

MINUTES OF THE EXECUTIVE COMMITTEE OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

In Open Session

Members of the Executive Committee of the University of Louisville Foundation, Inc., met at 1:11 p.m., on December 17, 2013, in the Jefferson Room, Grawemeyer Hall, Belknap Campus, with members present and absent as follows:

Present: Ms. Joyce Hagen, Vice Chair
Dr. James R. Ramsey, President, *ex officio*
Mr. Frank Weisberg

Absent: Ms. Debbie Scoppechio, Chair
Mr. Junior Bridgeman

Legal
counsel: Mr. David Saffer, Stites & Harbison

From the
Foundation: Dr. Shirley Willihnganz, Vice President
Mr. Jason Tomlinson, Assistant Treasurer
Mrs. Kathleen Smith, Assistant Secretary
Dr. Salem George
Mr. Ed Glasscock
Ms. Margaret Handmaker
Mr. Frank Minnifield
Dr. Jody Prather
Dr. William Selvidge

From the
University: Dr. David Dunn, Executive Vice President for Health Affairs
Dr. William Pierce, Executive Vice President for Research and Innovation
Mr. Keith Inman, Vice President for University Advancement
Mr. Mike Kramer, Director of Investment and Financial Management
Ms. Anne Rademaker, Dir. Of General Reporting and University Accounting
Ms. Susan Magness, Assistant Controller
Mr. Justin Ruhl, Foundation Accounting Supervisor
Mr. Mark Hebert, Director of Media Relations
Ms. Susan Howarth, Assoc. Vice President for Finance and Budget Affairs
Mr. Jake Beamer, Boards Liaison

I. Call to Order

Having determined a quorum present, Vice Chair Hagen called the meeting to order at 1:11 p.m.

Approval of Minutes, August 6, 2013

Dr. Ramsey made a motion, which Mr. Weisberg seconded, to approve the minutes of August 6, 2013. The motion passed.

II. **Action Item: Approval of Resolution regarding Loan to CCG**

Mr. Saffer explained the conditions of the resolution and fielded questions from board members. Dr. Ramsey made a motion, which Mr. Weisberg seconded, to approve the following resolution:

WHEREAS, the Managers (each a “Manager” and collectively, the “Managers”) of CCG-Louisville, LLC, a Kentucky limited liability company (“CCG-Louisville”), and wholly-owned subsidiary of the University of Louisville Foundation, Inc., a Kentucky non-profit corporation (the “Foundation”), are presently negotiating the terms and conditions under which CCG-Louisville would enter into an agreement to purchase certain real property and other assets known as the “Cardinal Club Golf Club**” all located at 401 Champions Way, Simpsonville, Kentucky (the “Property”) from Champions Way, LLC, a Kentucky limited liability company (the “Seller”), and accept a gift from Seller, by executing and delivering an Asset Purchase and Gift Agreement, by and among CCG-Louisville, the Seller and Chester W. Musselman (the “Purchase Agreement”);**

WHEREAS, the Managers currently estimate that CCG-Louisville will be able to purchase the Property from the Seller (the “Purchase”) for a purchase price of approximately Three Million Five Hundred Thousand and No/100 Dollars (\$3,500,000.00) plus the cost of certain inventory of the Seller (collectively, the “Purchase Price”);

WHEREAS, the Managers estimate that CCG-Louisville will require working capital to make certain improvements to and operate the Property (the “Working Capital”);

WHEREAS, the Managers of CCG-Louisville have requested that the Foundation make a loan (the “Loan”) to CCG-Louisville in an amount not to exceed \$4,000,000.00, which Loan will be (i) used by CCG-Louisville to pay the Purchase Price and provide for the necessary Working Capital and (ii) evidenced by a promissory note requiring CCG-Louisville to repay the Loan over a thirty (30) year period at two percent (2%) interest, in annual installments of principal and interest beginning December 1, 2018, which is callable by the Foundation, in its sole and absolute discretion, on December 6, 2028, and at any time thereafter;

WHEREAS, the Executive Committee, on behalf of the Board of Directors of the Foundation deems it to be in the best interest of the Foundation to make the Loan to CCG-Louisville.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Committee, on behalf of the Board of Directors of the Foundation hereby authorizes the officers (each an “Authorized Officer” and collectively, the “Authorized Officers”) of the Foundation, acting together or individually, to execute and deliver any and all documents required to make the Loan to CCG-Louisville (the “Loan Transaction”), including, without limitation, loan agreements, promissory notes, certificates and all other documents, instruments and certificates as any such Authorized Officer shall, in their sole discretion, deem necessary, convenient or desirable to evidence the Loan Transaction (collectively, the “Loan Documents”), in such form and with such changes, additions, deletions and/or amendments to the Loan Documents as may be approved by any such Authorized Officer, such approval to be conclusively evidenced by the execution thereof by such Authorized Officer, and when so executed, such Loan Documents, as modified or amended, shall be binding and enforceable against the Foundation;

FURTHER, RESOLVED, that any and all Loan Documents previously or hereafter executed and delivered on behalf of the Foundation in connection with the Loan Transaction and pursuant to the foregoing resolutions shall be deemed to be the act and deed of the Foundation and shall be binding and enforceable against the Foundation in all respects;

FURTHER, RESOLVED, that any and all documents or instruments previously or hereafter executed and delivered on behalf of the Foundation in connection with the formation of CCG-Louisville shall be deemed to be the act and deed of the Foundation and shall be binding and enforceable against the Foundation in all respects;

FURTHER RESOLVED, that the Executive Committee, on behalf of the Board of Directors of the Foundation, hereby authorizes the Authorized Officers, acting together or individually, to execute and deliver any further amendments, modifications, renewals or supplements of or to any of the foregoing agreements, documents or instruments as may be approved by any such Authorized Officer, such approval to be conclusively evidenced by the execution thereof by such Authorized Officer, and when so executed, shall be binding and enforceable against the Foundation; and

FURTHER RESOLVED, that all actions taken previously or hereafter by the officers of the Foundation, with respect to the formation of CCG-Louisville and the preparation, execution and delivery of the Loan

Documents, and all other actions taken in connection with the Loan Transaction referred to by the foregoing resolutions be, and they hereby are, in all respects, approved, ratified and confirmed.

The motion passed.

III. Adjournment

Mr. Weisberg made a motion, which Dr. Ramsey seconded, to adjourn the meeting at 1:29 p.m.

The motion passed.

Approved by:

Signature on File _____
Asst. Secretary