

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is entered into by and between The District Board of Trustees of Edison State College, Florida ("College") and the Edison State College Foundation, Inc. (the "Foundation") and is effective on the 1st day of March 2012.

WITNESSETH:

WHEREAS, the purpose of this Memorandum of Understanding is to guide and direct the parties respecting their affiliation, cooperation and working relationship, inclusive of anticipated future arrangements and agreements in furtherance thereof; and

WHEREAS, College is a Florida College System institution as set forth in Section 1000.21(3)(f), Florida Statutes and is constituted as a political subdivision of the State of Florida; and

WHEREAS, Section 1004.65, Florida Statutes, provides that each Florida College System institution shall be governed by a district board of trustees under statutory authority and rules of the State Board of Education and shall consist of the county or counties served by the institution pursuant to Section 1000.21(3), Florida Statutes and be an independent, separate, legal entity created for the operation of a Florida College System institution; and,

WHEREAS, the Foundation is a separate legal entity from the College and was organized and incorporated in 1966 pursuant to the provisions of Chapter 617, Florida Statutes, as a Florida not for profit corporation and has received a designation as a tax exempt entity in recognition that it is organized and operated exclusively for exempt purposes set forth in Section 501(c)(3); and,

WHEREAS, Section 1004.70, Florida Statutes, provides for the creation of Florida College System institution Direct Support Organizations ("DSO") and provides for the creation of a DSO through certification by a Florida College System institution board of trustees that such corporation is operating in a manner consistent with the goals of the Florida College System institution and in the best interest of the state; and,

NOW, THEREFORE, in consideration of the mutual covenants and promises set forth herein, and for good and other valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the College and the Foundation do hereby agree as follows:

1. LEGAL STATUS OF EDISON STATE COLLEGE AND THE EDISON STATE COLLEGE FOUNDATION.

The foregoing recitals are true and correct and are herein incorporated by reference. The parties recognize that the College, a political subdivision of the State of Florida, and the Foundation, a Florida not for profit corporation, are separate legal entities. Neither the Foundation nor the College shall have any liability for the obligations, acts or omissions of the other party. The Foundation shall not accept any gift, donation, grant or enter into any transaction that creates any liability for the College, without advance written approval by the President of College. Similarly, the College shall not undertake any activity or enter into any

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transaction that creates any liability for the Foundation without advance written approval by the Chair of the Foundation Board of Directors.

2. FOUNDATION NAME AND LOGOTYPE

Consistent with its mission to help to advance the plans and objectives of the College, the Foundation is granted the use of the name, Edison State College Foundation; the Foundation has the authority to use the College's name and logotype and other identifying marks in the promotion of its business and activities.

3. COLLEGE GOVERNANCE

The College's Board of Trustees (henceforth referred to as "Trustees") is responsible for overseeing the mission, leadership and operations of the College and for setting priorities and long-term plans for the College.

4. THE FOUNDATION RELATIONSHIP TO THE COLLEGE

The Foundation's Board of Directors (henceforth referred to as the "Board") is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts consistent with donor intent.

The Foundation is responsible for the performance and oversight of all aspects of its operations based on a comprehensive set of bylaws that clearly address the Board's fiduciary responsibilities, including expectations of individual Board members based upon ethical guidelines and policies.

The Foundation agrees to abide by the District Board of Trustees Policy 6Hx6:1.03 and the provisions of Section 1004.70, Florida Statute.

5. THE COLLEGE RELATIONSHIP TO THE FOUNDATION

The President of the College is responsible for communicating the College's priorities and long-term plans, as approved by the Trustees, to the Foundation.

The College recognizes that the Foundation is a private corporation with the authority to keep all records and data confidential consistent with the law.

The Vice President Institutional Advancement, reporting to the President of the College is responsible for all activities related to soliciting private support, establishing productive relationships with external groups, reporting of gifts and Foundation development.

The President of the College shall serve as a member of the Foundation Board, with voting rights, and shall assume a prominent role in fundraising activities.

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The Chair of the College's Board of Trustees, or his/her designee, shall serve as a member of the Foundation Board, with voting rights.

The College shall make available to the Foundation the use of property, facilities, and personal services subject to any established policies or procedures applicable to such property, facilities, and personal services. There shall be separate agreements between the College and the Foundation concerning the use of such property, facilities, and personal services and the compensation to be paid by the Foundation to the College for the use of the property, facilities, and personal services.

The College will employ, evaluate and compensate the Vice President Institutional Advancement as it deems appropriate.

6. FOUNDATION RESPONSIBILITIES

Fundraising

The Foundation shall create an environment conducive to increasing levels of private support for the mission and priorities of the College, based on needs and goals set by the College's President. Foundation funds are acknowledged by the College and the Foundation to be supplementary to state appropriated, county appropriated and tuition funds and are not a substitute thereof.

The Vice President Institutional Advancement, in consultation with the College President and Foundation Board, is responsible for planning and executing comprehensive fundraising and donor-acquisition programs in support of the College's mission. These programs include but are not limited to annual giving, major gifts, planned gifts, special projects, private foundation solicitations and campaigns as appropriate.

The Foundation will establish, adhere to and periodically assess its gift-management and acceptance policies. It will promptly acknowledge and issue receipts for all gifts on behalf of the Foundation and the College and provide appropriate recognition and stewardship of such gifts.

The College recognizes that the Foundation bears the major responsibility for private sector fundraising. College representatives will coordinate fundraising initiatives including major gifts solicitations with the Foundation.

The College President will work in conjunction with the leadership of the Foundation Board and the Vice President Institutional Advancement to identify, cultivate and solicit prospects for private gifts.

The Foundation shall establish and enforce policies to protect donor confidentiality and rights.

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Asset Management

The Foundation will establish asset allocation, disbursement and spending policies that adhere to applicable federal and state laws.

The Foundation will receive, hold, manage, invest and disperse contributions of cash, securities, patents, copyrights and other forms of property, including immediately vesting gifts and deferred gifts that are contributed in the form of planned and deferred gift instruments.

The Foundation will engage an independent accounting firm annually to conduct an audit of the Foundation's financial and operational records and will provide the College with a copy of the annual audited financial statements, including management letters and comply with all requirements mandated by law.

Transfer of Funds

The Foundation is the primary depository of private gifts and will transfer funds to the College in compliance with applicable laws, College policies and gift agreements.

When distributing gift funds to the College, the Foundation will disclose any terms, conditions, or limitations imposed by donor or legal determination on the gift. The College will abide by such restrictions and provide appropriate documentation.

The Foundation's disbursements to and or on behalf of the College must be reasonable business expenses that support the College, are consistent with donor intent and do not conflict with the law.

Foundation Funding and Administration

The Foundation is responsible for establishing an annual budget.

The Foundation shall own and maintain, at its own expense, copies of the plans, budgets and donor and alumni records developed in connection with the performance of its obligations.

The Foundation will provide access to data and records to the College for College purposes. The Foundation will provide copies of its annual report to the College.

To ensure effective achievement of this Memorandum of Understanding, the College and the Foundation officers and Board representatives shall hold periodic meetings to foster and maintain productive relationships and to ensure open and continuing communications and alignment of priorities.

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7. TERM

This agreement shall be for a term of one year and shall thereafter automatically renew for successive one year terms unless either party gives the other written notice of nonrenewal at least 30 days before the commencement of the renewal term.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Understanding to be executed by their duly authorized officers



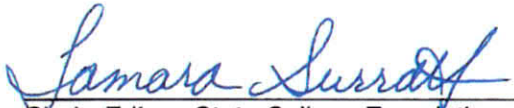
Chair, Edison State College
Board of Trustees

Date: March 27, 2012



President, Edison State College

Date: 3/27/12



Chair, Edison State College Foundation
Board of Directors

Date: 3/27/12



Acting Vice President Institutional
Advancement
Edison State College Foundation

Date: 3-27-12