

COUNTY COMMISSIONERS OF CHARLES COUNTY, MARYLAND

Resolution No. 10- 51

WHEREAS, the Congress of the United States has authorized by law, Title 15, Chapter 63, Section 3715, United States Code Annotated, the use of partnership intermediaries to facilitate the transfer and development of technology between a Federal laboratory, such as the Indian Head Division Naval Surface Warfare Center (IHDIW), and private industries and educational institutions;

WHEREAS, such authorized use must be undertaken, among other requirements of the law, by a nonprofit entity operating as an instrumentality of local government;

WHEREAS, the Partnership Technology Corporation, Inc. (PTC), has been established as a nonprofit entity in Charles County for the corporate purposes necessary and appropriate to act as a partnership intermediary under the law;

WHEREAS, a Partnership Intermediary Agreement between PTC and IHDIW will serve an important public purpose by encouraging local economic development activity and advancing the public mission of IHDIW;

WHEREAS, the designation of PTC as an instrumentality of the Charles County Government is a necessary prerequisite to the advancement of the important public purpose; and,

WHEREAS, after much deliberation and study the County Commissioners of Charles County have determined that it is in the best public interest that PTC be designated as an instrumentality of the Charles County Government.

NOW, THEREFORE, BE IT HEREBY RESOLVED, this 11th day of May, 2010,
that:

A. Partnership Technology Corporation, Inc. is hereby designated as an instrumentality of the Charles County Government in order to act as a partnership intermediary as authorized by federal law; and,

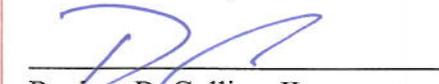
B. The establishment and operation of the instrumentality shall be as set forth and described in the Charles County Government Instrumentality Designation For The Partnership Technology Corporation, Inc. which is attached hereto and incorporated by reference herein.

COUNTY COMMISSIONERS OF
CHARLES COUNTY, MARYLAND

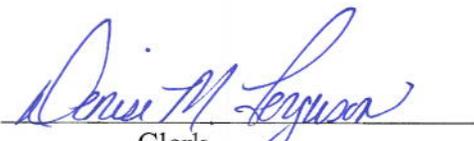

Wayne Cooper, President


Edith Patterson, Vice President


Samuel N. Graves, Jr.


Reuben B. Collins, II

[Not Present]
Gary V. Hodge

ATTEST: 
Clerk

**CHARLES COUNTY GOVERNMENT INSTRUMENTALITY DESIGNATION
FOR THE
PARTNERSHIP TECHNOLOGY CORPORATION, INC.**

§ 1. Established.

- (a) *In general.*- There is a Partnership Technology Corporation, Inc. (hereinafter “the Corporation”).
- (b) *Status.*- The Corporation is a non-profit Corporation, established pursuant to the laws of Maryland.
- (c) *Purposes.*- The purposes of the Corporation are set forth in the Articles of Incorporation for a Tax-Exempt Nonstock Corporation: “To relate partnerships with U.S. Navy technology initiatives to technology clients. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.”
- (d) *Mission.* – The mission of the Corporation is set forth in the Mission Statement of Article I of the Corporation’s Bylaws:
- (1) to relate partnerships with any technology sources from the U.S. Navy’s initiatives to technology clients;
 - (2) to advance enterprise and work force capacity;
 - (3) stimulate growth and development of technology applications in industry activity;
 - (4) to optimize commercial applications for productivity and quality of life improvement; and
 - (5) to foster technology understanding and use through linkages between business development, education, research and government sectors.
- (e) *Instrumentality of the County* – for the mission set forth above, the Corporation is an instrumentality of Charles County.

§ 2. Board of Directors.

- (a) *In general.*- A Board of Directors shall manage the Corporation and exercise its corporate powers.
- (b) *Appointment; powers composition, qualifications and considerations.*- The Board of Directors shall be appointed in accordance with Article III of the Corporation’s Bylaws.
- (1) To effectuate the intent of this authority and to provide public oversight, one more member is hereby added to the Board of Directors and shall be appointed by the County Commissioners in accordance with County policies and procedures.

§ 3. Officers and Other Corporate Positions.

The Corporation shall, in accordance with its Bylaws, appoint or employ such persons as it sees fit to accomplish its mission. Such personnel serving in such positions are not employees or agents of the County Government.

§ 4. Legal advisor.

(a) *In general.*- The County Attorney is the legal advisor to the Corporation for matters relating to its status as an instrumentality of Charles County.

(b) *Other counsel.*- for all matters not under subparagraph (a) of this section, the Corporation may retain the legal counsel it sees appropriate.

§ 5. Non-organic personnel, professionals and consultants.

The Corporation may retain as necessary accountants, engineers, financial advisors, or other consultants.

§ 6. Applicability of other laws.

(a) *In general.*- Except as provided in subsections (b), (c), and (e) of this section, the Corporation is subject to such laws and regulations that govern non-profit corporations within the State of Maryland.

(b) *Public Information Act.*- The Corporation is not subject to the Public Information Act.

(c) *Ethics.*- The Board and the officers and employees of the Corporation are not subject to the Public Ethics Law.

§ 7. Powers - In general.

In furtherance of the authority granted herein, the Corporation may:

(a) adopt or modify bylaws for the conduct of its business;

(b) adopt a seal;

(c) maintain offices at a place it designates in the County;

(d) accept loans, grants, or assistance of any kind from the federal or state government, a local government, a college or university, or a private source;

(e) enter into contracts and other legal instruments as necessary to facilitate the authority granted hereunder;

(f) sue or be sued;

(g) acquire, purchase, hold, lease as lessee, and use:

(1) a franchise, patent, or license;

(2) any real, personal, mixed, tangible, or intangible property; or

(3) an interest in the property listed in this item.

(h) sell, lease as lessor, transfer, license, assign, or dispose of property or a property interest that it acquires;

(i) fix and collect rates, rentals, fees, royalties, and charges for services and resources it provides or makes available;

(j) create, own, control, or be a member of a corporation, limited liability company, partnership, or other entity, whether operated for profit or not for profit;

(k) exercise power usually possessed by a private corporation in performing similar functions unless to do so would conflict with State law; and

(l) do all things necessary or appropriate to carry out the powers granted by this authority.

§ 8. Powers - Grants and investment.

The Corporation may make grants to or provide equity investment financing for technology-based businesses or to further workforce development initiatives consistent with this authority.

§ 9. Powers – Projects.

The Corporation may:

- (a) acquire, develop, improve, manage, market, license, sublicense, maintain, lease as lessor or lessee, or operate a project in the State to carry out its purposes;
- (b) acquire, directly or indirectly, from a person or political subdivision, by purchase, gift, or devise any property, rights-of-way, franchises, easements, or other interests in land, including submerged land and riparian rights:
 - (1) as necessary or convenient to improve or operate a project to carry out its purposes; and
 - (2) on the terms and at the prices that it considers reasonable, enter into a project with a manufacturer to carry out its purposes.

§ 10. Liability; credit.

A debt, claim, obligation, or liability of the Corporation or any subsidiary is not:

- (a) a debt, claim, obligation, or liability of the County, a unit or instrumentality of the County, or of a County officer or County employee; or
- (b) a pledge of the credit of the County.

§ 11. Participation by colleges and universities.

As permitted by governing law and regulations, Colleges and universities may:

- (a) contract with the Corporation or its subsidiaries;
- (b) assign to the Corporation or its subsidiaries intellectual property and other resources to assist in its development and activities; and
- (c) assign faculty and staff to the Corporation.

§ 12. Tax status.

As an IRS 501(c)(3) entity, the Corporation is exempt from State and local taxes.

§ 13. Audit.

The books and records of the Corporation associated with actions in furtherance of this authority are subject to audit:

- (a) at any time by the County; and
- (b) each year by an independent auditor that the County Commissioners approve.

§ 14. Annual report.

- (a) *Required.*- On or before October 1 of each year, the Corporation shall report to the County Commissioners on all matters associated with this authority.

- (b) *Contents.*- The report shall include a complete operating and financial statement covering the Corporation's operations and a summary of the Corporation's activities during the preceding fiscal year.