

Operating Agreement
Between
California State University
&
University Corporation, San Francisco State

This agreement is made and entered into by and between the Chancellor of the California State University on behalf of the Board of Trustees (CSU) and University Corporation, San Francisco State (Auxiliary). The term of this agreement shall be from July 1, 2014 through June 30, 2019, unless sooner terminated as herein provided.

1. PURPOSE

The purpose of this agreement is to set forth the terms and conditions under which Auxiliary may operate as an auxiliary organization pursuant to Education Code Sections 89900 et seq. and Sections 42400 et seq. of Title 5 of the California Code of Regulations (CCR). In entering this agreement, CSU finds that certain functions important to its mission are more effectively accomplished by the use of an auxiliary organization rather than the usual state procedures.

2. PRIMARY FUNCTION OF THE AUXILIARY

In consideration of receiving recognition as an official auxiliary organization of the CSU, Auxiliary agrees, for the period covered by this agreement, that its primary activity generally can be classified as:

- Research, Workshops, Institutes, Conferences
- Real Property Acquisition / Real Property Development

In carrying out this activity, the Auxiliary engages in the following functions authorized by Section 42500, Title 5, CCR, which are activities essential and integral to the educational mission of the University:

1. Bookstore, food, campus, commercial and other services
2. Administration of loans, scholarships, grants-in-aids, stipends, and related financial assistance
3. Externally funded projects including research, workshops, conferences, and institutes
4. Instructionally related programs and activities, which may include travel study, ancillary course services and training projects
5. Housing
6. Alumni programs
7. Administration of gifts, bequests, devises, endowments, trusts and similar funds
8. Public relations, fundraising, fund management, and similar development programs
9. Acquisition, development, sale, and transfer of real and personal property

including financing transactions related to these activities

Auxiliary further agrees to receive and apply exclusively the funds and properties coming into its possession toward furthering these purposes. Prior to initiating any additional functions, Auxiliary agrees to amend the existing operating agreement and obtain written approval of CSU.

3. CAMPUS OVERSIGHT AND OPERATIONAL REVIEW

The responsibility and authority of the campus president regarding auxiliary organizations is outlined in Title 5 Section 42402, which in part requires that auxiliary organizations operate in conformity with policy of the Board of Trustees and the campus. The campus President has been delegated authority by the CSU Board of Trustees (Standing Orders Section IV) to carry out all necessary functions for the operation of the campus. The operations and activities of Auxiliary under this agreement shall be integrated with campus operations and policies established by the President and shall be overseen by the campus Chief Financial Officer or designee so as to assure compliance with objectives stated in Title 5 Section 42401.

Auxiliary agrees to assist the Chief Financial Officer and his or her designee in carrying out the compliance and operational reviews required by applicable Executive Orders and related policies.

4. OPERATIONAL COMPLIANCE

Auxiliary agrees to maintain and operate its organization in accordance with all applicable laws, regulations and policies promulgated by the Federal Government, the State, Chancellor and Campus on which the Auxiliary operates. Failure of Auxiliary to comply with any term of this agreement may result in the removal, suspension or placing on probation of Auxiliary as an auxiliary organization in good standing. Such action by CSU may involve the limitation or removal of Auxiliary's right to utilize the resources and facilities of Campus (ref. Title 5, CCR, 42406).

5. CONFLICT OF INTEREST

No officer or employee of the CSU shall be appointed or employed by Auxiliary if such appointment or employment would be incompatible, inconsistent or in conflict with his or her duties as a CSU officer or employee.

6. EXPENDITURES AUGMENTING CSU APPROPRIATIONS

With respect to expenditures for public relations or other purposes which would serve to augment appropriations for CSU operations, Auxiliary may expend funds in such amount and for such purposes as are approved by Auxiliary's governing body. Auxiliary shall file, as **Attachment 1** to this Agreement, a statement of Auxiliary's policy on accumulation and use of public relations funds. The statement shall include the policy and procedures for solicitation of funds, the purposes for which the funds may be used, the allowable expenditures and procedures of control.

7. FISCAL AUDITS

Auxiliary agrees to comply with CSU policy and the provisions of Section 42408 of Title 5, CCR regarding fiscal audits. All fiscal audits shall be conducted by auditors meeting the guidelines established the Integrated CSU Administrative Manual (ICSUAM).

The campus Chief Financial Officer shall submit to the Chancellor's Office (see Notices below) the written evaluation of the external audit firm selected by the Auxiliary. This review must be conducted annually and prior to entering into an engagement letter with an external audit firm. If the Auxiliary has not changed auditor and the audit firm was previously subjected to this review only a limited review need be submitted.

9. CHANGE OR MODIFICATION OF CORPORATE STATUS

Auxiliary shall provide notice to the CSU upon any change in Auxiliary's legal, operational or tax status including but not limited to changes in Articles of Incorporation, bylaws, tax status, bankruptcy, dissolution or change in name.

10. FAIR EMPLOYMENT PRACTICES

In the performance of this agreement, and in accordance with Government Code 12900 et. seq., Auxiliary shall not deny employment opportunities to any person on the basis of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age, or sexual orientation or veteran's status. Auxiliary shall adopt employment procedures consistent with the policy statement on nondiscrimination and affirmative action in employment adopted by the CSU.

11. DISPOSITION OF ASSETS

Attached hereto as **Attachment 2** is a copy of Auxiliary's Constitution or Articles of Incorporation (as applicable) which establishes that upon dissolution of Auxiliary, the net assets other than trust funds shall be distributed in accord with Section 42600, Title 5, CCR. For the period covered by this agreement, Auxiliary agrees to maintain this provision as part of its Constitution or Articles of Incorporation. In the event Auxiliary should change this provision to make other dispositions possible, this agreement shall terminate as of the date immediately preceding the date such change becomes effective and all net assets shall become the property of CSU.

Alternatively, upon termination or breach of this agreement, CSU, at its sole discretion, may require Auxiliary to transfer all assets in its possession to a successor nonprofit corporation qualifying as an auxiliary organization. This remedy shall be in addition to any other remedies available to CSU upon termination or breach of this agreement.

12. USE OF CAMPUS FACILITIES

Auxiliary may use those facilities identified for its use in a lease agreement executed between Campus and Auxiliary.

Auxiliary may use Campus facilities and resources for research projects and for institutes, workshops, and conferences only when such use does not interfere with the instructional program of Campus and upon the written approval from appropriate Campus administrators with such specific delegated authority. Auxiliary shall reimburse Campus for costs of any such use.

13. DISPOSITION OF NET EARNINGS

Auxiliary agrees to comply with CSU and Campus policy on expenditure of funds including, but not limited to, CSU guidelines for the disposition of revenues in excess of expenses and CSU policies on maintaining appropriate reserves.

14. ACCEPTANCE, ADMINISTRATION, AND USE OF GIFTS

Auxiliary agrees, if authorized to do so in Section 2 above, that it will accept and administer gifts, grants, contracts, scholarships, loan funds, fellowships, bequests, and devises in accordance with policies of CSU and Campus.

A. Delegation of Authority to Accept Gifts

If authorized, Auxiliary may evaluate and accept gifts, bequests and personal property on behalf of CSU. In acting pursuant to this delegation, due diligence shall be performed to ensure that all gifts accepted will aid in carrying out the CSU mission as specified in Education Code Sections 89720 and 66010.4(b).

B. Reporting Standards

Gifts shall be recorded in compliance with the Council for Advancement and Support of Education and California State University reporting standards and shall be reported to the Chancellor's Office on an annual basis in accordance with Section 89720 of the Education Code.

C. Donor Rights

All donors of gifts, bequests and personal property shall be treated openly and fairly in accordance with the "Donor Bill of Rights" found at:
<http://www.calstate.edu/foundation/donor.shtml>.

15. INDEMNIFICATION

Auxiliary agrees to indemnify, defend and save harmless the CSU, its officers, agents, employees and constituent campuses (all of which are hereafter referred to as "CSU") from any and all loss, damage, or liability that may be suffered or incurred by CSU, caused by, arising out of, or in any way connected with the operation of Auxiliary as an auxiliary organization.

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16. INSURANCE

Auxiliary shall maintain insurance protecting the CSU and Campus as provided in this section. CSU's Systemwide Office of Risk Management shall establish minimum insurance requirements for Auxiliaries, based on the insurance requirements described in Technical Letter RM "RM 2011-04" or its successor then in effect. Auxiliary agrees to maintain at least these minimum insurance requirements.

Auxiliary's participation in a coverage program of the California State University Risk Management Authority (CSURMA) shall fully comply with the insurance requirement for each type of required coverage (which may include but not be limited to, general liability, auto liability, directors and officers liability, fiduciary liability, professional liability, employer's liability, pollution liability, workers' compensation, fidelity, property and any other coverage necessary based on Auxiliary's operations). Auxiliary shall ensure that CSU and campus are scheduled as additional insured or loss payee as its interests may appear.

17. NOTICES

All notices required to be given, or which may be given by either party to the other, shall be deemed to have been fully given when made in writing and deposited in the United States mail, certified and postage prepaid and addressed to all parties as provided below.

Notice to Auxiliary shall be addressed as follows:

Jason Porth, Executive Director
University Corporation, San Francisco State
1600 Holloway Avenue, Rm 361
San Francisco, CA 94132

Notice to the CSU shall be addressed to:

Trustees of the California State University
401 Golden Shore
Long Beach, California 90802
Attention: Director, Contract Services & Procurement

Notice to the Campus shall be addressed as follows:

President Leslie E. Wong
San Francisco State University
1600 Holloway Avenue, 5th Flr
San Francisco, CA 94132

IN WITNESS WHEREOF, this agreement has been executed by the parties hereto.

Approved: 6/11/ , 2014 San Francisco State University
By Leslie E. Wong
Leslie E. Wong, President

Executed on: 6/11/ , 2014 University Corporation, San Francisco State
By Jason M Porth
Jason Porth, Executive Director

Executed on: 6/20 , 2014 California State University
Office of the Chancellor
Contract Services and Procurement
By Tom Roberts

Attachment 1

Hospitality Costs

Expenses for hospitality must be directly related to, or associated with, the active conduct of official University/Auxiliary business. Such an activity should promote the University/Auxiliary to the public, usually with the expectation of benefit to SFSU. The occasion must serve a clear University/Auxiliary business purpose, with no personal benefit derived by the official host or other university/campus/auxiliary employees. In addition, the expenditure of funds for hospitality should be cost effective and in accordance with the best use of acquired funds, provided there are no stated restrictions.

When determining whether a hospitality expense is appropriate the approving authority must evaluate the importance of the event in terms of costs that will be incurred, the benefits to be derived from such an expense, the availability of funds, and any alternatives that would be equally effective in accomplishing the desired objectives.

What's included

- Meals (catered or restaurant)
- Refreshments (beverages, hors d'oeuvres, pastries, cookies, etc.,)
- Costs of attending civic, cultural entertainment or sporting events

Official host: employee representing SFSU who hosts a meeting, conference, or event

Official guest: person who renders a service to SFSU, or is present at SFSU meeting, conference or event at the invitation of the person authorized to host the activity

Approving authority/official: typically UCorp project director, or a Dean – or VP – for those situations wherein a 'one-up' approval is required

Under what circumstances is hospitality permitted

- Host to official guests
 - 'Guests' may include visitors from other universities, members of the community, visiting dignitaries, donors, CSU employees from another work location, prospective students or appointees for positions requiring specialized skills and/or experience of a professional, technical or administrative nature. Employees of University/Auxiliary are not considered official guests
 - The costs of meals or light refreshments may be paid or reimbursed.
 - This may also be extended to include the spouse (or equivalent) of a guest provided such hospitality serves a bona fide University/Auxiliary business purpose (e.g., participation in official functions that require attendance of a spouse may be considered a bona fide business purpose).
- Meetings of a learned society or organization
 - The costs of meals or light refreshments may be paid or reimbursed when the University/Auxiliary is the host or sponsor of a meeting of such
- Retreats, meetings and business meals
 - Meetings of an administrative nature must be concerned with the welfare of the University/Auxiliary
 - Meals must be an integral and necessary part of the business meeting, **not** a matter of personal convenience
 - Meeting must take place over extended period of time & include working meal as part of the printed agenda
 - Reimbursement will **not** be allowed
 - When 2 or more employees from the same work location go to lunch to continue business as an incidental part of the meal
 - When the meeting could have been scheduled during regular working hours
- Student-oriented meetings
 - Cost of light refreshments may be paid or reimbursed when meetings between faculty or administrators and students are held for support of University/Auxiliary sponsored student events and activities and student recruiting efforts
- Prospective donors and donor cultivation

- Cost of meals or light refreshments may be paid or reimbursed when the University hosts an event for the purpose of generating the goodwill of University donors or prospective donors
- University/Auxiliary receptions
 - Cost of light refreshments (limited to \$15/attendee) may be paid, to include: employee recognition, length of service or retirement presentations; celebrations of University/Auxiliary milestones; ceremonies honoring achievements by students or employees
- Faculty/staff picnics, holiday gatherings and parties
 - Cost of meals or light refreshments may be paid for employee morale functions, provided it can be demonstrated that such functions serve a University/Auxiliary business purpose

Maximum/Authorized rates for Hospitality Costs

• Breakfast	\$20.00
• Lunch	\$30.00
• Dinner	\$50.00
• Light refreshments	\$15.00

Buffet reception cannot exceed applicable meal allowance.

Amounts include tax and service (ie., tips).

These rates do not include the rental of meeting or conference facilities which may be considered as an additional expense.

Exceptions due to higher costs

- Exceptions must include written justification as to why the higher costs were unavoidable and necessary to the University's/Auxiliary's business purpose, using "Authorization for Exception" form, found on UCorp's website
 - Document specific type, purpose, amount and special circumstance that require an exception to be made
 - Dean (or VP) must authorize/approve expenses prior to submission to UCorp
- Final approval of exception is required and may be authorized by UCorp's Executive Director, Chair of the Board of Directors, or University President, in advance of the event/expenditure; but, in most circumstances, restaurant meal exceptions may be made after the expenditure

Request for Payment/Reimbursement of Hospitality Expenses

- Complete "Request for Payment/Reimbursement of Hospitality Expense" form (found on UCorp web site)
- Hospitality subcode 660950 must be used for all such type expenses
- All requests for reimbursement must be supported by original itemized receipts or acceptable electronic receipts
 - Acceptable electronic receipt – one that contains the same information as that required for paper processing
 - All meals require an itemized receipt as proof of payment
 - A credit card receipt, alone, is ***not*** sufficient
- Documenting participants -- 25 or less attendees
 - Requires documenting who attended the activity and their business relationship to the University/Auxiliary, and including this with payment request
 - Include name, title, department (if CSU employee) or affiliation must be documented or included on guest list
- Documenting participants -- 25 or more attendees
 - Need not be individually identified
 - Group must be named or described
 - Number (or for very large groups, estimated number) of participants documented
- Payment will be disbursed directly to the payee

- Payment shall not be disbursed to any of the individuals involved in the approval or payment preparation process
- Payments to vendors will be mailed directly to the vendor
- Using catering services with on-line requisition
 - **Before** the event: must attach completed Hospitality Purchase Order Request to applicable on-line requisition
- Authorization/approval must be obtained from the Project Director (or the appropriate Dean -- or VP – for those requiring a ‘one-up’ approval)

Hospitality while on Travel status

- Travel Policy and Hospitality Policy are separate and distinct policies
- Traveler must claim hospitality expenses in accordance with the Hospitality Policy
 - Such expenses are to be documented on Hospitality form(s) not Travel Claim form(s)
 - Meals for hospitality must be separately justified from the normal meals for travel
 - A per diem meal must not be added to the travel expense/claim when a hospitality expense for the same meal has been submitted for reimbursement

Tax considerations

- Any expense that would be considered taxable income to the employee by the IRS is ***not*** allowable under this policy, such as:
 - Activity not directly related to employee’s job
 - Lavish or extravagant expense
 - Official host is not present when the activity takes place
 - Expense is not substantiated with supporting documentation
 - Business meals that are regular or routine

Other considerations

- Costs related to any type of tobacco or tobacco-products is strictly prohibited under this policy
- Costs related to alcohol products may be charged to accounts administered by UCorp only if they are permitted by the agreement and are not restricted by the funding source or agency
- In the event a conflict between the terms of the fund and University/Auxiliary policy, the stricter of the two policies shall apply
- Approving authority is responsible to determine whether hospitality expenses serve a bona fide University business purpose

Approving authority

- Approval of all official University/Auxiliary hospitality expenses must be obtained at the appropriate level.
- Required to be the supervisor – or, higher level – of the official host.
- Individuals with delegated approval authority shall not approve their own hospitality expenses.
- Responsible for ensuring that hospitality expenses conform to policy requirements; claims include appropriate supporting documentation; hospitality is restricted to allowable expenses and occasions
- Exceptions to the Hospitality Policy may only be approved by UCorp’s Executive Director, Chair of the Board of Directors, or University President

Gifts

Generally, gifts are presented when tradition, commonly accepted institutional practice, or social custom dictates gift giving. To prevent the appearance of favoritism, gifts presented to a particular individual or entity shall be given infrequently, based on objective criteria. (Furthermore, no officer or employee should present a gift that appears to be offered because of the position held by the recipient.)

Costs associated with gifts references the presentation of moderate non-cash gifts for business purposes to non-University/Auxiliary individuals or organizations on behalf of the University /Auxiliary. Such expenses may be permitted only if it can be demonstrated that the gift will benefit the University/Auxiliary or will help meet its role as a good community citizen, and may include items given to foster goodwill, such as:

- Promotional gifts, including
 - Tangible personal property that bears the logo of the University (t-shirts, caps, pennants, mugs or pens)
 - Should be of minimal value (\$50, or less)
- Gifts for appreciation or recognition of service to the University/Auxiliary, including tangible personal property
 - Tickets to sporting, musical, theatrical events
 - Non-negotiable gift certificates
 - Mementos such as a plaque, watch, logo item of more than minimal value, book, etc.,
 - Cost may not exceed \$250 per individual
- Gifts offered as an expression of sympathy, including
 - Flowers, candy, a book, etc.,.
 - Cost is limited to \$75

Exceptions due to higher costs

- Exceptions must include written justification as to why the higher costs or other deviation from policy is unavoidable and necessary to the University's/Auxiliary's business purpose, using "Authorization for Exception" form, found on UCorp's website
 - Document specific type, purpose, amount and special circumstances that require an exception to be made
 - Dean (or VP) must authorize/approve expenses prior to submission to UCorp
- Final approval of exception is required and may be authorized by UCorp's Executive Director, Chair of the Board of Directors, or University President

Gifts may be given to:

- Donors and potential donors
- Visiting dignitaries & scholars
- Volunteers (including students)
- Members of the local community

But, not given to:

- SFSUFI employees or their relatives
- Any individual or organization associated either directly or indirectly with a political party, campaign, or candidate
- Any group engaged in an attempt to influence legislation, elections, or referendums
- Any person with whom a presenter has an outside business relationship, where a conflict of interest exists

Gifts of cash are not permitted

Request for Payment/Reimbursement

- Complete “Request for Payment/Reimbursement of Hospitality Expense” form (found on UCorp web site)
- Each request must include
 - name & title of person to whom gift was presented
 - description of gift(s) with supporting documentation,
 - original itemized receipt or an acceptable electronic receipt
- Except for promotional items of minimal value, the gift must be accompanied by a transmittal letter on official University letterhead which states that the gift was made on behalf of the University, and a copy of this is to be attached to the payment request form
 - when, in the judgment of the project director, it is not practical or appropriate for a formal letter to accompany the gift presented to a donor or potential donor, a statement should be prepared and attached, with the appropriate Dean’s (or VP’s) signature, to include:
 - description and cost of gift
 - reason why formal letter could not accompany gift
- Authorization/approval must be obtained from the Project Director (or the appropriate Dean -- or VP – for those requiring a ‘one-up’ approval)

Approving authority

- Approval of all official University/Auxiliary gift expenses must be obtained at the appropriate level.
- Required to be the supervisor – or, higher level – of the gift-giver
- Individuals with delegated approval authority shall not approve their own expenses.
- Responsible for ensuring that expenses conform to policy requirements; claims include appropriate supporting documentation; costs are restricted to allowable gifts given in/at appropriate occasions
- Exceptions to policy may only be approved by UCorp’s Executive Director, Chair of the Board of Directors, or University President

Non-cash Awards to Employees

This addresses policy & procedure related to non-cash awards presented on behalf of the University/Auxiliary to its academic and staff employees, providing the maximum amounts authorized for an award and covers provision of gifts to employees as an expression of sympathy.

Awards may be given to employees, due to:

- Length of service
 - Recipient must have completed at least five years of service
 - Recipient must not have received similar award in any of the prior four years
 - Must be awarded at meaningful ceremony and not be determined by classification
 - Cost is limited to \$250
- Work accomplishment
 - Employee-of-the-Month(Year)
 - Distinguished Faculty Awards
 - Awards must be occasional & infrequent
 - Selection of the staff/faculty who will be awarded must be made in accordance with an established process
 - Must be awarded as part of meaningful ceremony and not be determined on the basis of an employee’s classification
 - Cost is limited to \$250
- Retirement
 - Item of tangible personal property may be presented upon retirement of employee
 - Cost is limited to \$250

- Sympathy
 - Flowers, for example, may be presented in the event of the death or major illness of an employee or a member of the employee's household or family
 - Cost is limited to \$75

Exceptions due to higher costs

- Exceptions must be documented to include specific type and purpose of gift, amount, and special circumstances that require an exception to be made, using "Authorization for Exception" form, found on UCorp's website
 - Dean (or VP) must authorize/approve expenses prior to submission to UCorp
- Justification and approval for an exception to the maximum rate must occur prior to the requisition or purchase being made
- Final approval of exception is required and may be authorized by UCorp's Executive Director, Chair of the Board of Directors, or University President

No employee award may exceed cost of \$400, under any circumstances

Other considerations

- Costs related to any type of tobacco or tobacco-products is strictly prohibited under this policy
- Costs related to alcohol products may be charged to accounts administered by UCorp only if they are permitted by the agreement and are not restricted by the funding source or agency

Prohibited awards

- Any award that is taxable is prohibited, including, but not limited to:
 - Cash or negotiable gift certificates
 - Parking permits in excess of \$175
 - Transit passes in excess of \$65
 - Work related awards in excess of \$400
 - Recreation memberships
 - Season tickets to sporting or cultural events

IRS guidelines

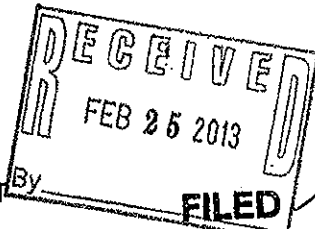
- All awards must conform to regulations in order to be excluded from gross income

Approving authority

- Approval of all official University/Auxiliary gift expenses must be obtained at the appropriate level.
- Required to be the supervisor – or, higher level – of the gift-giver
- Individuals with delegated approval authority shall not approve their own expenses.
- Responsible for ensuring that expenses conform to policy requirements; claims include appropriate supporting documentation; costs are restricted to allowable gifts given in/at appropriate occasions
- Exceptions to policy may only be approved by UCorp's Executive Director, Chair of the Board of Directors, or University President

Attachment 2

A0737427



CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

Secretary of State
State of California

JAN 14 2013

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The undersigned certify that:

1. They are the Chairperson of the Board and the Secretary, respectively, of The University Corporation, San Francisco State a California corporation.
2. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE IV Dissolution

It is intended that this Corporation shall exist in perpetuity. In the event of dissolution of this Corporation, net assets other than trust funds shall be distributed for the benefit of San Francisco State University to a successor approved by the President of the San Francisco State University and by the Chancellor of the California State University, consistent with the requirements of the United States Internal Revenue Code and other applicable laws.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The amendment has been approved by the required vote of members at its meeting of December 7, 2012 as noted in resolution #20121207-04.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 1-9-13

Charlotte Ferretti, Chairperson of the Board

Jason Porth, Secretary

The University Corporation, San Francisco State

P.O. Box 320160
San Francisco, CA 94132
Fax: 415.338,7950

www.ucorp@sfsu.edu

BOD Resolution: Amend the Articles of Incorporation

RESOLVED, that the amended Articles of Incorporation for The University Corporation, San Francisco State a California non-profit benefit corporation ("Corporation") in the form presented to the Board of Directors on December 7, 2012 consisting of one page, as attached hereto and incorporated herein be adopted and approved.

RESOLVED FURTHER, that any officer of this Corporation is hereby authorized and directed to take such steps as may be necessary or desirable to file the Amended Articles of Incorporation with the California Secretary of State.

Passed and adopted on this 7th day of December 2012 by the following vote:

Aye: 8 No: 0 Abstain: 0 Absent: 3

Secretary Certification

The undersigned state that he/she is the authorized Secretary of the Corporation and certifies that on 7th day of December 2012, at a duly called meeting of the Board of Directors of the University Corporation, San Francisco State at which a quorum was present and acting throughout, the foregoing resolution was adopted by the votes indicated above.

Wherefore, the undersigned has executed this Certification this 7th day of December 2012, at San Francisco State University, Administration Building 5th Floor, NEC Room 1600 Holloway Avenue, San Francisco, California.



Jason Porth, Secretary

BOD Action Item No. 20121207-04