



The Foundation for The Gator Nation

<p style="text-align: center;">BOARD OF TRUSTEES RESOLUTION</p>
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Number: R07-41

Subject: Extension of the Employment Agreement for Dr. J. Bernard Machen

Date: December 21, 2007

VOTED:

That the "Employment Agreement" dated November 20, 2003 and effective as of January 1, 2004, as amended on March 3, 2006, between the University of Florida Board of Trustees and Dr. J. Bernard Machen be extended for an additional four years from January 1, 2009 through December 31, 2012, for a total term, including the extension, of nine (9) years;

That said Employment Agreement be further amended to provide for continuation of technical computer support by the University for Dr. Machen in his home and in his office upon his completion of service as president of the University for so long as Dr. Machen is associated with the University;

That Section 3.3 of the Employment Agreement shall be amended to provide for the retention bonus referred to in the last sentence of that Section to vest and be payable as follows: 75 percent shall vest if Dr. Machen continues to serve the University as its president to the Board's satisfaction through the end of year eight (8) and the remaining 25 percent shall vest if Dr. Machen continues to serve the University as its president to the Board's satisfaction through the end of year nine (9); and the vested bonus shall be payable to Dr. Machen upon the earlier of the end of year nine (9) of his service as president of the University or when Dr. Machen's service as president ends provided that he serves as president for at least eight (8) years; and

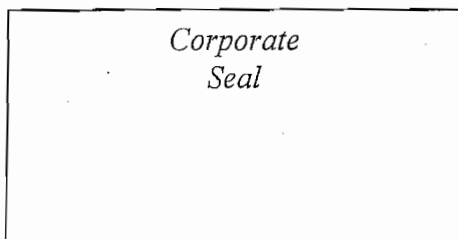
That the sabbatical payment owed under Section 9.0 of the Agreement shall be paid to Dr. Machen in increments over the extension period, and the Chair of the Board of Trustees is authorized to approve adjustments in the timing of existing payments under the Agreement, provided that such adjustments do not increase the amounts to be paid or make them payable at an earlier date; and

That the Chair of the Board of Trustees is authorized to approve and execute documentation of the corresponding amendments to the Employment Agreement on behalf of the University.

NOW, THEREFORE, the University of Florida Board of Trustees, on this 21st day of December, 2007, does hereby adopt this resolution in support of the extended Employment Agreement for Dr. J. Bernard Machen.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the University of Florida this 21st day of December, 2007.


Signature



UNIVERSITY OF FLORIDA BOARD OF TRUSTEES

SUBJECT: Extension of Employment Agreement for President J. Bernard Machen

DATE: 12/21/07

BACKGROUND INFORMATION

The current Employment Agreement for President Machen expires at the end of December 2008. The Agreement contemplates that an extension may be agreed upon. This resolution approves extension of the Agreement for four additional years from January 1, 2009 through December 31, 2012 and provides for continuing computer support for Dr. Machen upon completion of his service as President.

The current Employment Agreement provides for a retention bonus to be paid to the President upon his completion of eight years of service. In order to honor that existing provision and also to tie a portion of the existing payment to the last year of the extended contract, the resolution provides for 75 percent (rather than 100 percent) of the retention bonus to vest after eight years of service and 25 percent to vest after nine years of service, with payment of the vested portion being made upon Dr. Machen's completion of nine years of service, or after eight years if his tenure as president ends after eight years.

The resolution authorizes the Board Chair to approve and execute documentation of the Amendment. It also authorized the Chair to approve adjustments in the timing of existing payments under the Agreement for tax planning purposes, as long as the amounts are neither increased, nor paid earlier.

PROPOSED BOARD ACTION

Approve the Extended Employment Agreement for President J. Bernard Machen.

SIGNIFICANT POLICY ISSUES FOR BOARD TO CONSIDER

None.

Supporting Documentation Included: Resolution

Other Supporting Documents Available: Yes

Board Committee Approval: Committee on Governance, 12/21/07

Submitted by: Earl Powell, Chair, Committee on Governance