

**Presidio Trust Board of Directors Meeting**  
**Via Teleconference**  
**April 24, 2017**  
**Minutes (Revised)**

**Attending Board Members:**

Lynne Benioff  
Paula Collins  
John Keker  
Nicola Miner  
Mark Pincus  
Janet Reilly  
John Reynolds

**Participating Staff Members:**

Carla Armstrong  
Michael Boland  
Jean Fraser  
Fran Gonek  
Nancy J. Koch  
Mollie Matull  
Sherri Schilling

Chairperson Collins called the teleconference meeting to order at 10:00 a.m.

**Actions taken:**

- Approval of Minutes of March 23, 2017. Vote: 7-0.
- Approval of Bylaws. Vote: 7-0.
- Approval of Real Estate Policy. Vote: 7-0.
- Approval of Procurement Policy. Vote: 7-0.
- Approval of Personnel Policy. Vote: 7-0.
- Election of John Keker to be Board Chairperson. Vote: 7-0.
- Election of Janet Reilly to be Board Vice Chairperson. Vote: 7-0.

**Discussion items:**

Approval of Bylaws

The Board considered an amendment to the bylaws to replace Article 4, Section 3 relating to the Election of Officers as recommended by the Governance & Human Resources Committee. The board discussed the recommendation and asked questions. Thereafter, a motion to

approve the Bylaws amendment was made and duly seconded. The Board unanimously voted to approve the amendment attached hereto as Exhibit A.

#### Approval of Real Estate Policy

The Board considered a new comprehensive Real Estate Policy as recommended by the Governance & Human Resources Committee. Two separate policies relating to short and long term non-residential real estate transactions were merged into one policy that also covers residential real estate transactions. The board discussed the recommendation and asked questions. Thereafter, a motion to approve the Real Estate Policy was made and duly seconded. The Board unanimously voted to approve the Real Estate Policy attached hereto as Exhibit B.

#### Approval of Procurement Policy

The Board considered an amended Procurement Policy as recommended by the Governance & Human Resources Committee. The board discussed the recommendation and asked questions. Thereafter, a motion to approve the Procurement Policy was made and duly seconded. The Board unanimously voted to approve the amendment attached hereto as Exhibit C.

#### Approval of Personnel Policy

The Board considered an amended Personnel Policy as recommended by the Governance & Human Resources Committee. The board discussed the recommendation and asked questions. Thereafter, a motion to approve the amended Personnel Policy was made and duly seconded. The Board unanimously voted to approve the amendment attached hereto as Exhibit D.

#### Election of Chairperson and Vice Chairperson

Ms. Collins resigned from her position as Chairperson. Motions were made and duly seconded to appoint Vice Chairperson Keker to the position of Chairperson and to appoint Director Janet Reilly to the position of Vice Chairperson. Both motions were unanimously approved.

#### Other business

The board held an attorney-client privileged discussion led by counsel regarding disputes related to the Doyle Drive project.

Chairperson Keker adjourned the meeting at 10:39 a.m.

# **BYLAWS OF THE PRESIDIO TRUST**

## **ARTICLE ONE**

### **AUTHORITY**

Section 1. The Presidio Trust (hereinafter referred to as the “Trust”), a wholly-owned government corporation subject to the Government Corporation Control Act (31 U.S.C. 9101 et seq.), was established by Title I of the Omnibus Parks and Public Lands Management Act of 1996 (P.L. 104-333), as the same may be amended from time to time, hereinafter referred to as the “Act.”

Section 2. These Bylaws are enacted pursuant to the power granted to the Board of Directors of the Trust by Section 104(j) of the Act. In the event of any conflict between these Bylaws and the Act, the Act shall control.

## **ARTICLE TWO**

### **PURPOSE**

The purposes for which the Trust was established are those stated and promulgated by Congress in the Act, as the same may be amended from time to time.

## **ARTICLE THREE**

### **OFFICE**

The principal office of the Trust shall be at the Presidio, San Francisco, Golden Gate National Recreation Area.

**ARTICLE FOUR**  
**BOARD OF DIRECTORS**

Section 1. General Powers. The governing body of the Trust shall be the Board of Directors, with all powers vested in them by the Act.

Section 2. Number and Tenure. In accordance with the Act, the Board of Directors shall be comprised of seven members. The seven members of the Board shall include the Secretary of the Interior or the Secretary of Interior's designee and six individuals appointed by the President of the United States. Each appointed member of the Board of Directors shall serve a term of four years from the expiration of his/her predecessor's term; except that the terms of the Board members first taking office shall begin on July 9, 1997 and shall expire as designated at the time of appointment. The Secretary of the Trust shall maintain a roster of Board members and their respective terms. No appointed member may serve more than 8 years in consecutive terms.

Section 3. Officers of the Board. The Board of Directors shall elect a Chairperson and Vice Chairperson from its members. The term of office for each elected officer shall be two years. To foster continuity, if the Chairperson either becomes unavailable or completes his/her term, the Vice Chairperson shall succeed the Chairperson for a two year term absent a 2/3 majority vote of the Directors to the contrary. In the event that the position of Chairperson or Vice Chairperson becomes vacant, the Board shall promptly designate by majority vote another member of the Board to be Chairperson or Vice Chairperson to serve for a two year term.

Section 4. Duties of Officers.

- (a) The Chairperson shall preside over all meetings and sign all contracts or agreements on behalf of the Trust, except contracts or agreements which may be signed by officers delegated that responsibility by the Board, and shall perform such other duties as may be authorized by the Board.
- (b) The Vice Chairperson shall perform all of the Chairperson's duties in the absence of the Chairperson and such other duties as may be authorized by the Board.

(c) In the absence of elected officers, those Board members present at a meeting shall designate a presiding officer for that meeting.

Section 5. Resignations and Vacancies. An appointed member of the Board wishing to resign shall submit a letter of resignation to the President of the United States, and his/her resignation shall become effective upon the date of the resignation letter. A Board member appointed by the President of the United States to fill a vacancy shall serve for the remainder of the term for which his/her predecessor was appointed.

Section 6. Regular Meetings. Meetings of the Board of Directors shall be held at the call of the Chairperson, but not less often than once every four months. In accordance with the Act, at least two meetings of the Board in any calendar year shall be open to the public. Public meetings shall be designated by the Board and shall be noticed in accordance with Section 9 of this Article.

Section 7. Special Meetings. The Chairperson shall call a meeting at the written request of any three members of the Board, which request shall state the purpose or purposes of the proposed meeting.

Section 8. Meeting Location and Participation. The Board of Directors shall meet at least three times per year in San Francisco and otherwise may meet at such other locations needed for the conduct of business as selected by the members of the Board. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting. Participation under this paragraph shall not apply to public meetings.

Section 9. Meeting Notice. The Chairperson of the Board shall direct the Secretary of the Trust to give the members of the Board notice of each meeting, either personally, or by mail, or by facsimile transmission, or by electronic mail, stating the time, the place and the agenda for the meeting. Notice by telephone shall be personal notice. Any Board member may waive, in

writing, notice as to him/herself, whether before or after the meeting, or may waive notice by attending the meeting without protesting, prior to or at the commencement of the meeting, the lack of notice to him/herself. Notice, in whatever form, shall be given so that a Director will have received it five days prior to the time of the meeting. Public meetings will be announced in advance in newspapers of general circulation and will be published in the Federal Register prior to such meeting within the time or times required by law.

Section 10. Conduct of Public Meetings. At each public meeting, the Board shall provide an opportunity for members of the public to express their views. The Board may adopt policies and procedures regarding the conduct of public meetings. Subject to prior notice thereof, any and all Trust business may be transacted at a public meeting.

Section 11. Meeting Records. The Board of Directors shall keep summaries of its proceedings showing the presence or absence of each Board member and the vote of each member upon every motion. Failure to vote and any abstentions shall be noted in the minutes. Abstentions due to a conflict of interest or potential conflict of interest shall be noted as such. Records of the Board shall be kept at the office of the Trust or at such other locations as selected by the Board for safekeeping.

Section 12. Quorum. Four Directors shall constitute a quorum for the transaction of business at such meeting of the Board. The act of a majority of the Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors. If there shall be less than a quorum at any meeting, a majority of the Directors present may adjourn the meeting until such time as a quorum can practically and reasonably be obtained.

Section 13. Adjournment of Meetings. A meeting may be adjourned to another time or place by a majority vote of Board members present at the meeting (including by telephone). If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

Section 14. Board Action by Written Consent without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 15. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of all Board members currently serving. Any such committee may make rules for the conduct of its business, but unless otherwise provided by these Bylaws or in such rules, its business shall be conducted as nearly as possible in the manner provided by these Bylaws for the Directors. Each committee may exercise the authority of the Board of Directors to the extent specified by the Board of Directors, except that a committee may not adopt, amend, or repeal the Bylaws. Such committee or committees shall have such name or names as may be determined from time-to-time by the Board of Directors. Each committee shall keep a record of recommendations made and report the same to the Board of Directors when required.

Section 16. Compensation of Directors. Members of the Board of Directors shall serve without pay, but may be reimbursed for the actual and necessary travel and subsistence expenses incurred by them in the performance of the duties of the Trust.

## **ARTICLE FIVE**

### **EXECUTIVE DIRECTOR**

Section 1. Appointment. The Board of Directors shall appoint an Executive Director who shall serve at the pleasure of the Board.

Section 2. Powers and Duties. The Executive Director shall be the chief executive officer and secretary of the Trust and shall have the general powers and duties usually vested in the offices of president and secretary of a corporation. The Executive Director shall see that all

resolutions and policies of the Board are carried into effect. The Executive Director shall be the chief of the Trust's staff and shall have general powers of supervision and management over the administration of the Trust. The Executive Director may appoint one or more deputy directors who may perform the duties of the Executive Director in his or her absence and such other duties as may be assigned by the Executive Director. The Executive Director shall report to the Board of Directors and shall have power, subject to guidelines and/or procedures approved by the Board, to:

- (a) Execute contracts, leases, agreements, and other documents necessary for ordinary operations of the Trust;
- (b) Hire subordinate officers and staff (including temporary or intermittent experts and consultants);
- (c) Record the proceedings of the meetings of the Board and oversee the maintenance of financial books and accounts;
- (d) Procure space, equipment, supplies, and obtain support services;
- (e) Direct the day-to-day operations and work of the Trust;
- (f) Supervise activities of the Trust in accordance with the Act and resolutions of the Board of Directors; and
- (g) Perform such other duties and exercise such powers as the Chairperson and the Board of Directors may prescribe.

Section 3. Removal. The Executive Director appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Trust would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE SIX**

### **CONDUCT OF BUSINESS**

Section 1. Annual Budget. Upon completion by the Executive Director of a draft annual budget request, the Chairperson shall call a meeting of the Board of Directors and present the draft budget for the Board's review and consideration. Upon approval by the Board of the budget request, it will be submitted to the Office of Management and Budget.



Section 2. Audit of Books and Records. The Board of Directors shall provide for the keeping of accurate and correct books of account and shall provide for the annual audit of all books and accounts and other financial records of the Trust in accordance with section 9105 of title 31 of the United States Code (Government Corporation Control Act) and with the standards of audit for governmental organizations issued by the Comptroller General of the United States.

Section 3. Annual Report. The Executive Director shall prepare annually a comprehensive and detailed report of the Trust's operations, activities, and accomplishments for the prior fiscal year for review by the Board of Directors. The report also shall include a section that describes in general terms the Trust's goals for the current fiscal year. Upon approval by the Board, the Chairperson shall transmit the report each year to the President of the United States and to the Congress, in accordance with the Act.

Section 4. Contracts. The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Trust unless such power is expressly reserved to the Board by the Act. Such power authorized to the Executive Director may be general or confined to specific instances.

Section 5. Checks, Drafts or Orders. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Trust shall be signed by such officer or officers, agent or agents of the Trust and in such manner as from time to time may be determined by resolution of the Board of Directors.

Section 6. Financial and Investment Policies. The Board of Directors shall adopt financial and investment policies and deposit and invest moneys which are available for deposit or investment in accordance with the Government Corporation Control Act and other applicable federal law.

Section 7. Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these Bylaws or with the Act for the administration and conduct of the affairs

of the Trust and may alter, amend, or repeal any such rules or regulations adopted. Notice of the adoption of rules and regulations shall be published in the Federal Register as may be required by applicable law.

Section 8. Amendments. These Bylaws may be altered, amended, or repealed by a majority vote of all Board members currently serving upon notice of the proposed alteration, amendment, or repeal in the notice of the meeting.

## **ARTICLE SEVEN INDEMNIFICATION**

Section 1. Indemnification of Members of the Board. The Trust shall, to the maximum extent and in the manner permitted by law, indemnify each of its Board members against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative, investigative or other (“proceeding”), arising by reason of the fact that such person is or was a Director of the Trust. In addition, in accordance with the Act, Directors shall be considered federal employees for purposes of the Federal Tort Claims Act (28 U.S.C. 2671 et seq., 28 U.S.C. 1346(b), 2401). For purposes of this article, a “Director” of the Trust includes any person who is or was a member of the Board of Directors of the Trust.

Section 2. Indemnification of Others. The Trust shall have the power, to the extent and in the manner permitted by law, to indemnify each of its employees, officers, and agents (other than members of the Board) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an employee, officer or agent of the Trust.

Section 3. Advancement of Expenses. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Trust the expenses incurred in connection with any proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon receipt by the Trust of an undertaking by or on behalf of the Board member, officer,

employee or agent to repay such amount if it shall be determined ultimately that the Board member, officer, employee or agent is not entitled to be indemnified as authorized in this Article.

Section 4. Insurance. The Trust may maintain insurance, at its expense, to protect itself and any person who is or was a Board member, officer, employee or agent of the Trust against any expenses incurred in a proceeding, whether or not the Trust would have the power to indemnify such person against such expenses under applicable law.

## **ARTICLE EIGHT FISCAL YEAR**

The fiscal year of the Trust shall be from October 1 through September 30.

## **ARTICLE NINE SEAL**

The Trust may adopt a corporate seal which shall have the name of the Trust and year of incorporation printed upon it. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced.

## **ARTICLE TEN CONFLICT OF INTEREST**

Each member of the Board of Directors, the Executive Director, and all employees of the Trust shall subscribe to and abide by the Ethics in Government Act (5 U.S.C. App. 4), the provisions of chapter 11 of title 18, United States Code, and other applicable federal laws. No member of the Board of Directors shall vote on matters in which such a person has a financial interest, whether personally or through a third party.

**THE PRESIDIO TRUST**  
**REAL ESTATE POLICY**

1. **Purpose.** This Real Estate Policy establishes policy for the Presidio Trust (“Trust”) for its lease agreements for Presidio Trust facilities. This policy shall be effective immediately upon approval by the Board and shall supersede all prior Board real estate policies.
2. **Legal Authority.** This Policy is developed pursuant to the Presidio Trust Act, 16 U.S.C. §460bb appendix (“Trust Act” or “Act”). Section 104(b) of the Act provides that, among other things, the Trust shall establish procedures for its real estate transactions, including a requirement that in entering into such agreements the Trust shall obtain reasonable competition.
3. **Applicability.** This Policy applies to all leases by the Trust with the exception of cooperative and interagency agreements, and the use of Trust facilities by the Trust.
4. **Authority.** Subject to the provisions of this Policy, the Chief Executive Officer has broad authority to enter into and perform such contracts, leases, cooperative agreements, or other transactions as may be necessary to carry out the real estate functions of the Trust on such terms and conditions as the Chief Executive Officer considers appropriate. The Chief Executive Officer may delegate her/his powers further in accordance with a written procedure approved by the Chief Executive Officer.
5. **Key Principles.** The Trust’s procedures for real estate transactions shall follow these principles.
  - 5.1. Effectiveness – the timely and cost-effective use of the Trust’s real estate assets.
  - 5.2. Flexibility – the ability to make good decisions based on best practices for particular circumstances rather than rigid adherence to standard procedures so that the Trust can select tenants on the basis of the best overall value to the Trust.
  - 5.3. Efficiency – simple processes that achieve desired results without undue process or waste of resources.
  - 5.4. Reasonable competition – Reasonable competition is the preferred method for selecting tenants. As a general rule, the amount of outreach and competition should increase as the value of the real estate transaction increases. In limited circumstances, the Trust may waive reasonable competition upon a written finding that there is limited market demand or limited potential for revenue with respect to the real estate transaction or that the additional value to be obtained by going through a competitive process is significantly less than the costs of going through a competitive process. All such waivers shall be reported to the Real Estate Committee at the next regularly scheduled meeting.

- 5.5. Appropriate mix of tenants – The Presidio benefits from having a mix of tenants that support the strategic goals of the Trust. The Trust shall determine the appropriate type of tenants for facilities based on the characteristics of the facility, consistency with the Trust Act and the Presidio Trust Management Plan or successor plan, and contribution to the economic, environmental or social health of the Presidio.
6. **Limits on Approval Authority.** The Chief Executive Officer may approve all real estate transactions for less than 50,000 rentable square feet and less than a 15 year term (including options to extend that may be exercised solely by the other party). Real estate transactions for more rentable square feet or for a longer term must be approved by the Board of Directors. Board members may not participate in the approval of, and are prohibited from attempting to influence the selection of, parties to real estate transactions that do not require Board approval. All real estate transactions of any size shall be reported to the Board of Directors at the next regularly scheduled meeting.
7. **Unauthorized Real Estate Transaction Commitments.** Only those persons to whom authority has been specifically delegated in writing by the Chief Executive Officer are authorized to commit the Trust to a real estate transaction.
8. **Implementation.** Management shall develop standard operating procedures to implement this policy.

**THE PRESIDIO TRUST**  
**PROCUREMENT POLICY**

1. **Purpose.** This Procurement Policy (“Procurement Policy” or “Policy”) establishes an efficient and effective way to obtain needed goods and services for the fulfillment of the Presidio Trust’s (“Trust”) mission. This policy shall be effective immediately upon approval by the Board and shall supersede all prior Board procurement policies.
2. **Legal Authority.** This Policy is developed pursuant to the Presidio Trust Act, 16 U.S.C. §460bb appendix (“Act”). Section 104(b) of the Act directs the Trust to establish and promulgate procedures applicable to its procurement of goods and services including, but not limited to, the award of contracts on the basis of contractor qualifications, price, commercially reasonable buying practices, and reasonable competition. The Act provides that federal laws and regulations governing procurement by federal agencies shall not apply to the Trust, with the exception of laws and regulations related to federal government contracts governing working conditions and wage rates and any civil rights provisions otherwise applicable thereto.
3. **Applicability.** This Policy applies to all procurements by the Trust with the exception of the solicitation of tenants, purchase of utilities, and issuance of cooperative and interagency agreements.
4. **Contracting Authority.** The Chief Executive Officer has the authority to carry out all functions, powers and duties related to the procurement of goods and services for the Trust. Subject to the provisions of this Policy, the Chief Executive Officer has broad authority to enter into and perform such contracts, non-real estate leases, cooperative agreements, or other transactions as may be necessary to carry out the functions of the Trust on such terms and conditions as the Chief Executive Officer considers appropriate. The Chief Executive Officer may delegate her/his powers further in accordance with a written procedure approved by the Chief Executive Officer.
5. **Key Principles.** The Trust’s procedures for procurements shall follow these principles.
  - 5.1. Effectiveness – the timely and cost-effective procurement of products and services.
  - 5.2. Flexibility – the ability to make good decisions based on best practices for particular circumstances rather than rigid adherence to standard procedures so that the Trust can select contractors and vendors on the basis of the best overall value to the Trust.
  - 5.3. Efficiency – simple processes that achieve desired results without undue process or waste of resources.
  - 5.4. Reasonable competition – Reasonable competition is the preferred method of source selection to ensure the best value to the Trust and give the public assurance that the Trust’s resources are being expended wisely. As a general rule, the amount of outreach and competition should increase as the value of the goods or services increases. In

accordance with a written procedure, the Trust may use a single source to procure goods or services with a finding that a sole source is in the best interest of the Trust. All such waivers shall be reported to the Finance Committee at the next regularly scheduled meeting.

6. **Limits on Procurement Approval Authority.** The Chief Executive Officer may approve procurements of under \$2,000,000. Procurements of \$2,000,000 or more must be approved by the Board of Directors. Board members may not participate in the approval of, and are prohibited from attempting to influence the selection of vendors for, procurements that do not require Board approval.
7. **Authorized Contractual Commitments.** Only those persons to whom authority has been specifically delegated in writing by the Chief Executive Officer are authorized to commit the Trust to a procurement.
8. **Implementation.** Management shall develop standard operating procedures to implement this policy.

## **THE PRESIDIO TRUST PERSONNEL POLICY**

This is the policy of the Presidio Trust in the exercise of its authorities regarding the appointment, compensation, duties and termination of its employees. Consistent with this policy and applicable law, the Trust shall develop an employee handbook. Related operational and administrative guidelines and procedures may be developed as the Chief Executive Officer deems necessary or appropriate. This Policy supercedes all prior Board approved personnel policies.

### **STATUTORY BASIS**

The Presidio Trust (“Presidio Trust” or “Trust”) was established by the Presidio Trust Act (16 USC 460 bb, appendix). Section 103(c)(7) of the Act (Staff) states, “Notwithstanding any other provision of law, the Trust is authorized to appoint and fix the compensation and duties and terminate the services of a chief executive officer and such other officers and employees as it deems necessary without regard to the provisions of title 5, United States Code, or other laws related to the appointment, compensation, or termination of federal employees.”

### **HUMAN RESOURCES MISSION**

The Presidio Trust seeks a diverse workforce that is customer-oriented, competent, motivated, innovative, safety-conscious, accountable and committed to teamwork.

### **GUIDING PRINCIPLES**

The following principles shall guide the Trust’s human resources practices:

- **Equal Employment Opportunity:** The Trust is committed to equal employment opportunity and does not discriminate based on an individual’s race, religion, color, national origin, ancestry, physical or mental disability, medical condition, marital status, sexual orientation, age or sex. This policy governs all aspects of employment at the Trust. The Trust will reasonably accommodate an individual’s physical or mental disability.
- **Merit:** The Trust’s personnel practices will be merit based and will be administered in a manner consistent with this policy.
- **At-will Employment:** Employment with the Trust is entered into voluntarily and an employee may resign at any time. The Trust may also conclude an employment relationship at any time with or without cause.
- **Ethics:** Government service is a public trust and each employee has the responsibility to place loyalty to the Constitution, law, and ethical principles above private gain. Trust employees are federal employees and shall adhere to the Standards of Ethical Conduct for Employees of the Executive Branch and related statutes.
- **Flexibility:** The Trust’s personnel practices will be flexible in responding to the needs of an evolving entrepreneurial organization.



## **IMPLEMENTATION**

The Chief Executive Officer may delegate authority and responsibility under this policy by written designation.

The Trust shall create a process for establishing positions.

The Trust shall follow the provisions of the Fair Labor Standards Act (FLSA). The Director of Human Resources shall determine FLSA status (“nonexempt” or “exempt”) for all paid positions.

## **APPOINTMENTS**

All employment with the Trust is at-will. Therefore, an employee may resign at any time. Similarly, the Trust may conclude an employment relationship at any time with or without cause.

The term “appointment” means the initial hire of an applicant to a position within the Trust, as well as any action to fill a vacant position or special need through promotion, reassignment, or detail. Appointments will be made on the basis of qualifications and merit.

### **Appointment Categories:**

*Temporary:* Appointment of less than one year in duration to serve as an interim replacement, to temporarily supplement the work force, or to assist in the completion of a specific project. Temporary employees are ineligible for Trust benefits.

*Term:* Appointment that does not exceed a specified period of time ranging from one year to five years in length. Employees in this category are eligible for Trust benefits.

*Regular:* Appointment without a specified time limitation. Employees in this category are eligible for Trust benefits.

*Full-time/Part-time:* Regular, term, and temporary employees may be hired to work full-time (80 hours per two-week pay period) or part-time (less than 80 hours per two-week pay period).

*Detail/IPA Employees:* By mutual agreement between the Presidio Trust and an employing federal agency or other authorized entities, employees of other agencies or entities may be detailed to work with the Presidio Trust under the Intergovernmental Personnel Act while retaining their employment status with the agency or entity providing the detail. Similarly, Trust employees may be detailed under the IPA to other agencies or entities.

## **SELECTIONS**

The Trust will make selections based on qualifications and merit without regard to race, religion, color, national origin, ancestry, physical or mental disability, medical condition, marital status,

sexual orientation, age, sex or political affiliation. The Trust will reasonably accommodate an individual's physical or mental disability.

#### **VACANCIES**

Vacant positions for which external applicants are sought may be publicized on the Trust's public website (<http://www.presidio.gov/>) and may also be publicized in other online and print media.

#### **PROMOTIONS**

Promotions shall normally be made through competition. A decision not to compete a promotion shall be made at the discretion of the Chief Executive Officer in consultation with the affected division head and the Director of Human Resources.

#### **SELECTION OF CANDIDATES**

Selections will be based on an evaluation of the applicants' qualifications against various job and mission related criteria demonstrated by education, training, experience, suitability and information obtained from interviews, work samples, references and/or other sources and on merit.

#### **NO MINIMUM TIME REQUIREMENT**

An employee is not required to serve a minimum length of time in his/her position prior to being eligible for promotion.

#### **COMPENSATION**

The Presidio Trust will provide compensation that attracts and retains high performing employees. Compensation includes but is not limited to salary, paid time off, benefits for eligible employees, monetary and non-monetary awards, and may include rent credits for employees living in Area B of the Presidio.

#### **COMPENSATION DETERMINATIONS**

The Board of Directors shall make compensation determinations and periodic adjustments for the position of Chief Executive Officer.

The Chief Executive Officer shall consult with the Board regarding compensation determinations and periodic adjustments for the positions of Chief Financial Officer, Chief Operating Officer and General Counsel or their equivalents.

The Chief Executive Officer shall make salary determinations and may make periodic compensation adjustments (including annual salary adjustments, bonuses and allowances) for eligible employees, within budget authorities approved by the Board of Directors and based on input from appropriate supervisors, directors and officers.

#### **INITIAL SALARY**

Factors to be considered in setting initial salary include pay range, the market for the particular skill and competencies needed, the criticality of the position to the organization, the salary history for the position, and the salary history of the candidate.

## **RENT CREDITS**

A rent credit, whereby residential rent is reduced by a specified amount, may be offered to an employee in lieu of a portion of salary. A rent credit is available to a Trust employee at the discretion of the Chief Executive Officer only when the employee is renting a residence within Area B of the Presidio. A rent credit is treated as taxable income. Although considered as salary, a rent credit is separate from employee pay, has no effect on pay-based Trust benefits, and is not affected by annual pay adjustments.

## **OTHER COMPENSATION ADJUSTMENTS**

Employee compensation may be adjusted based on individual or team performance. An employee's compensation also may be temporarily increased in recognition of the temporary assignment of higher level and/or additional duties warranting a higher level of compensation.

## **BONUSES AND ALLOWANCES**

The Trust may provide for the granting of merit and recruitment bonuses and retention allowances.

**Merit Bonus:** An employee who meets the Trust's performance criteria for eligibility may be paid a merit bonus.

**Recruitment Bonus:** A one-time recruitment bonus up to a maximum of 100% of the individual's annual base salary may be paid to an individual to whom an offer of employment has been made if it is the person's first appointment with the Trust and it is determined by the Chief Executive Officer that in the absence of such bonus the individual would be unlikely to accept the position. Prior to receipt of the bonus, the individual must sign an agreement to reimburse the Trust for any bonus money received if, for any reason, the employee does not serve the Trust for at least twelve months from the date of initial appointment.

**Retention Allowance:** A retention allowance up to a maximum of 50% of the employee's annual base salary may be paid to an employee likely to leave Trust service where the employee's unusually high or unique qualification or the Trust's special need for the employee's services makes it important to retain the employee.

## **TEMPORARY PAY RETENTION**

If a regular or term employee is placed in a lower paying position as a result of a management action, including but not limited to reassignment, reorganization, change in duties, or reclassification of the employee's position (and not for cause or at the employee's request), then the Trust may offer temporary pay retention. Under temporary pay retention, at the Chief Executive Officer's discretion, the employee's current rate of pay may continue, but future pay adjustments for the employee will be made in a manner that will result in the achievement, within a time period that the Chief Executive Officer specifies, of a pay rate that is appropriate for the work performed.

### **SEVERANCE PAY**

The Chief Executive Officer, in consultation with appropriate supervisors, directors and officers, may offer severance pay.

### **OVERTIME AND PREMIUM PAY**

The Trust shall follow overtime and premium pay regulations covering federal employees.

### **CLASSIFICATION**

The Trust will use established federal occupational and job codes to identify and classify Trust positions. The Chief Executive Officer has discretion to determine position titles.

### **BENEFITS**

The Trust shall provide a comprehensive and competitive benefits program for eligible Trust employees and shall determine the procedures for administering such benefits. The program shall include the following:

#### **INSURANCE PROGRAMS**

##### **Health Insurance – Medical, Dental, and Vision Care**

The Trust shall offer medical, dental, and vision care insurance to eligible employees. The Trust shall cover the cost of premiums to insure the employee, subject to annual budget approval.

##### **Life Insurance**

The Trust shall offer life insurance to eligible employees. The Trust shall cover the cost of premiums for Basic Life insurance under the Federal Employees' Group Life Insurance Program (FEGLI) to insure the employee, subject to annual budget approval.

##### **Disability Insurance**

The Trust shall offer disability insurance to eligible employees. The Trust shall cover the cost of premiums to insure the employee, subject to annual budget approval.

##### **Workers' Compensation Insurance**

Trust employees shall be covered by workers' compensation insurance under laws and procedures covering federal employees administered by the Department of Labor's Division of Federal Employees Compensation, Office of Workers Compensation Programs.

#### **LEAVE PROGRAMS**

##### **Vacation Leave**

Eligible full time employees accrue vacation leave based on the amount of creditable federal service they have completed. Creditable service is determined using established leave accrual regulations for federal employees.

##### **Personal Leave**

Eligible full-time employees shall be granted 24 hours of paid personal leave each year to conduct personal business. Eligible part-time employees shall accrue personal leave on a prorated basis.

**Sick Leave**

Eligible full-time employees shall accrue sick leave at a rate of 4 hours per pay period. Eligible part-time employees shall accrue sick leave on a prorated basis.

**Advance Leave**

Employees may be granted advance annual and/or sick leave. The Trust will administer advance leave in accordance with established leave regulations covering federal employees.

**Leave Donation (Leave Share)**

The Trust may establish and administer a Leave Share Program whereby Trust employees may donate annual leave to other Trust employees for use during a medical emergency. The Trust will administer its Leave Share Program in accordance with established leave regulations covering federal employees.

**Holidays**

Trust employees shall receive all paid holidays commonly authorized for employees of other federal agencies.

**Family and Medical Leave**

The Trust shall offer family and medical leave subject to the terms of the Family and Medical Leave Act (FMLA) and other leave regulations covering federal employees facing family and medical emergencies.

**Bereavement Leave**

The Trust shall grant up to 40 hours of bereavement leave in the event of the death of an immediate family member. Regular and term employees shall receive paid leave; temporary employees shall receive unpaid leave.

**Military Leave**

The Trust shall grant unpaid military leave in accordance with the Uniformed Services Employment and Reemployment Rights Act (USERRA).

**Court Leave**

The Trust shall provide paid leave to serve on a jury. Employees will receive paid time off if testifying or appearing on behalf of the Trust. If an employee receives a subpoena unrelated to Trust business, he/she is not eligible for court leave, but must request the use of accrued annual leave, compensatory time, personal days, or leave without pay to cover the absence.

**Leave without Pay**

The Chief Executive Officer, in consultation with appropriate supervisors, directors and officers, has discretion to grant leave without pay to employees

**RETIREMENT PROGRAMS**

The Trust shall participate in federal retirement system programs.

**FLEXIBLE SPENDING PROGRAMS**

The Trust shall administer a flexible spending program under applicable Internal Revenue Service rules that will allow eligible employees to pay for eligible non-reimbursed medical and child care expenses with pre-tax dollars.

**RECORDKEEPING**

The Trust will maintain a system of personnel records in conformance with federal regulations covering recordkeeping for federal employees.

**DISPUTE RESOLUTION**

The Trust shall establish appropriate dispute resolution procedures.