

(Attachment E)

**Memorandum of Understanding
between
University of Northern Iowa Foundation
and
Board of Directors of the Ross Nielsen PLS Fund**

This Statement of Gift Intent, dated the 26th day of August, 2003, is to facilitate the fulfillment of the charitable intentions of students, alumni, faculty, emeritus faculty, parents and friends of Malcolm Price Laboratory School (hereinafter referred to as Donors) and the University of Northern Iowa Foundation (Foundation) with respect to the administration of gifts that will result from the Donors contribution and efforts.

Description of Intent

The Donors intend to give, or cause to be given, to the Ross Nielsen PLS Fund contributions in cash, securities or property. The Donors may make additional contributions at any time.

Purpose of the Gift

It is the Donors' wish that the *Ross Nielsen PLS Fund* be established from the Donors' gift(s) to be used by the Fund's Board of Directors for the following purpose:

This fund is to be used to support and enhance the Malcolm Price Laboratory School and its mission, and to promote and perpetuate the goals envisioned by Ross A. Nielsen: a community that provides a quality education in a safe learning environment for a diverse population of teachers and learners. Disbursements shall be in accord with standard requirements set fourth by the Board of Directors of the Ross Nielsen PLS Fund and may include one or more annual disbursements depending on the need in any given year. The number of annual disbursements, amount disbursed, and selection of areas of support shall be determined by the Board of Directors of the Ross Nielsen PLS Fund.

Quasi-Endowment Fund

It is the Donors' direction that these gifts to the Foundation be used to establish a quasi-endowment fund. The investment of the quasi-endowment fund is to be in accordance with the investment policies of the Foundation as established by its Board of Trustees. The portion of the fund's value spendable annually for the designated purpose (described above) is to be determined by the Board of Directors of the Ross Nielsen PLS Fund. Among criteria for such determination will be preservation of principal, protection from the long-term effects of inflation, current and future funding necessary to fulfill the designated purpose of the fund, continuity in funding the designated purpose, expected total return on investments over the long-term, and other relevant general economic conditions.

Management Expenses

It is understood that the Foundation will apply a reasonable charge for management and administrative expenses as may be approved from time to time by the Foundation's Board of Trustees.

Alternate Use of Funds

This Memorandum of Understanding provides a record of the Donors' wishes for administering the gift described above. If at some future time the original purpose of the gift cannot be met, the Board of Directors of the Ross Nielsen PLS Fund will appropriately modify the designated purpose. However, if it becomes apparent to the Board of Directors of the Ross Nielsen PLS Fund that the fund's purpose has become no longer necessary, practical, or possible to perform, the Board of Directors of the Ross Nielsen PLS Fund, following consultation with the Foundation Board of Trustees, shall determine an appropriate use of the Fund that, as much as possible, approximates of the Donor's original designation.

Revocation and Amendments

The Board of Directors of the Ross Nielsen PLS Fund and the Foundation may modify the provisions of this Memorandum of Understanding by mutual agreement expressed in writing. This Memorandum of Understanding supersedes all previous communications between the Board of Directors of the Ross Nielsen PLS Fund and the Foundation on the gift arrangements described above.

University of Northern Iowa Foundation

By _____
William D. Calhoun, Jr., President

By _____
Kristine J. Even, Treasurer

Ross Nielsen PLS Fund Board

By _____
Joan E. Duea, President

By _____
Sue E. Savereide, Treasurer

University of Northern Iowa, College of Education

By _____
Jeffrey W. Cornett, Dean

***Signed copy in the Administration office*