

BOARD OF DIRECTORS  
ULH, INC.

12 Noon, October 28, 2010  
Jefferson Room, Grawemeyer Hall

Open Session Agenda

			Tab
I.	Convene meeting	Porter	
II.	Consent Agenda	Porter	
	• Approval of Minutes, March 8, 2010		1
	<u>From the Audit Committee</u>		
	• Action Item: Approval of the Audited Financial Statements FY 2010		2
III.	Report of Nominating Committee	Ramsey	3*
IV.	Action Item: Approval of Signature Authority	Ramsey	4
V.	Report of the President		
	• Presentation on Housing		
	○ Masterson's		
	○ Other		
VI.	Adjournment		

\*Under Separate Cover

MINUTES OF THE REGULAR MEETING OF THE ULH, INC., BOARD OF DIRECTORS

In Open Session

Members of the ULH, Inc., Board of Directors met on Monday, March 8, 2010, at 12 Noon  
In the Mary Bingham Room, Chancey Center, Belknap Campus, University of Louisville, with  
members present and absent as follows:

Present: Mr. J. Chester Porter, Chairman  
Mr. Burt Deutsch  
Mr. Owsley Frazier  
Dr. Salem George  
Dr. James Ramsey  
Mr. Eddy Roberts  
Mr. Robert W Rounsavall, III  
Dr. William Selvidge  
Mr. Frank Weisberg

Absent: Mr. Kevin Cogan  
Mr. Owsley Frazier  
Ms. Joyce Hagen  
Mr. Harry Jones  
Mr. Sam Rechter  
Vacant At Large Director (Abrams)  
Mr. William Wilcox

Foundation Legal

Counsel: Mr. Kennedy Helm, Stites & Harbison

Guests: Mr. Steve Gailar, Metacyte  
Mr. Bob Gunnell, Peritus Publications

From the

University: Dr. Shirley Willihnganz, Executive Vice President and Provost  
Dr. Larry Cook, EVP Health Affairs  
Dr. William Pierce, Interim Executive Vice President for Research  
Mr. Mike Curtin, Vice President for Finance  
Mr. Keith Inman, VP University Advancement  
Mr. Larry Owsley, Vice President for Business Affairs  
Mr. Joe Gahlinger, Controller's Office  
Mrs. Kathleen Smith, Assistant Secretary  
Mrs. Debbie Dougherty, Board Liaison

I. Convene meeting

Having determined a quorum present, Chair Porter called the meeting to order at 12 Noon.

II. Approval of Minutes, September 4, 2009

Mr. Deutsch made a motion, which Mr. Roberts seconded, to approve the minutes of September 4, 2009. The motion passed.

III. Report of Nominating Committee

President Ramsey reported the Nominating Committee, comprised of Mr. Frank Weisberg, Mr. Burt Deutsch and President Ramsey, met. The Nominating Committee recommends the appointment of Margaret Handmaker as community at large director to fill the unexpired term, ending June 30, 2012, vacated by Marie Abrams, who was recently appointed by the Governor to serve as a trustee. Mr. Roberts seconded the nomination. The motion passed.

IV. Action Item: Authorization of Audit Committee and Resolution to Amend By-laws

President Ramsey reported with recent changes in the IRS Code, any governing board of a non-for-profit corporation must review the corporation's submission of its 990. Also, for a while, the Finance Committee has been carrying out the functions of an audit committee, but it is best practices to have separate committees. The establishment of an audit committee allows the proposed delegated (above) functions to be carried out for the Board. Mr. Deutsch made a motion, which Mr. Rounsavall seconded, to approve the following recommendation:

**In order to establish an audit committee of the Board of Directors, the Chair recommends that the Board adopt the Amendment to the By-Laws that is attached hereto. The scope of the Audit Committee, as set forth in the Amendment, is as follows:**

- **Approve annual audited financial statements**
- **Approve the annual IRS Form 990 Submission**
- **Monitor the annual completion of board members' conflict of interest statements**
- **Meet annually with the external auditors**

**RESOLUTIONS:**

**RESOLVED, that the Board of Directors hereby adopts the Amendment to the By-Laws of the Corporation attached hereto.**

**FURTHER RESOLVED, that individuals are hereby appointed as the initial members of the Audit Committee to serve until their successors are appointed or until they shall resign or shall be removed with or without cause by the Board of Directors.**

**FURTHER RESOLVED, that the Corporation's officers be, and they hereby are, authorized and directed to take all steps and do all things that they may deem necessary, desirable or appropriate to carry out the aforesaid resolutions.**

## AMENDMENT TO THE BY-LAWS OF ULH, INC.

The By-Laws of ULH, Inc. are hereby amended as follows:

1. A new Section 4.5 is hereby added to Article IV of the By-Laws, and shall read in its entirety as follows:

**“Section 4.5 Audit Committee.**

**There shall be an Audit Committee which shall be composed of the members of the Audit Committee of the Board of Directors of the University of Louisville Foundation, Inc. The member of the Audit Committee whom is a member by virtue of serving as the Chairman of the Committee on Finance of the University of Louisville Foundation, Inc. shall serve ex officio. The Audit Committee shall be responsible for, and shall have and may exercise all of the authority of the Board in, reviewing and approving the annual financial audit of the Corporation and the Corporation’s annual Form 990, Return of Organization Exempt from Income Tax. The Audit Committee shall also have general supervision over conflict of interest compliance. The Audit Committee shall meet at least once annually with the Corporation’s external auditor to review the Corporation’s annual Form 990, Return of Organization Exempt from Income Tax.”**

The motion passed.

V. Adjournment

Mr. Roberts made a motion, which Dr. George seconded, to adjourn the meeting at 12:10 p.m. The motion passed.

RECOMMENDATION TO THE ULH, INC., BOARD OF DIRECTORS  
CONCERNING THE AUDITED FINANCIAL STATEMENTS FOR YEAR ENDING  
JUNE 30, 2010 AND INDEPENDENT AUDITOR'S REPORT

Audit Committee – October 28, 2010  
Board of Directors – October 28, 2010

RECOMMENDATION:

The President recommends that the Board of Directors approve the attached audited financial statements for the period ending June 30, 2010 and Independent Auditor's Report as presented by BKD.

Committee Action:

Passed: \_\_\_\_\_  
Did Not Pass: \_\_\_\_\_  
Other: \_\_\_\_\_  
Date: \_\_\_\_\_

\_\_\_\_\_  
Assistant Secretary

Board Action:

Passed: \_\_\_\_\_  
Did Not Pass: \_\_\_\_\_  
Other: \_\_\_\_\_  
Date: \_\_\_\_\_

\_\_\_\_\_  
Assistant Secretary

**ULH, Inc.**

**Accountants' Report and Financial Statements**

**June 30, 2010 and 2009**

# ULH, Inc.

## **Table of Contents:**

	Page
Independent Accountants' Report.....	1
Statements of Financial Position.....	2
Statements of Activities.....	3
Statements of Cash Flows.....	4
Notes to Financial Statements.....	5

## Independent Accountants' Report

Board of Directors  
ULH, Inc.  
Louisville, Kentucky

We have audited the accompanying statements of financial position of ULH, Inc. (ULH) as of June 30, 2010 and 2009, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of ULH's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ULH as of June 30, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

BKD, LLP

September 27, 2010

ULH, Inc.

Statements of Financial Position

June 30, 2010 and 2009

(In Thousands)

	<u>2010</u>	<u>2009</u>
<b>ASSETS</b>		
Cash	\$ 770	\$ 625
Accounts receivable, less allowance for doubtful accounts of \$14 in 2010 and \$6 in 2009	293	309
Restricted investments	5,557	5,570
Prepaid expenses and other	1,179	1,495
Capital assets, net	<u>42,237</u>	<u>43,582</u>
Total assets	<u>\$ 50,036</u>	<u>\$ 51,581</u>
 <b>LIABILITIES AND DEFICIENCY IN NET ASSETS</b>		
Liabilities		
Accounts payable and accrued liabilities	\$ 2,909	\$ 3,120
Other liabilities	337	538
Bonds payable	<u>51,558</u>	<u>52,128</u>
Total liabilities	54,804	55,786
Deficiency in net assets	<u>(4,768)</u>	<u>(4,205)</u>
Total liabilities and deficiency in net assets	<u>\$ 50,036</u>	<u>\$ 51,581</u>

See notes to the financial statements

**ULH, Inc.**

**Statements of Activities**

**Years Ended June 30, 2010 and 2009**

**(In Thousands)**

	<u>2010</u>	<u>2009</u>
<b>REVENUES</b>		
Residence hall income	\$ 6,599	\$ 6,353
Other revenue	843	955
Total revenues	<u>7,442</u>	<u>7,308</u>
<b>OPERATING EXPENSES</b>		
Residence hall operations (including depreciation)	6,198	5,461
General and administrative	555	908
Total operating expenses	<u>6,753</u>	<u>6,369</u>
<b>Operating income</b>	<u>689</u>	<u>939</u>
<b>NONOPERATING (EXPENSES)/REVENUES</b>		
Interest expense	(1,475)	(1,493)
Other nonoperating expense	(67)	(52)
Transfers from University of Louisville Foundation, Inc.	290	150
Total nonoperating expenses	<u>(1,252)</u>	<u>(1,395)</u>
<b>Change in net assets</b>	(563)	(456)
<b>Deficiency in net assets at beginning of year</b>	<u>(4,205)</u>	<u>(3,749)</u>
<b>Deficiency in net assets at end of year</b>	<u>\$ (4,768)</u>	<u>\$ (4,205)</u>

See notes to the financial statements

**ULH, Inc.**

**Statements of Cash Flows**

**Years Ended June 30, 2010 and 2009**

**(In Thousands)**

	<b>2010</b>	<b>2009</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Change in net assets	\$ (563)	\$ (456)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization expense	1,814	1,858
Loss on bond defeasance	921	-
Loss on disposals of capital assets	5	4
Change in assets and liabilities:		
Accounts receivable	16	(68)
Prepaid expenses and other	4	25
Accounts payable and accrued liabilities	(211)	322
Other liabilities	(201)	95
Net cash provided by operating activities	1,785	1,780
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of investments	(43,218)	(37,354)
Sales of investments	43,231	36,807
Purchase of capital assets	(431)	(403)
Net cash used in investing activities	(418)	(950)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net proceeds from issuance of bonds payable	35,844	-
Principal payments of bonds payable	(36,395)	(765)
Payment of bond issue costs	(671)	-
Net cash used in financing activities	(1,222)	(765)
Net increase in cash	145	65
Cash at beginning of year	625	560
Cash at end of year	\$ 770	\$ 625
Supplemental information:		
Cash paid for interest	\$ 1,123	\$ 1,508

See notes to the financial statements

# ULH, Inc.

## Notes to Financial Statements

June 30, 2010 and 2009

1. Organization and Summary of Significant Accounting Policies

a. Organization

ULH, Inc. (ULH) (a Kentucky not-for-profit corporation) is affiliated with the University of Louisville Foundation, Inc. (Foundation) through a common board of directors and certain common management.

ULH's purpose is to (a) lease and/or acquire and operate university housing projects and issue revenue bonds for university housing, and (b) receive and dispose of or retain gifts of real estate independent of the Foundation.

b. Cash

The financial institutions holding ULH's cash accounts are participating in the Federal Deposit Insurance Corporation's (FDIC) Transaction Account Guarantee Program. Under that program, through December 31, 2010, all noninterest-bearing transaction accounts are fully guaranteed by the FDIC for the entire amount in the account. Effective December 31, 2010 through December 31, 2012, deposits held in all noninterest-bearing transaction accounts will be fully insured, regardless of the amount in the account, at all FDIC-insured institutions.

c. Accounts Receivable

Accounts receivable consists of rental charges to tenants and other organizations that have functions hosted at a property. Accounts receivable is recorded net of estimated uncollectible amounts.

d. Investments

Investments consist of money market accounts, agency securities and a guaranteed investment contract. The investments are stated at fair market value, with the exception of the guaranteed investment contract, which is stated at cost, which approximates estimated market value.

These investments are restricted by bond indenture for payment of debt service, and repairs and replacement.

e. Capital Assets

Capital assets are stated at cost or estimated market value at date of receipt from donors. The provision for depreciation is calculated using the straight-line method based on the estimated useful lives of the assets.

ULH capitalizes interest costs as a component of construction in progress, based on interest costs of borrowing specifically for the project, net of interest earned on investments acquired with the proceeds of the borrowing. During the years ended June 30, 2010 and 2009, ULH did not capitalize any interest.

f. Tax Status

ULH has received a favorable determination letter from the Internal Revenue Service exempting it from federal income taxes under §501(c)(3) of the Internal Revenue Code and a similar provision of state law. However, ULH is subject to federal income tax on any unrelated business taxable income.

ULH files tax returns in the U.S. federal jurisdiction. With a few exceptions, ULH is no longer subject to U.S. federal examination by tax authorities prior to fiscal year 2007.

g. Uncertain Tax Positions

Financial Accounting Standards Board (FASB) issued ASC Topic 740 – Income Taxes (Topic 740), which clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken, or expected to be taken in a tax return. ULH adopted Topic 740 on July 1, 2009. The adoption of Topic 740 did not result in an adjustment to the financial statements.

h. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

i. Functional Allocation of Expenses

The costs of supporting the residence hall operations have been summarized on a functional basis in the statements of activities. Certain costs have been allocated among the residence hall operations and general and administrative categories based on actual expenses and other methods.

j. Subsequent Events

Subsequent events have been evaluated through September 27, 2010, which is the date the financial statements were available to be issued.

k. Reclassifications

Certain reclassifications have been made to the 2009 financial statements to conform to the 2010 financial statement presentation. These reclassifications had no effect on the change in net assets.

## 2. Investments and Investment Return

Investments at June 30, 2010 and 2009 consisted of the following (in thousands):

	<u>2010</u>	<u>2009</u>
U.S. treasury money market	\$ 1,681	\$ 2,736
Money market mutual funds	2,609	-
U.S. agency obligations	309	1,682
Guaranteed investment contracts	958	1,152
	<u>\$ 5,557</u>	<u>\$ 5,570</u>

Total investment return is comprised of the following, and is included in other revenue in the statement of activities for the years ended June 20, 2010 and 2009 (in thousands):

	<u>2010</u>	<u>2009</u>
Interest and dividend income	\$ 157	\$ 180

## 3. Disclosures about Fair Value of Assets

ASC Topic 20, Fair Value Measurements (Topic 820) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

**Level 1** Quoted prices in active markets for identical assets or liabilities

**Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

**Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the inputs and valuation methodologies used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying statements of financial position, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy.

### Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include U.S. Treasury money market accounts and money market mutual funds. If quoted market prices are not available, then fair values are estimated by a third party pricing service using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include U.S.

agency obligations. The Level 2 securities are based on quoted market prices of similar securities within an active market. ULH does not have any Level 3 securities

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying statements of financial position measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2010 and 2009 (in thousands):

	<b>2010</b>		
	<b>Fair Value</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>
Investments			
U.S. Treasury money market	\$ 1,681	\$ 1,681	
Money market mutual funds	2,609	2,609	
U.S. agency obligations	309	-	\$ 309
	<b>2009</b>		
	<b>Fair Value</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>
Investments			
U.S. Treasury money market	\$ 2,736	\$ 2,736	
U.S. agency obligations	1,682	-	\$ 1,682

#### 4. Capital Assets

Capital assets as of June 30, 2010 and 2009 are as follows (in thousands):

	<b>2010</b>	<b>2009</b>
Residence halls:		
Buildings	\$ 50,734	\$ 50,629
Furniture and fixtures	3,586	3,460
Construction in process	211	83
Accumulated depreciation	(12,294)	(10,590)
Total - net	<u>\$ 42,237</u>	<u>\$ 43,582</u>

Pursuant to a lease agreement, ULH agreed to pay the University of Louisville annual ground rental equal to available excess cash flow, as defined in the agreement. For the years ended June 30, 2010 and 2009, ULH recognized ground rental expense of approximately \$555,000 and \$908,000, respectively. At June 30, 2010 and 2009, the amount outstanding to the University of Louisville

related to the ground leases was approximately \$785,000 and \$928,000, respectively, and is included in accounts payable and accrued liabilities in the statements of financial position.

5. Bonds Payable

Bonds payable consist of the following at June 30, 2010 and 2009 (in thousands):

	<u>Description</u>	<u>Year of Maturity</u>	<u>2010</u>	<u>2009</u>
Series 2001A (non taxable)	Variable rate demand bonds with principal payments of \$115 to \$2,935 are due annually beginning 9/1/02 through maturity, and interest is due monthly at variable rates up to 12%	N/A		\$ 22,295
Series 2002A (non taxable)	Variable rate demand bonds with principal payments of \$25 to \$985 are due annually beginning 7/1/05 through maturity, and interest is due monthly at variable rates up to 12%	N/A		13,835
Series 2005A (non taxable)	Principal payments of \$270 to \$1,060 are due annually beginning 6/1/16 through maturity, and interest is due monthly at fixed rates from 4% to 5%.	Ranging from 2016 to 2035	\$ 13,815	13,910
Series 2005B (taxable)	Principal payments of \$170 to \$390 are due annually beginning 6/1/07 through maturity, and interest is due monthly at a fixed rate of 4.91%.	2016	1,650	1,820
Series 2009A (non taxable)	Principal payments of \$305 to \$2,610 are due annually beginning 10/01/10 through maturity, and interest is due semi-annually at fixed rates from 2% to 4.5%.	Ranging from 2011 to 2033	13,660	-
Series 2010A (non taxable)	Principal payments of \$765 to \$2,815 are due annually beginning 10/1/10 through maturity, and interest is due semi-annually at a fixed rates from 2.0% to 4.4%	Ranging from 2011 to 2030	22,020	-
Total bonds payable			<u>51,145</u>	<u>51,860</u>
Plus unamortized premium			413	268
Bonds payable, net			<u>\$ 51,558</u>	<u>\$ 52,128</u>

The outstanding debt of ULH is secured by mortgages on the respective properties and is guaranteed by the Foundation. Amounts payable under the guaranty are limited as follows (in thousands):

<u>Residence Hall</u>	<u>Aggregate limit</u>	<u>Annual limit</u>
Bettie Johnson Hall	\$ 32,455	\$ 2,938
Kurz Hall	\$ 21,367	\$ 955
Community Park	\$ 31,308	\$ 1,121

Principal payments on the above obligations will be due in the next five years and thereafter as follows (in thousands):

<u>For the Year Ended June 30,</u>	<u>Principal Due</u>
2011	\$ 1,280
2012	1,370
2013	1,445
2014	1,560
2015	1,665
Thereafter	43,825
Total	<u>\$ 51,145</u>

During the fiscal year ended June 30, 2010, ULH issued Student Housing Industrial Building Refunding Revenue Bonds, Series 2009A and Student Housing Industrial Building Refunding Revenue Bonds, Series 2010A to advance refunding on the outstanding Variable Rate Demand Student Housing Industrial Building Revenue Bonds, Series 2001A and Variable Rate Demand Student Housing Industrial Building Revenue Bonds, Series 2002A. A loss on defeasance of approximately \$921,000 resulted from the advance refunding and is included in residence hall operations expense on the statement of activities for the year ended June 30, 2010.

## 6. Risks and Uncertainties

### a. Current Economic Conditions

The current protracted economic decline continues to present not-for profit organizations with difficult circumstances and challenges, which in some cases have resulted in large declines in the fair value of investments and other assets, constraints on liquidity and difficulty obtaining financing. The financial statements have been prepared using values and information currently available to ULH.

In addition, given the volatility of current economic conditions, the values of assets and liabilities recorded in the financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact ULH's ability to meet debt covenants or maintain sufficient liquidity.

**RESOLUTION  
BOARD OF DIRECTORS  
ULH, INC.**

**October 28, 2010**

**A. CORPORATE SIGNATURE AUTHORITY:**

BE IT RESOLVED, that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to execute contracts on behalf of ULH, Inc.:

<u><b>NAME</b></u>	<u><b>TITLE</b></u>
J. Chester Porter	Chair
Burt Deutsch	Vice Chair
James R. Ramsey	President
Shirley Willihnganz	Executive Vice President
Larry Owsley	Vice President
Joyce Hagen	Treasurer
Michael J. Curtin	Assistant Treasurer
Kathleen M. Smith	Chief of Staff/Assistant Secretary

**B. FINANCE/INVESTMENT SIGNATURE AUTHORITY:**

BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to endorse securities for sale or subscription, purchase or sell securities, and execute any documents incident to the management and administration of investments, such documents to include but not be limited to purchase or sale authorizations or agreements, participation agreements, stock or bond powers and proxies, on behalf of ULH, Inc.;

<u><b>NAME</b></u>	<u><b>TITLE</b></u>
J. Chester Porter	Chair
Burt Deutsch	Vice Chair
James R. Ramsey	President
Shirley Willihnganz	Executive Vice President
Joyce Hagen	Treasurer
Mike Curtin	Assistant Treasurer
Larry Zink	Controller, U of L
Joseph R. Gahlinger	Director of Treasury Management

C. REAL ESTATE TRANSACTIONAL SIGNATURE AUTHORITY:

BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to execute documents pertaining to the receipt, transfer, purchase, sale, lease or other acquisition, disposition or financing transaction related to real property, on behalf of ULH, Inc.:

<u>NAME</u>	<u>TITLE</u>
J. Chester Porter	Chair
Burt Deutsch	Vice Chair
James R. Ramsey	President
Joyce Hagen	Treasurer
Mike Curtin	Assistant Treasurer
Larry L. Owsley	Vice President
Larry Zink	Controller, U of L
Mitchell H. Payne	Associate Vice President for Administration, U of L
Kathleen M. Smith	Chief of Staff/Assistant Secretary

D. CERTIFICATION AUTHORITY:

BE IT FURTHER RESOLVED that the following named individuals in their capacity as officers or employees of ULH, Inc. or employees of the University acting as agents for ULH, Inc. be and hereby are the only officers and agents of ULH, Inc. empowered to certify or authenticate the signatures of a corporate officer and the minutes, resolutions and other records of ULH, Inc., when such action is required of ULH, Inc.:

<u>NAME</u>	<u>TITLE</u>
Eddy Roberts	Secretary
Kathleen Smith	Assistant Secretary

BE IT FURTHER RESOLVED that this resolution shall and does supercede any and all previous resolutions authorizing such signatures for ULH, Inc.

CERTIFICATE

I certify that I am the duly qualified Assistant Secretary to the Board of Directors of the ULH, Inc., that the foregoing is a true copy of the resolution adopted at the regular meeting of such, which was held the 28<sup>th</sup> day of October , 2010. I further certify that such resolution is still in full force and effect.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Assistant Secretary  
ULH, Inc.

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