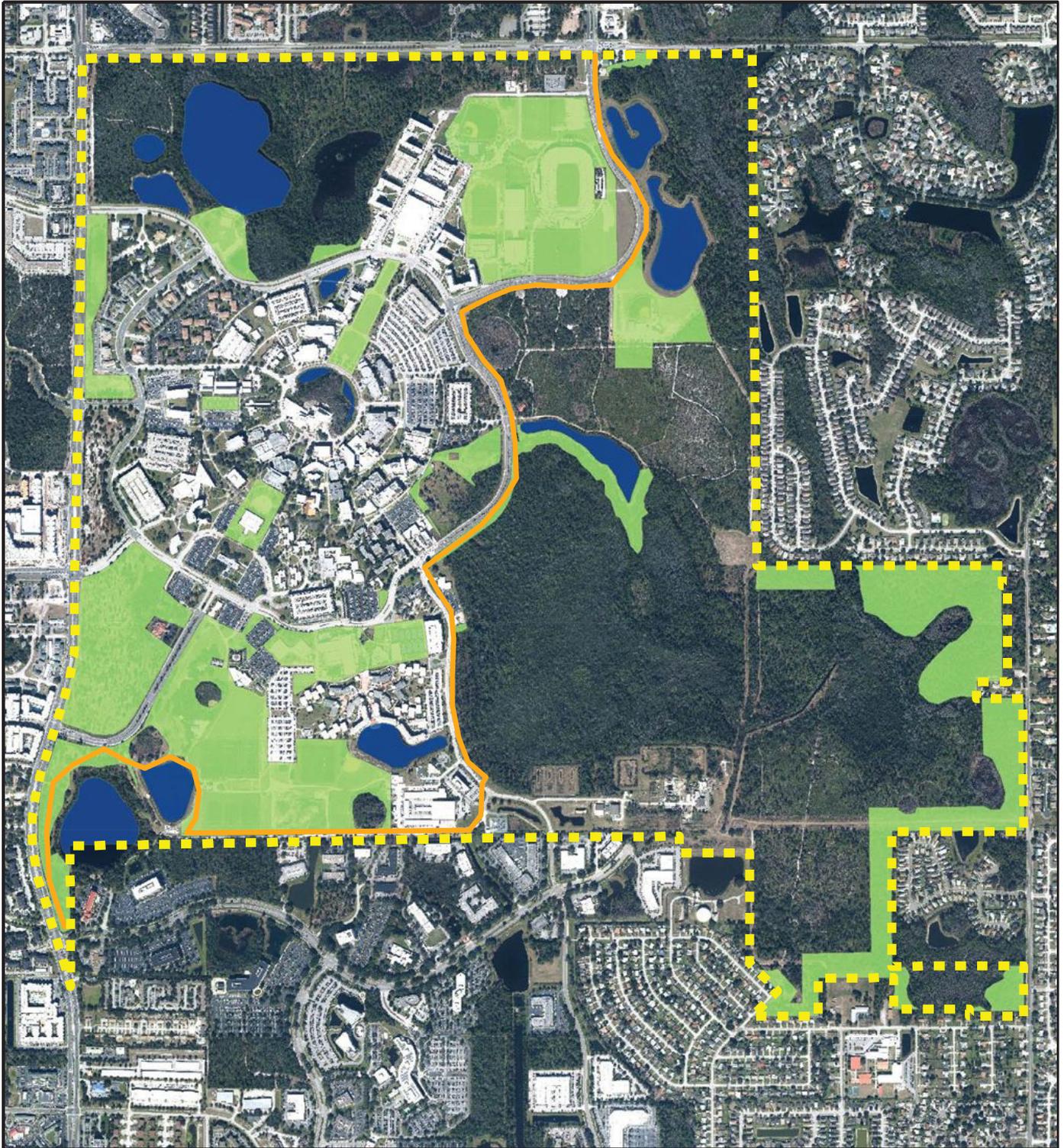


Figure 8-1

Recreation and Open Space

Comprehensive Master Plan Update
University of Central Florida
Orlando, Florida
2015-2025

Legend

-  Boundary
-  Proposed Little Econ Greenway Trail
-  Recreation and Open Space
-  Lakes and Ponds

 All maps are diagrammatic and conceptual. The various areas shown are approximate and not to survey accuracy. The intent of these maps is to illustrate general areas of existing or potential use.

Rev 20151204



ITEM: FFC-2

**University of Central Florida
Board of Trustees
Finance and Facilities Committee**

SUBJECT: Amend University of Central Florida Research Foundation Bylaws

DATE: January 28, 2016

PROPOSED COMMITTEE ACTION

Approve the attached Third Amended and Restated Bylaws of the University of Central Florida Research Foundation to (1) confirm UCF control of the Direct Support Organization consistent with a recent Florida Supreme Court opinion regarding limited sovereign immunity; (2) authorize use of a fictitious name for the Research Foundation; and (3) make other technical corrections.

BACKGROUND INFORMATION

A 2015 ruling by the Florida Supreme Court in the Plancher case confirmed the protection of sovereign immunity for direct support organizations primarily acting as an instrumentalities of the state, where there is sufficient university control over their operations.

The Research Foundation Board voted in favor of adopting certain amendments to confirm UCF's control over the Research Foundation.

Supporting documentation: Attachment A: Third Amended and Restated Bylaws of the University of Central Florida Research Foundation

Prepared by: Sandra M. Sovinski, Associate General Counsel

Submitted by: W. Scott Cole, Vice President and General Counsel

ATTACHMENT A

**THIRD AMENDED AND RESTATED
BYLAWS
OF THE
UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.**
f/k/a The Research Foundation of The University of Central Florida, Inc.
(A Not-For-Profit Corporation)

**ARTICLE I
Board of Directors**

Section 1. Membership, Term of Office, and Chair. The Board of Directors shall consist of not less than six (6) and not more than nine (9) voting members. The first and second members shall be the University of Central Florida (UCF or University) President and UCF Provost, or their respective designees. The third member shall be the UCF Vice President for Research and Commercialization. The fourth member shall be appointed by the UCF Vice President for Medical Affairs. The fifth member shall be appointed by the University President. The sixth member shall be appointed by the Chair of the University Board of Trustees. The seventh member shall be the UCF Chief Financial Officer. Additional members of the Board shall only be appointed by the University President.

The University President and UCF Provost, and their respective designees, shall serve as Directors for such time as the President and Provost, individually, continue to serve as the President and Provost of the University. The Director appointed by the Chair of the University Board of Trustees shall serve for such time as the Chair of the University Board of Trustees continues to serve as the Chair. The UCF Vice President for Research and Commercialization shall serve as a Director for such time as he or she continues to serve as the Vice President for Research and Commercialization of the University. The Director appointed by the UCF Vice President for Medical Affairs shall serve for such time as the Vice President for Medical Affairs continues to serve as a Vice President of the University. The remaining Directors shall serve a ~~two~~three-year term and shall be eligible for re- appointment by majority vote of the University President, University Provost, and UCF Vice President for Research and Commercialization, or their designees where applicable.

The respective appointments or designations to the Board shall serve at the pleasure of the University President, University Provost, Chair of the University Board of Trustees, or UCF Vice President for Medical Affairs and until a successor is appointed. The University President, University Provost, Chair of the University Board of Trustees, and UCF Vice President for Medical Affairs shall have full discretionary power to replace their individual appointments or designations to the Board. Notice of any such replacement shall be provided to the University President and the President of the Corporation.

The UCF Vice President for Research and Commercialization shall serve as Chair of the Board.

Section 2. Powers and Duties of the Board of Directors. The property, affairs, activities, and concerns of the Corporation shall be vested in the Board. All management functions shall be exercised by the Board, subject to delegation by the Board to the Officers and the Executive

Committee. The University President shall:

- a) Have authority and responsibility to monitor and control the use of University resources and the University name in accordance with applicable Florida laws and University rules and policies, as amended from time-to-time.
- b) Have authority to monitor and control the use of the Corporation's resources.
- c) Retain control of the Corporation's name and monitor compliance of the Corporation with state and federal laws and rules of the Board of Trustees.
- d) Possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
- a)e) approve salary supplements and other compensation or benefits paid to the University faculty and staff from Corporation's assets.

Section 3. Meetings. A regular annual meeting of the Board shall be held between August 1 and September 30 at a date and time set by the Board. Other regular meetings may be held at dates and times set by the Board. Notice of the meetings, signed by the Secretary, and shall be given by personal delivery, U.S. Mail or electronic mail to the last recorded address of each Director at least ten (10) days before the time appointed for the meeting. Special meetings of the Board may be called by the President or Secretary of this Corporation, two (2) or more Directors, or the University President. Notice of any special meeting of the Board shall be given at least ten (10) days prior thereto by personal delivery, U.S. Mail, or electronic mail to each Director at his or her address as shown by the records of the Corporation and to the Chair of the University Board of Trustees. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Business to be transacted at the meeting need not be specified in the notice or waiver, unless specifically required by law or by these Bylaws. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Board. The use of telephone or video conferencing for meeting attendance, quorum and voting is permissible so long as the meeting is held in accordance with the Florida Government-in-the-Sunshine Law.

Section 54. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, a majority of those present may adjourn the meeting from time-to-time without further notice.

Section 56. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 67. Vacancies. Whenever any vacancy occurs on the Board, by death, resignation, or otherwise, it shall be filled without undue delay. In the case of the University President, Provost, and Vice President for Research, the person who is acting as the University President, Provost, or Vice President for Research will fill the vacancy.

Section 87. Order of Business. The order of business shall be as follows at all meetings of

the Board and Executive Committee:

- a) Calling of the roll
- b) Proof of notice of meeting or waiver of notice
- c) Reading of the minutes
- d) Receiving communication
- e) Election of officers and directors, if necessary
- f) Reports of officers
- g) Report of committees
- h) Unfinished business
- i) New business

Any question as to the priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the Directors present.

ARTICLE II

Officers

Section 1. Number. The Officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Additional Officers may be appointed by the Board.

Section 2. Method of Election and Removal. The Board shall elect all officers at its regular annual meeting, or other regular or special meeting, and such Officers shall serve for a term of one (1) year. A majority of a quorum present shall be necessary to constitute an election. The election of the President of the Corporation shall be upon the recommendation and prior approval of the University President. The Board may remove any Officer at any special meeting by a vote of majority of a quorum present, provided that notice of the pending removal is set forth in the notice of the special meeting, or provided that all Directors waive notice of such special meeting.

Section 3. Duties of Officers. The duties and powers of the Officers of the Corporation shall be as follows:

- a) President. The President shall be a member ex officio, with the right to vote, of all committees. At the regular annual meeting of the Board and at such other times as he or she deems proper, he or she shall communicate to the Board such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and usefulness of the Corporation. The President shall act as the Chief Executive Officer of the Corporation and shall do and perform such other duties as may be assigned to him by the Board. The President is authorized to execute all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Board in the name of the Corporation, with the Secretary attesting. The President of the Corporation shall also report to the University President, or his or her designee, who shall be a vice president or other senior officer reporting directly to the President. As required for the efficient operation of the Corporation, the President may authorize others to serve as signatories for specific categories of agreements, e.g., research contracts and research grants.
- b) Vice President. The Vice President shall be authorized to act on matters delegated to him

or her by the President of the Corporation and shall take such actions as necessary to allow for the efficient operation of the Corporation.

- c) Secretary. The Secretary shall keep full and accurate minutes of all the meetings of the Board and Executive Committee in a book provided for that purpose and shall transmit all notices required by these Bylaws. The Secretary shall perform all duties incident to the management of the office of Secretary of the Board. The Secretary may sign documents with the President in the name of this Corporation. The Secretary shall have charge of all official records of the Corporation, which shall be at all reasonable times open to the inspection of any Director. The Secretary shall exercise such authority to collect revenues and make routine expenditures, which authority shall be delegated by the Board, the Executive Committee, or the President of the Corporation.
- d) Treasurer. The Treasurer shall receive and keep the funds of the Corporation and pay out the same only in accordance with the guidelines established by the Board. The Treasurer shall perform all duties incident to the management of the office of Treasurer of the Board. The Treasurer shall deposit all monies, checks, and other credits to the account of the Corporation in such bank or banks or other depositories as the Board may designate. The Treasurer shall have full oversight over the financial transactions of the corporation, and shall participate as a member of the Finance Committee. He or she shall render to the Board an account and statement of all transactions at the annual meeting of the Board and at such other times as the Board may determine. The Treasurer shall regularly maintain a full and accurate account of all monies received and paid out on accounts administered by the Corporation. The Treasurer shall at all reasonable times exhibit his or her books and accounts to the Finance Committee and/or any Director.

In no case shall an individual Officer hold more than one position.

Section 4. Bond. The Officers of the Corporation shall, if required by the Board, give to the Corporation such security for the faithful discharge of their duties as the Board may direct.

Section 5. Checks. All vouchers for checks or drafts over Twenty-five thousand dollars (\$25,000) on the funds of the Corporation shall be approved in writing by one (1) Officer and (1) one Director. All vouchers for checks or drafts equal to or under Twenty-five thousand dollars (\$25,000) shall be approved in writing by the Treasurer or his or her designee.

Section 6. Audit. At the close of each fiscal year, the Finance Committee or President of the Corporation shall arrange for the auditing of the books, records, and accounts of the Corporation. The annual audit shall be performed in accordance with Generally Accepted Auditing Standards and Government Auditing Standards issued by the Comptroller General of the United States. A management letter of response will be included, if appropriate.

Neither the auditors selected nor any member or employee of any auditing firm selected shall be a Director or any officer of the Corporation, unless this requirement is specifically waived by action

of the Board.

A copy of the report of the auditor shall be made available to each member of the Corporation's Board of Directors as soon as practicable and such report shall be presented at the next meeting of the Board of Directors held after the report is completed.

The annual financial audit and any management letter shall be forwarded to the University Board of Trustees.

Section 7. Vacancies. All vacancies in any Officer position shall be filled by the Board without undue delay at its regular annual meeting or at any other regular or special meeting, or in any office, it may be filled by appointment made by the University President in conformity with these Bylaws. The newly appointed member or officer shall act during the remainder of the unexpired term of his or her predecessor.

Section 8. Compensation. The Officers shall receive no special salary or compensation for being Officers of the Corporation, other than their usual salaries as employees of the University. The benefits of all employees of the Corporation shall be set by the President of the Corporation with the approval of the Executive Committee or the Board. The President of the University shall determine the compensation of Corporation employees from Corporation assets and such authority may not be delegated. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, shall not receive any compensation from this Corporation for their services as director or officer; provided, however, that they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.

ARTICLE III Committees

Section 1. Executive Committee. The Board may elect at its regular annual meeting, or other regular or special meeting, an Executive Committee consisting of four (4) Directors, one (1) of which shall be the University President, or his or her designee, and one (1) which shall be the appointee of the Chair of the University Board of Trustees. The Executive Committee shall have such powers as may be delegated to it by the Board. A majority of the Executive Committee shall be sufficient to exercise all of its powers. Proxies, general or special, shall not be accepted in the meetings of the Executive Committee. Between meetings of the Board, the Executive Committee shall have the authority of the full Board, provided that the Executive Committee shall not have the authority to do the following unless specifically empowered by the Board to do so:

- a) Take any action inconsistent with a prior act of the Board;
- b) Alter Articles of Corporation or these Bylaws;
- c) Fill vacancies; or
- d) Authorize the purchase, sale or lease of land or buildings or grant a mortgage on real estate to secure a debt.

In the absence of an elected Executive Committee, the entire Board shall constitute such

Executive Committee.

Section 2. Finance Committee. The Finance Committee shall be a committee consisting of a minimum of two (2) Directors and one (1) Officer, and shall assist the Board of Directors in fulfilling its responsibility with respect to the Corporation's finances, investments, annual budget, audit, and long term financial planning.

The first Director shall be the UCF Chief Financial Officer, the second Director shall be appointed by the UCF Vice President for Research & Commercialization, and the Officer shall be the Treasurer of the Corporation, who shall serve as the Secretary of the Finance Committee.

Section 3. Standing Committees. The Board, on its own motion or upon the recommendation of the President of the Corporation, may appoint such committees comprising Directors and Officers as it may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 4. Special Committees. The Board may, at any time, appoint other committees comprising Directors and Officers on any subject for which there are no standing committees. The President of the University shall have the authority to establish an unlimited number of Special Committees to accomplish any objectives affecting various interests and the welfare of the Corporation and the University of Central Florida.

Section 5. Committee Quorum. A majority of any committee shall constitute a quorum for the transaction of business, unless any committee shall by majority of its entire membership decide otherwise.

Section 6. Committee Vacancies. The various committees shall have the power to fill vacancies in their membership with the exception of the executive Committee. Vacancies on the Executive Committee shall be filled by the Board.

ARTICLE IV Seal

~~Reserved: The Corporation shall have the power to adopt, use, and alter a common corporate seal, in accordance with the Articles of the Corporation and Florida Statute 617.0302.~~

ARTICLE V Amendments

These Bylaws may be amended by majority vote of the entire Board at any duly organized meeting, subject to the approval of the University of Central Florida Board of Trustees, and in accordance with the Article of the Corporation.

ARTICLE VI Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and end on June

30.

ARTICLE VII Employment

Section 1. Any person employed by the Corporation shall not be considered to be an employee of the State of Florida or the University solely by virtue of such employment with the Corporation.

Section 2. The Corporation shall provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin.

ARTICLE VIII Indemnification

Section 1. Indemnification. Pursuant to Sections 607.0850 and 617.028, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the Corporation, by reason of the fact that he or she is or was a Director or Officer of the Corporation) shall be indemnified against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall have the authority to purchase insurance for this purpose.

Section 2. Authorization of Indemnification. Any indemnification hereunder shall be made by the Corporation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he or she has met the standard of conduct set forth in Section 1 of this Article VIII. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the action, suit or proceeding or by a committee comprised of individuals who were not parties to such action, suit or proceeding where such committee is selected by a majority vote of the full Board (in which Directors who are parties may participate).

ARTICLE IX Ethics and Financial Disclosure

Section 1. Ethical Duties Generally. It is the duty of each Director and Officer to fully comply with the Government-in-the-Sunshine Law set forth in Section 286, et seq., Florida Statutes, the Public Records Law set forth in Section 119, et seq., Florida Statutes, and to the extent it applies, the Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.

Section 2. Procedure for Filing and Handling Complaint. Any allegation of violation of any provision of this Article IX shall be referred to the President of the Corporation or such other person as the University President shall designate. The President of the Corporation, or such other person as may be designated by the University President, shall be responsible for undertaking an initial investigation of the factual and legal basis for the complaint. The President of the Corporation, or such other person designated by the University President, shall make a recommendation to the Chair as to whether sufficient probable cause exists to bring the complaint before the Board for its consideration, and if deemed appropriate as to an appropriate penalty.

Section 3. Conflict of Interest. All actual or potential conflicts of interest involving Directors of the Corporation shall be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy.

Section 4. Penalties. Any Director, Officer, or employee who knowingly violates any provision of this Article IX may be punished by: (a) written reprimand, and/or (b) in the case of a Director or Officer, recommendation that the Board terminate the Director's or Officer's affiliation with the Corporation. Any employee who knowingly violates any provision of this Article IX may be subject to discipline, up to and including termination of employment.

ARTICLE X
Miscellaneous Provisions

Section 1. Contracts for the routine activities of this Corporation shall be signed in the name of the Corporation or in the Corporation's fictitious name, University of Central Florida Applied Research Institute, by the President or such other(s) as the President may authorize in accordance with Article II(3)(a).

Section 2. Public access to the Corporation's records shall be governed by Section 1004.28, Florida Statutes.

The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Third Amended and Restated Bylaws of University of Central Florida Research Foundation, Inc. were approved by no less than a two-thirds (2/3) vote of the entire Board at the meeting held on , 2015:December 8, 2015.

Signature

Date

Kim Smith, Secretary

Legal Approval: