

USF FINANCING CORPORATION

MINUTES OF SPECIAL MEETING

BOARD OF DIRECTORS

SEPTEMBER 16, 2022

A special meeting of the Board of Directors of the USF Financing Corporation was held on September 16, 2022 as a Microsoft Teams virtual meeting at the University of South Florida, 4202 E. Fowler Avenue, CGS 402, Tampa, Florida, pursuant to the Corporation's Bylaws, for the purpose of authorizing the issuance of debt to finance the costs of student housing and student center improvements at the USF Sarasota-Manatee campus and for the transaction of any other business that may properly come before the Board.

The meeting was held pursuant to Notice duly provided on September 9, 2022. A copy of the meeting Notice is attached to these minutes.

The meeting was called to order by Chair Simmons at 2:30 p.m.

The following directors, who constitute a quorum of the Board of Directors, were present or participated in the meeting via conference telephone:

Ms. Linda O. Simmons
Mr. Richard D. Smith
Ms. Erin S. Aebel
Mr. Jose E. Valiente
Mr. Richard J. Sobieray

The following persons were also present or participated in the meeting via conference telephone:

Call to Order
and Roll Call

Mr. Fell L. Stubbs, Executive Director
Ms. Hilary Black, Senior Associate General Counsel
Ms. Kate Head, Associate Director Internal Audit
Ms. Dawn M. Rodriguez, Assistant Treasurer
Ms. Mary K. Benton, Accountant

Public Comments Subject
to Procedure for
Appearances before the
Board of Directors

Chair Simmons asked Mr. Stubbs if, under the Procedure for Appearances before the Board of Directors, any party had requested to appear before the Board. Mr. Stubbs stated that no notices requesting appearance before the Board were received in advance of the meeting.

Resolution: Authorize the
Issuance of \$30 Million of
Debt to Finance the Costs of
Student Housing and
Student Center
Improvements Located on
the Sarasota- Manatee
Campus; Authorize the
Execution and Delivery of
Documents; Grant
Additional Authority; and
Provide an Effective Date

Chair Simmons asked Mr. Stubbs to introduce the resolution. Mr. Stubbs stated that this resolution authorizes the issuance of \$30,000,000 of debt by the Corporation for the purpose of financing the cost of student housing and student center improvements at the USF Sarasota-Manatee campus; authorizes the execution and delivery of documents; grants additional authority; and provides an effective date. Mr. Stubbs noted that this initiative was previously approved at the Corporation's May 5 meeting, followed by the Board of Trustees meeting on June 15, and recently by the Board of Governors at its September 14 meeting.

Mr. Stubbs thoroughly reviewed the Resolution and Exhibits. He noted that the Resolution authorizes an amount not to exceed \$30 million. The debt along with \$16.5 million of cash equity contributed by the University will fund project costs not to exceed \$39 million, capitalized interest and costs of issuance. He also noted that the interest rate cost would not exceed 5.50%; however, by actively monitoring the volatile capital markets we estimate the interest rate will be closer to our 5.0% interest rate assumption used in the pro formas. Final

maturity will be in 30 years, with an optional ten-year prepayment date of July 1, 2033.

Mr. Stubbs stated that the Bank of New York Mellon Trust Company, N.A is designated as Trustee and PFM Financial Advisors LLC is designated as Financial Advisor. Both appointments continue longtime designations since 2005.

Mr. Stubbs stated that a Request for Proposal (RFP) for underwriting services was sent to fourteen underwriters. From the proposals received, Raymond James was selected as the senior manager and Jeffries was selected as co-manager. Both underwriters agreed to our provision requiring underwriters to buy any unsold bonds into their own portfolio.

Mr. Stubbs noted that a design/build agreement is being developed. Utilizing a competitive selection process by way of an ITN, the Financing Corporation selected the design/build team of CORE Construction and Mackey Mitchel Architects to design and deliver the project.

Mr. Stubbs added that Moody's and Standard & Poor's ratings on the Series 2022 student housing and student center bonds have been received and will be included on the Official Statement.

Director Valiente asked if there is any connection between state budget funds and the Sarasota-Manatee student housing and student center project. Mr. Stubbs clarified that the state is not providing any funding for this project; however, the state did approve funding towards Sarasota-Manatee's new Nursing/STEM building.

Chair Simmons asked if any bond funds remain at the project conclusion, would the funds be put in a reserve account or be used to pay down principal. Mr. Stubbs said that any excess bond proceeds will be used to make bond payments in accordance with the bond agreements.

Chair Simmons asked about the timing of the bond issuance, specifically if the Corporation would be posting the Official Statement within the next two weeks. Mr. Stubbs stated that we expect to post the preliminary official statement within the next two weeks and will initiate the negotiated bond sale likely the week of September 26 with closing anticipated during the week of October 10.

Chair Simmons asked if there were any other questions from the Board. Hearing none, Chair Simmons requested a motion to authorize the issuance of debt to finance the costs of student housing and student center improvements located on the USF Sarasota-Manatee campus. The motion was duly made and seconded, and the following was unanimously approved:

RESOLVED, Resolution FC 09-16-22, which each director has read, is hereby adopted and the secretary is hereby ordered to attach a copy of the aforesaid resolution to the minutes of the meeting.

Mr. Stubbs thanks the Board and added that this project will be the first student housing located on the Sarasota-Manatee campus. Chair Simmons noted that it is wonderful to make this long-awaited project a reality.

Chair Simmons asked if there were any other items for the Board's consideration.

Other Business

Hearing no further items, Chair Simmons thanked the Board for their support and participation at this special meeting.

Adjournment

There being no further business to come before the Board, the meeting was adjourned on motion duly made and carried at 3:25 p.m.

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Linda Simmons
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Linda O. Simmons, Chair

DocuSigned by:
Richard D Smith
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Richard D. Smith, Secretary / Treasurer