

**A RESOLUTION AUTHORIZING THE ISSUANCE OF DEBT AND REQUESTING THE FLORIDA BOARD OF GOVERNORS TO APPROVE THE ISSUANCE OF SUCH DEBT TO FINANCE THE CONSTRUCTION OF STUDENT HOUSING FACILITIES ON THE CAMPUS OF THE UNIVERSITY OF WEST FLORIDA; AND PROVIDING AN EFFECTIVE DATE.**

**BE IT RESOLVED BY THE BOARD OF TRUSTEES:**

Section 1. The Board of Trustees (the "Board of Trustees") of the University of West Florida (the "University") hereby authorizes the issuance of debt by The University of West Florida Foundation, Inc. (the "Foundation") and requests the Florida Board of Governors (the "Board of Governors") to approve the issuance of debt in an amount not exceeding \$15,000,000 (fifteen million dollars) (the "Debt") for the purpose of financing the construction of an approximately 250 (two hundred and fifty) bed student housing facility (the "Project") on the campus of the University.

Section 2. The Project will consist of an approximately 65,000 (sixty-five thousand) square foot student housing facility to provide between 250 (two hundred fifty) and 300 (three hundred) beds. The Project is reflected on the approved master plan for the University and is consistent with the mission of the University because it will provide needed infrastructure and enhanced student life opportunities for the students of the University. Construction of the Project is expected to begin in June of 2009 and to be completed by July of 2010. Proceeds of the Debt, together with approximately \$150,000 (one hundred fifty thousand dollars) of moneys set aside for capital improvements in the Foundation's student housing system accounts, are anticipated to be sufficient to complete the construction of the Project. Legislative approval of the Project has been obtained pursuant to Section 1010.62, Florida Statutes. No proceeds of the Debt will be used to finance operating expenses of the University or the Foundation.

Section 3. The Debt is to be secured by a lien upon the net revenues of the student housing system of the University. The University is legally authorized to secure the Debt with the revenues to be pledged pursuant to Section 1010.62, Florida Statutes. The University is also committed to ensuring that sufficient revenues will be generated to fulfill the University's obligations with respect to the Debt.

Section 4. The Debt will mature not more than 30 (thirty) years after issuance. The Project has an estimated useful life of 50 (fifty) years, which is beyond the anticipated final maturity of the Debt. It is anticipated that the Debt will bear interest at a fixed interest rate.

Section 5. It is anticipated that the Foundation will arrange for the sale of the Debt through a negotiated public sale or competitive private placement. It is anticipated that a

negotiated public sale or competitive private placement will be necessary due to uncertainty in the public bond markets and the relatively small size of the Debt to be issued. An analysis showing that a negotiated sale is desirable is attached in Appendix A. Any selection of financial advisors will be accomplished through a competitive selection process. Any selection of underwriters will be accomplished through a competitive selection process. Any bond insurance or other credit enhancement will be chosen through a competitive selection process analyzing the cost of the insurance or credit enhancement and the expected interest cost savings resulting from their use.

Section 6. The Board of Trustees will comply, and will require the University and the Foundation to comply, with all requirements of federal and state law relating to the Debt, including but not limited to, laws relating to maintaining the exemption from taxation of interest payments on the Debt and continuing secondary market disclosure of information regarding the Debt.

Section 7. The Chair and Vice-Chair of the Board of Trustees, the President, Vice-President for Student Affairs, General Counsel, and other authorized representatives of the University and the Board of Trustees, and the President, Vice President, Executive Director and other authorized representatives of the Foundation, are hereby authorized to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other actions as they may deem necessary or desirable, in connection with the execution, sale and delivery of the Debt.

Section 8. In making the determination to finance the Project, the Board of Trustees has reviewed the information described in the attached Appendix A and finds that the issuance of the Debt is in compliance with the Debt Management Guidelines, the university's debt management policy, and applicable law.

Section 9. This Resolution shall take effect immediately upon its adoption.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

**UNIVERSITY OF WEST FLORIDA BOARD OF TRUSTEES**

By: \_\_\_\_\_  
Chairman

**CERTIFICATE OF THE CORPORATE SECRETARY**

The undersigned President of the University of West Florida and Corporate Secretary of the University of West Florida Board of Trustees, does hereby certify that the attached resolution relating to student housing facilities is a true and accurate copy as adopted by the University of West Florida Board of Trustees on \_\_\_\_\_, 20\_\_, as such resolution appears in the official records of the Board of Trustees.

IN WITNESS WHEREOF, I hereunto set my hand and the official seal of the University of West Florida Board of Trustees this \_\_ day of \_\_\_\_\_, 20\_\_.

**UNIVERSITY OF WEST FLORIDA BOARD OF TRUSTEES**

By: \_\_\_\_\_  
President, ex-officio Secretary



## Appendix A

The following documents have been reviewed by the Board of Trustees prior to the execution of this Resolution:

- a. the project program, feasibility study, or consultant report;
- b. a draw schedule for the project;
- c. sources and uses of funds for the project;
- d. an estimated debt service schedule;
- e. debt service schedules for any outstanding debt with a lien on the pledged revenues;
- f. a schedule showing estimated compliance with any additional bonds requirement set forth in the documents governing the outstanding debt;
- g. a description of the security supporting repayment and the lien position the debt will have on that security;
- h. a five year history, if available, and a five year projection, of the pledged revenues and the debt service coverage;
- i. for variable rate debt, 1) the expected reduction in total borrowing costs; 2) a variable rate debt management plan that addresses liquidity and interest rate risks and provides, at a minimum: a description of budgetary controls, a description of liquidity arrangements, a discussion of why the amount of variable rate debt being proposed is appropriate, and a plan for hedging interest rate exposure; 3) a pro forma showing the fiscal feasibility of the project using current market interest rates plus 200 basis points; 4) the total amount of variable rate debt including the proposed debt as a percentage of the total amount of university and DSO debt outstanding; and 5) a swap management plan if interest rate risks are to be mitigated by the use of derivatives; and
- j. any negotiated sale analysis.