

**USF PROPERTY CORPORATION**  
**MINUTES OF ANNUAL MEETING**  
**BOARD OF DIRECTORS**

November 3, 2020

The annual meeting of the Board of Directors of the USF Property Corporation was held on November 3, 2020 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 discussing corporate operations 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 October 27, 2020.

A copy of the meeting Notice is attached to these minutes.

The meeting was called to order by Chair Smith at 4:28 p.m.

The following directors, who constitute a quorum of the Board of Directors, were present, unless noted:

Mr. Richard D. Smith  
Mr. David E. Lechner  
Mr. Steve A. Williamson  
Mr. Jose E. Valiente  
Ms. Linda O. Simmons

The following individuals were also present at the meeting:

Mr. Fell L. Stubbs, Executive Director  
Mr. Nick J. Trivunovich, University Chief Financial Officer  
Ms. Hilary Black, Senior Associate General Counsel  
Ms. Dawn M. Rodriguez, Assistant Treasurer  
Ms. Rachel Gomez, Accountant  
Mr. Brian Ten Eyck, Vice President for Executive Affairs  
and Chief of Staff  
Ms. Lori A. Nissen, KPMG  
Ms. Heather N. Sydnor, KPMG

Call to Order and  
Roll Call

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

Chair Smith 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.

Elect / Re-Elect  
Directors and Officers

Mr. Stubbs first introduced Linda Simmons. Ms. Simmons was appointed to the Board of Directors of the USF Financing Corporation, and simultaneously to the USF Property Corporation, by the USF Board of Trustees on September 8, 2020. Director Lechner stated that the Corporation has a vacancy in the office of the Secretary / Treasurer of the Board of Directors. Pursuant to the Corporation's Bylaws, a vacancy in any office other than the Executive Director may be filled by the Board of Directors. Director Lechner asked for a motion to elect Director Simmons to serve a 2-year term as Secretary / Treasurer of the Board of Directors of the Corporation. The motion was duly made and seconded, and Director Simmons was unanimously elected to the office of Secretary / Treasurer of the Corporation's Board of Directors with immediate effect.

Director Lechner stated that Director Smith's 2-year term as Chair of the Corporation's Board of Directors expires at the conclusion of this meeting. Pursuant to the Corporation's Bylaws, a vacancy in any office other than the Executive Director may be filled by the Board of Directors. A director is eligible to serve for two consecutive terms. Director Lechner asked for a motion to reelect Director Smith to an additional 2-year term as Chair of Corporation's Board of Directors, with immediate effect. The motion was duly made and seconded, and Director Smith was unanimously reelected to serve an additional 2-year term as Chair on the Corporation's Board of Directors.

Director Lechner stated that Ms. Hilary Black's 2-year term as Assistant Secretary and Ms. Dawn Rodriguez's 2-year term as Assistant Secretary expires at the conclusion of this meeting. Pursuant to the Corporation's Bylaws, a vacancy in any office other than the Executive Director may be filled by the Board of Directors. Director Lechner asked for a motion to reelect Ms. Black and Ms. Rodriguez as Assistant Secretaries of the Corporation with immediate effect. The motion was duly made and seconded, and Hilary Black and Dawn Rodriguez were reelected to serve additional 2-year terms as Assistant Secretaries of the Corporation.

Approval of Minutes

The minutes of the November 8, 2019 annual meeting were distributed on October 27, 2020. Chair Smith called for any corrections to the minutes. Hearing none, he asked for a motion to approve the minutes of the annual meeting held on November 8, 2019. The motion was duly made and seconded, and the minutes of the meeting were unanimously approved.

The minutes of the April 28, 2020 special meeting were distributed on October 27, 2020. Chair Smith called for any corrections to the minutes. Hearing none, he asked for a motion to approve the minutes of the special meeting held on April 28, 2020. The motion was duly made and seconded, and the minutes of the meeting were unanimously approved.

Resolution:  
Ratification of Act  
and Transactions of  
Officers and Directors

Chair Smith asked Mr. Stubbs to introduce the resolution. Mr. Stubbs stated that this resolution to ratify the acts and transactions of the officers and directors of the Corporation is our standard procedure following action taken by officers and directors since the previous annual meeting. Mr. Stubbs stated that, since the annual meeting in November 2019, the Corporation held one special board meeting and the Executive Director made operating decisions throughout the year. The Property

Corporation did not enter into any new transactions during the past year. Chair Smith called for further comments or questions. Hearing none, he requested a motion to ratify the acts and transactions of officers and directors of the Corporation. The motion was made and seconded, and the following was unanimously approved:

**RESOLVED, Resolution PC 11-03-20A**, 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 this meeting.

Chair Smith stated that the Board was provided with a copy of the audited financial statements on October 27, 2020 and asked Mr. Stubbs to introduce the resolution to approve the audited financial statements reported by the independent accounting firm, KPMG, LLP. Mr. Stubbs first reminded the Board that the entire Board acts as the Audit Committee of the Corporation. He then introduced the KPMG representatives in attendance: Ms. Lori Nissen, the partner in charge on the audit and Ms. Heather Sydnor, audit senior manager for the audit. Mr. Stubbs noted that the financial statements are the responsibility of the Corporation's management and that the Corporation's management has been active in managing existing programs. He stated that he wanted to recognize Dawn Rodriguez for successfully managing the audit. He informed the Board that the statements were prepared as of June 30, 2020. Mr. Stubbs stated that KPMG also provided a report assessing internal controls over financial reporting and compliance and other matters.

Mr. Stubbs provided an overview of the audited financial statements and noted that the USF Property Corporation is included as a blended component unit rather than being presented as a consolidated entity. Mr. Stubbs also called attention to the subsequent events disclosures, including the refundings that were closed in August

Resolution: Approval  
of Audited Financial  
Statements

2020, as well as management's response to the challenges caused by the COVID-19 pandemic. Director Lechner added that as part of the budget process, the University assessed its outstanding debt for refunding opportunities. The 3 refunding opportunities identified were issued by the Corporation and resulted in interest rate savings of more than \$1.8 million.

Chair Smith asked KPMG for their report. Ms. Nissen presented KPMG's report to the Corporation's Board of Directors. Ms. Nissen stated that, although this audit took place in a unique environment due to COVID-19, with the audit being completed entirely remote, it was a huge success that the audit went so well and was completed on time.

Ms. Nissen noted that the audit was performed in accordance with auditing standards generally accepted in the United States and Government Auditing Standards and included a review of internal controls over financial reporting and compliance to the extent necessary to render an opinion on the financial statements. KPMG issued an unmodified opinion on the Corporation's financial statements for the year ended June 30, 2020. Ms. Nissen stated that KPMG received full cooperation from the Corporation's staff and full access to the books and records, and there were no disagreements with the Corporation's management.

Ms. Nissen stated that there were no significant deficiencies or material weaknesses to report. Management's estimates related to the valuation of interest rate swap instruments were deemed reasonable in relation to the financial statements as a whole, and that the application of significant accounting policies and financial presentation were deemed materially correct for fiscal year 2020. She added that there

were no fees for management advisory or other services during fiscal year 2020 which might affect auditor independence.

Ms. Nissen discussed the upcoming accounting pronouncements that will impact the Corporation's financial statements in future fiscal years. Ms. Nissen noted that, in accordance with applicable standards, KPMG is independent with regard to the Corporation. She completed KPMG's report and required communications to the Board and asked if there were any questions.

The Board thanked the Corporation's management and staff for their presentation and for a successful audit.

The Board thanked KPMG for their attendance, presentation, and thoroughness during the audit.

Chair Smith requested a motion to approve the audited financial statements as presented. The motion was made and seconded, and the following was unanimously approved:

**RESOLVED, Resolution PC 11-03-20B**, 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.

Chair Smith asked Mr. Stubbs to provide a brief overview of the annual reports and status of Corporation projects. Mr. Stubbs reviewed the annual report to the Board, which includes the Corporation's long-term financing objectives, highlights of the past year, near-term initiatives, outstanding debt and swaps as of June 30, 2020, the 15-year corporate track record, and the corporate governance structure.

Mr. Stubbs stated that the Corporation provides low-cost, low-risk, long-term financing for the University's major capital projects by negotiating sound credit

structures, capitalizing on opportunities to convert variable-rate debt to fixed rates, reduce credit risks, reduce swaps, and refund bonds at call dates to lock in low interest rates. The Corporation also maintains strong credit ratings for the USF Housing, Marshall Center, and Parking systems. To date, the Corporation has closed 41 transactions totaling \$1.8 billion and has developed over 2 million square feet of projects. Current outstanding long-term debt equals \$357 million with a current cost of capital of 3.68%.

In the past year, the Corporation closed the \$27 million Series 2019 Research Park private placement loan and refunded the \$14 million Series 2018 CAMLS Note and the \$16 million Series 2018A&B Athletics Notes. Construction projects underway include the \$36 million USF St. Petersburg Housing & Dining Project and the \$42 million USF Research Park Laboratory & Office Building Project. A change in dining services provider at the St. Petersburg campus resulted in a delayed delivery of the dining center and the project is over budget by \$1.2 million. The Housing Project and Research Park Project are both on time and on budget.

Mr. Stubbs also reviewed the Annual DSO Compliance Certification, stating that this certification process is a good business practice and is essential for good governance. USF Financing and Property Corporations are in full compliance with all laws, regulations, standards and requirements. This report is provided annually to the USF Board of Trustees, as well. Mr. Stubbs stated that he signs the Compliance Certification along with the Chairs of the USF Financing and Property Corporations and will sign the Corporation Certifications before the Chairs.

Mr. Stubbs asked the Board to review and sign the Conflict of Interest Policy Statement, which is required on an annual basis to comply with requirements of the

IRS Form 990. He pointed out that, as Executive Director, he is also required to sign a statement and has done so.

Chair Smith thanked Mr. Stubbs for his reports and asked if there were any other reports or information items to come before the Board. Hearing none, he moved to the next order of business.

Other Business

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

Mr. Stubbs disclosed a likely special meeting to be called in late April or early May for the annual appointment of the Corporation's auditor and approval of the Corporation's financial plan for the next fiscal year. Mr. Stubbs added that he does not expect any new transactions to come before the Board for consideration at the special meeting.

Adjournment

There being no further business to come before the Board, the meeting was adjourned on motion duly made and carried at 4:35 p.m.

DocuSigned by:  
*Richard D Smith*  
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Richard D. Smith, Chair

DocuSigned by:  
*Linda Simmons*  
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Linda O. Simmons, Secretary/Treasurer