



**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**

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

- |            |                         |               |
|------------|-------------------------|---------------|
| <b>V.</b>  | <b>OTHER BUSINESS</b>   | Chair Martins |
| <b>VI.</b> | <b>CLOSING COMMENTS</b> | 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 1-14-16  
William F. Merck II Date  
Vice President for Administration and Finance  
and Chief Financial Officer



Board of Trustees  
Finance and Facilities Committee Meeting  
President's Boardroom, Millican Hall, 3<sup>rd</sup> 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

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**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.

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**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

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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													
MAIN CAMPUS FTE													
PROJECT LIST 2015 -25		*Fund	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	
Type		YR #1	YR #2	YR #3	YR #4	YR #5	YR #6	YR #7	YR #8	YR #9	YR #10	Net	Gross
Total Estimated Cost (\$M)													
1	ENGINEERING BUILDING I RENOVATION	PECO	\$13,954,277	\$925,000								118,186	130,885
2	MATHEMATICAL SCIENCES BUILDING REMODELING AND RENOVATION	PECO	\$9,422,105	\$700,000								100,289	106,523
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	N/A	N/A
4	LIBRARY RENOVATION PHASE II	PECO/CTTF	\$5,500,000	\$29,500,000	\$5,500,000							222,587	226,506
5	INTERDISCIPLINARY RESEARCH AND INCUBATOR FACILITY	PECO	\$5,924,183	\$35,852,478	\$5,924,183							78,676	118,033
6	UCF VC CLASSROOM BUILDING	PECO	\$7,550,000										7,550,000
7	ARTS COMPLEX PHASE II (PERFORMANCE)	PECO	\$5,000,000	\$40,000,000	\$5,000,000							100,596	150,594
8	MILICAN HALL RENOVATION	PECO		\$349,418	\$6,363,058	\$349,418						87,742	86,680
9	BUSINESS ADMINISTRATION RENOVATION	PECO		\$9,475,843	\$494,001							118,624	121,054
10	CHEMISTRIES RENOVATION	PECO		\$59,843	\$9,815,336	\$59,843						43,265	49,073
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
13	MULTI-PURPOSE RESEARCH AND EDUCATION BUILDING	PECO		\$2,779,189	\$22,235,512	\$2,779,189						47,310	75,384
14	COLLEGE OF NURSING	PECO, C		\$3,476,712	\$27,813,698	\$3,476,712						119,206	170,684
15	PARTNERSHIP IV	PECO	\$2,450,000	\$19,600,000	\$2,450,000							78,294	117,442
16	HOWARD PHILLIPS HALL RENOVATION	PECO			\$6,564,999	\$652,249						86,703	84,649
17	COLBOURN HALL RENOVATION	PECO			\$7,865,978	\$410,075						73,500	83,957
18	PERRELL COMMONS (E AND G SPACE) RENOVATION	PECO			\$6,564,999	\$652,249						86,149	93,860
19	COLLEGE OF SCIENCES BUILDING RENOVATION	PECO				\$317,437	\$2,539,494	\$317,436				49,580	54,644
20	REHEARSAL HALL RENOVATION	PECO				\$48,007	\$384,055	\$48,006				9,522	10,743
21	CLASSROOM BUILDING III	PECO			\$2,400,000	\$19,200,000	\$2,400,000					53,332	79,998
22	FACILITIES BUILDING AT LAKE NONA	P, P			\$600,000	\$4,800,000	\$600,000					13,666	20,799
23	RECYCLING CENTER	PECO			\$2,300,000	\$18,400,000	\$2,300,000					26,666	40,000
24	HUMANITIES AND FINE ARTS II (Phase I)	PECO			\$2,772,353	\$17,060,631	\$2,772,353					86,362	87,543
25	SIMULATION AND TRAINING BUILDING	PECO			\$2,370,336	\$18,410,374	\$2,370,336					39,950	39,954
26	BUSINESS ADMINISTRATION III BUILDING	PECO			\$1,584,327	\$12,307,012	\$1,584,327					41,118	61,677
27	EDUCATION BUILDING II	PECO			\$2,062,318	\$15,994,083	\$2,062,318					51,479	77,219
28	BAND BUILDING	PECO			\$455,045	\$2,800,279	\$455,045					10,024	13,529
29	ARTS COMPLEX PHASE III	PECO			\$1,210,857	\$7,627,447	\$1,210,857					25,447	38,171
30	SOCIAL SCIENCES FACILITY	PECO											0
31	COASTAL BIOLOGY STATION	PECO			\$2,500,000								2,500,000
32	INTERDISCIPLINARY RESEARCH BUILDING II	PECO							\$2,570,336	\$17,330,596	\$2,570,336	40,543	60,852
33	CENTER FOR EMERGING MEDIA BUILD OUT	PECO										16,544	24,836
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	PEGASUS 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
39	PARTNERSHIP CAMPUS	PECO										N/A	N/A
40	CAPITAL IMPROVEMENT RESERVE	PECO										N/A	N/A
41	SUSTAINABILITY CENTER (Phase I)	PECO, C										5,000	7,500
42	CIVIL AND ENVIRONMENTAL ENGINEERING	PECO, C								\$5,000,000		50,000	75,000
43	SUSTAINABILITY CENTER (Phase II)	PECO, C	\$1,160,667	\$14,508,333	\$1,741,000	\$5,000,000						5,000	7,500
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
47	SPECIAL PURPOSE HOUSING II	P, B	\$8,000,000									21,333	32,000
48	PARKING DECKS	P, B	\$17,000,000									112,000	168,000
49	GRADUATE HOUSING	P, B	\$50,000,000									100,000	150,000
50	REFINANCE UCF FOUNDATION PROPERTIES	P, B	\$37,410,000									288,167	432,250
51	STUDENT HOUSING	P, B	\$50,000,000									149,333	224,000
52	GARAGE EXPANSION	P, B	\$5,000,000									33,891	50,837
53	CLASSROOM AND LAB BUILDING, LAKE NONA	P, B	\$23,475,601									60,976	91,464
54	FACILITIES BUILDING AT LAKE NONA	P, B	\$6,000,000									13,666	20,799
55	EXPO CENTER HOUSING	P, B	\$16,000,000									103,000	160,000
56	REGIONAL CAMPUSES MULTI-PURPOSE BUILDINGS	P, B	\$28,000,000									40,000	60,000
57	PARTNERSHIP GARAGE	P, B	\$7,000,000									994,901	7,000,000
58	PARKING DECK (ATHLETIC COMPLEX)	P, B	\$5,000,000									112,000	168,000
59	BASEBALL STADIUM EXPANSION PHASE II	P, B	\$4,500,000									3,800	5,700
60	BASKETBALL 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									N/A	N/A
62	WAYNE DENSCHE SPORTS CENTER EXPANSION AND RENOVATION	P, B	\$1,000,000									12,000	18,000
63	TENNIS COMPLEX PHASE I	P, B	\$1,400,000									4,980	7,470
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									N/A	N/A
73	BRIGHTHOUSE NETWORKS STADIUM TOWER EXPANSION	P, B	\$5,000,000									14,225	21,337
74	TRACK AND SOCCER CLUBHOUSE	P, B	\$850,000									2,800	4,200
75	SOFTBALL PRACTICE FIELD	P, B	\$250,000									N/A	N/A
76	ATHLETICS PRACTICE FIELD	P, B	\$500,000									N/A	N/A
77	WOMENS COMPETITION AND PRACTICE FIELD	P, B	\$2,000,000									N/A	N/A
78	BASKETBALL PRACTICE FIELD	P, B	\$400,000									N/A	N/A
79	BASKETBALL PRACTICE FACILITY	P, B	\$12,000,000									32,000	48,000
80	RECREATION AND WELLNESS CENTER PHASE III	P, B	\$20,000,000									5,200	7,800
81	LIFE SCIENCES INCUBATOR, LAKE NONA	P, B	\$30,000,000									36,667	55,000
82	EAST ATHLETICS CENTER	P, B	\$15,000,000									11,706	17,559
83	CARACOL to BELL	C		\$350,000								49,570	72,853
84	BURNETT BIO-MEDICAL SCIENCE CENTER INFRASTRUCTURE	C		\$7,500,000	\$75,000							6,271	9,407
85	ORLANDO REPERTORY THEATRE III RENOVATIONS	C	\$75,000	\$75,000	\$75,000							8,000	12,000
86	RESEARCH LAB, LAKE NONA	C, P, B	\$6,412,845	\$97,268,758	\$9,180,000							132,018	198,027
87	FOOD RETAIL VENUE	O		\$2,500,000									2,500,000
88	HOTEL AND CONFERENCE CENTER	P	\$60,000,000									190,000	250,000
89	PARKING GARAGE VI	B		\$20,000,000								242,667	364,000
90	LIBRARY EXPANSION	CTTF, P	\$44,114,399	\$40,471,926	\$40,471,926							109,703	164,554
91	LAKE CLARE RENOVATION	CTTF		\$3,000,000								10,000	15,000
92	CREATIVE SCHOOL FOR CHILDREN	CTTF	\$6,000,000									25,000	37,500
93	STUDENT UNION II (Phase I)	CTTF	\$14,000,000									37,800	56,700
94	STUDENT UNION II (Phase II)	CTTF	\$6,000,000									17,000	25,500
95	STUDENT UNION II (Phase III)	CTTF	\$21,000,000									60,000	90,000
96	RAW PARK PHASE IV	CTTF	\$5,000,000									32,000	52,000
TOTAL												New Campus Sq. Ft.	
												Off Campus Sq. Ft.	

Funding sources denote probable building completion year

Projects in green denote projects planned off-campus.

Projects in blue denote renovation and/or remodeling projects

\*Fund Types:

PECO (Public Education Capital Outlay), C (Courtis), P (Private),

B (Bond), CTTF (Capital Improvement Trust Fund), O (Other)



Attachment D

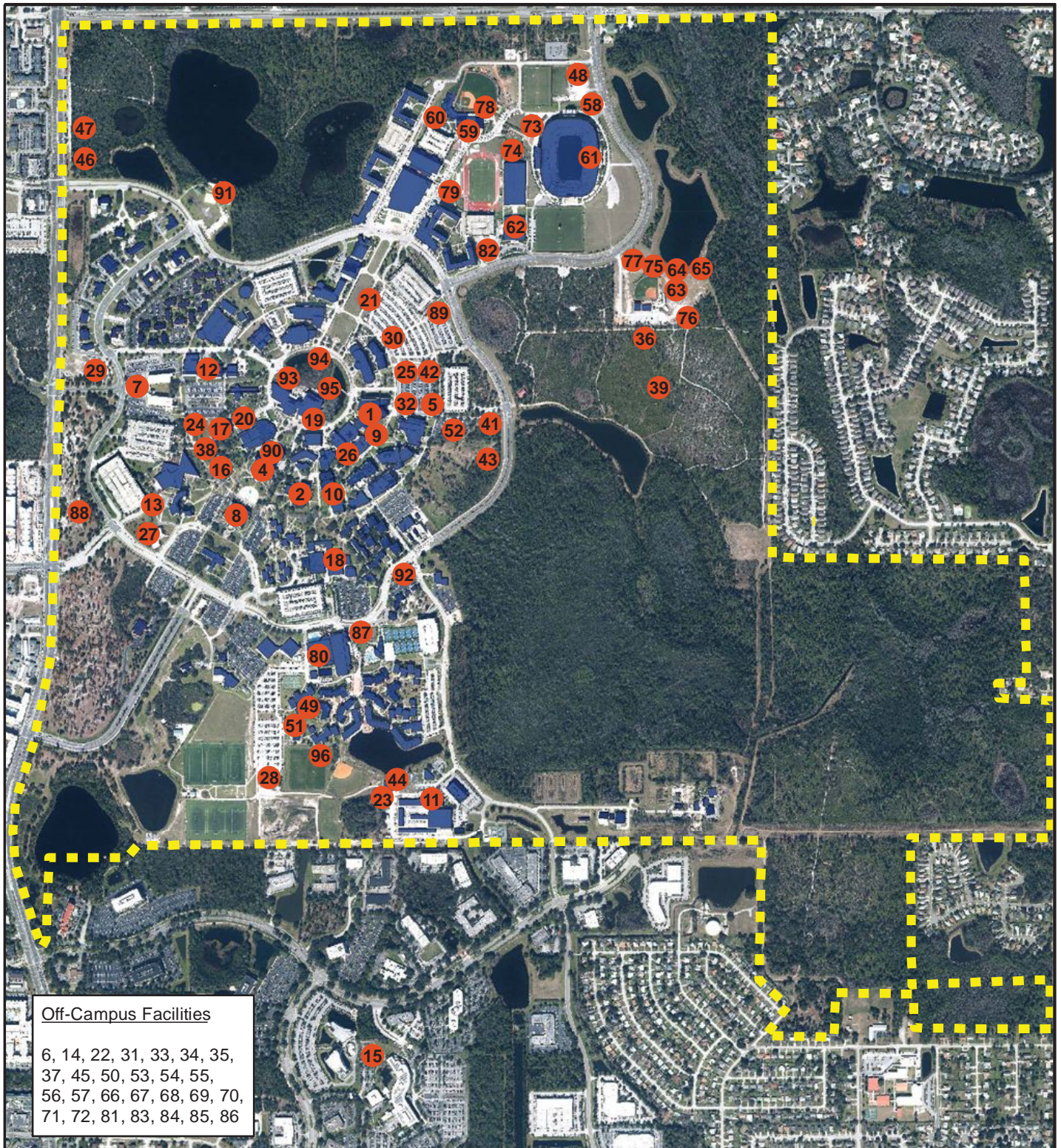


Figure 3-1

# Urban Design and Capital Improvements

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



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

## Legend

- 2015 Capital Improvements List Item
- Existing Buildings
- Boundary

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





Attachment E

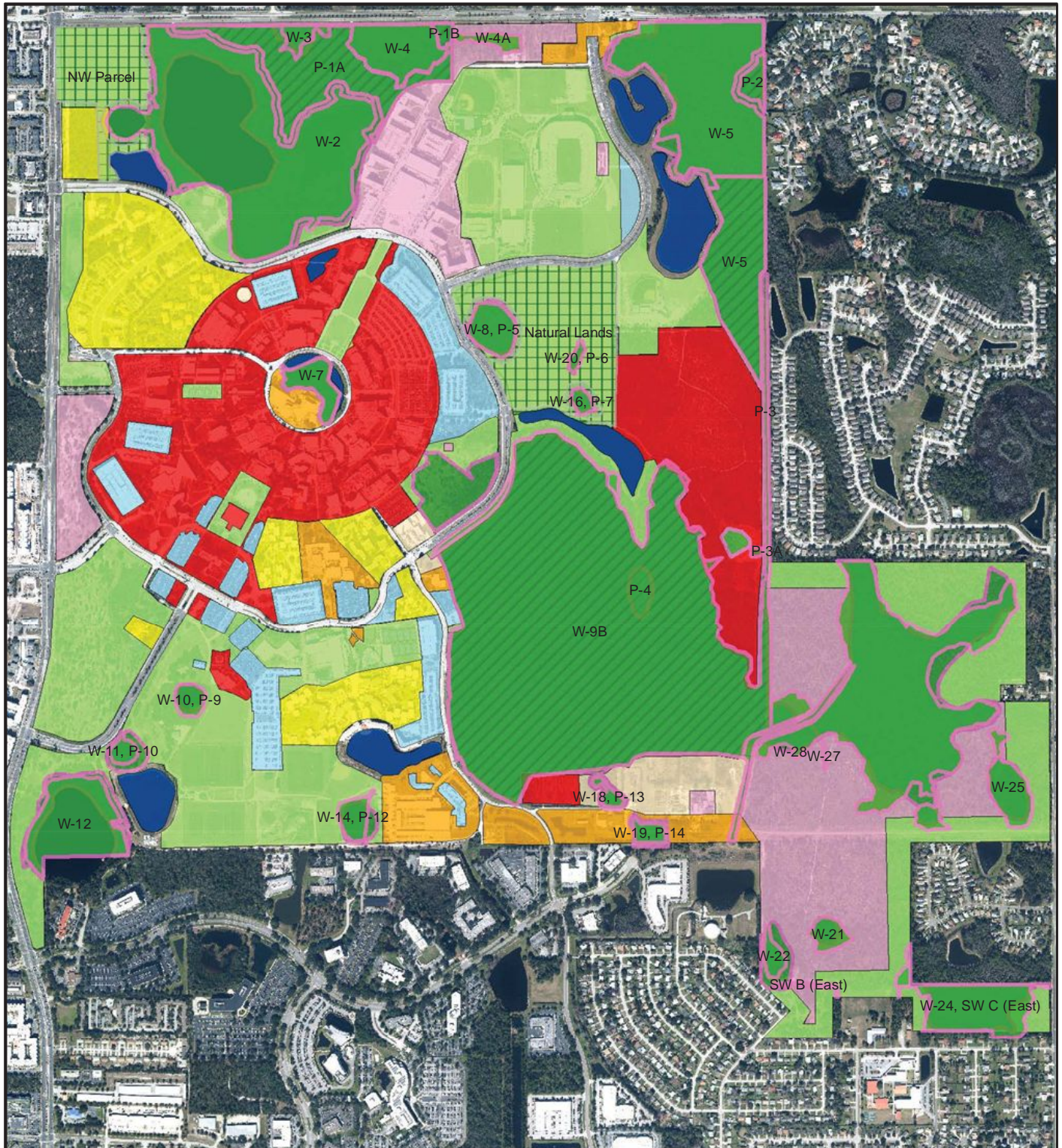


Figure 4-1

**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

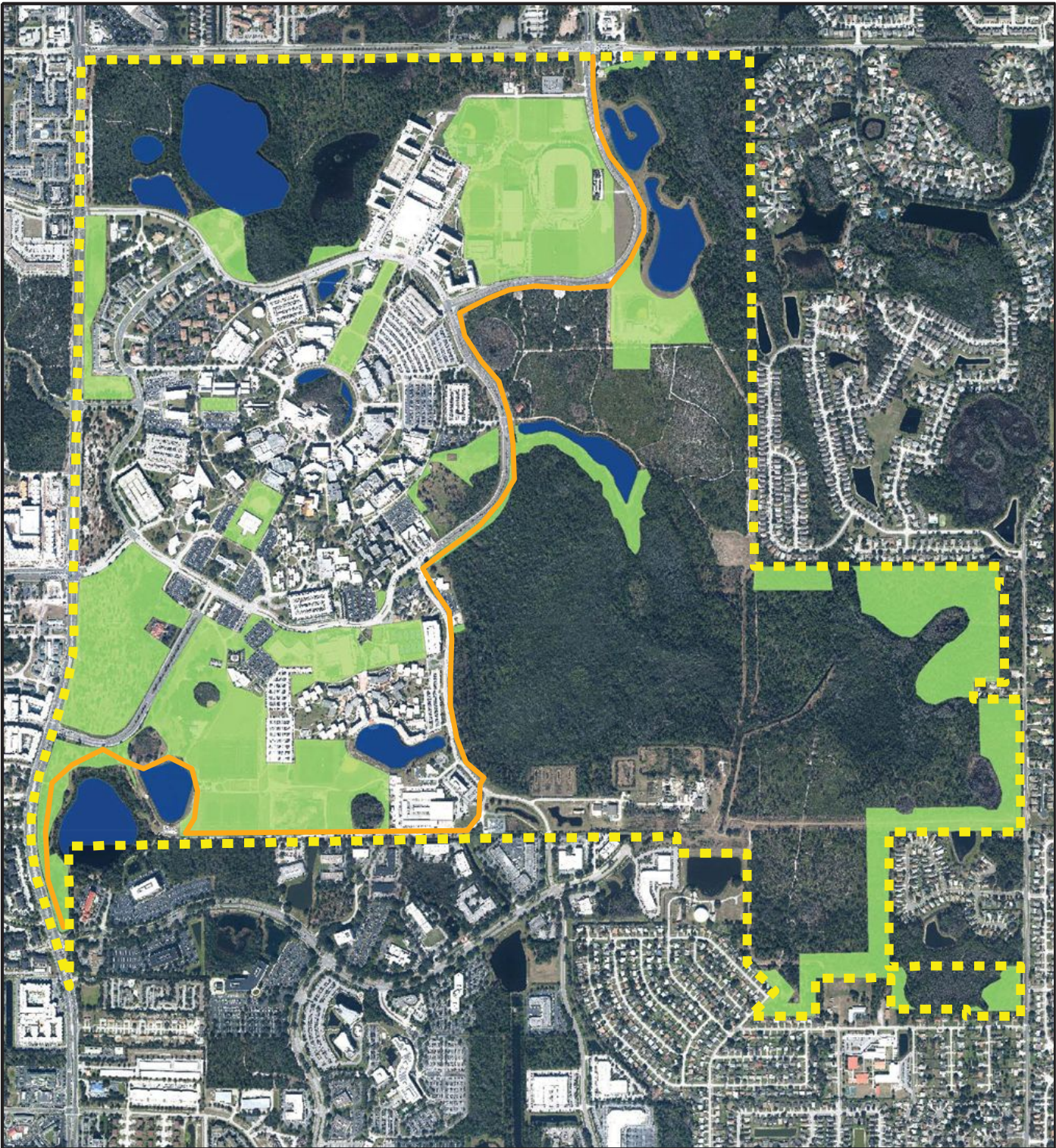


Figure 8-1

# 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

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**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.

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**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<sup>a</sup> 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: