

**A RESOLUTION APPROVING THE ISSUANCE BY THE UNIVERSITY OF SOUTH FLORIDA FINANCING CORPORATION (THE "CORPORATION"), A UNIVERSITY DIRECT SUPPORT ORGANIZATION, OF CERTIFICATES OF PARTICIPATION, SERIES 2007A, IN AN AMOUNT NOT TO EXCEED \$26,000,000; AND PROVIDING AN EFFECTIVE DATE.**

The duly acting and appointed Board of Governors (the "Board of Governors") of the State of Florida at a meeting duly held pursuant to notice and a quorum being present do hereby make the following resolutions:

**BE IT RESOLVED:**

**1. Findings.** The Board of Governors hereby finds as follows:

(A) Pursuant to Article IX, section 7 of the Florida Constitution, the Board of Governors is vested with the power to operate, regulate, control and manage the State University System of Florida. The Board of Governors is further vested with the authority to approve the issuance of debt by a state university or its direct support organization pursuant to section 1010.62(3), Florida Statutes.

(B) The University of South Florida Financing Corporation (the "Corporation") was incorporated by the University of South Florida Board of Trustees (the "University Board") to provide direct support to the University of South Florida (the "University") and designated as a "University Direct Support Organization" by the University Board of Trustees (the "University Board") pursuant to section 1004.28, Florida Statutes.

(C) The University Board has requested approval from the Board of Governors for the Corporation to issue Certificates of Participation in an amount not to exceed \$26,000,000 (the "Certificates") for the purpose of financing: (i) the construction of a new medical facility office building; (ii) capitalized interest; and (iii) certain costs relating to the Certificates (collectively, the "Project"). The foregoing plan to finance the Project is collectively referred to herein as the "Financing Plan".

(D) Upon consideration of the Financing Plan, the Board of Governors further finds that the issuance of the debt is for a purpose that is consistent with the mission of the University; is structured in a manner appropriate for the prudent financial management of the University; is secured by revenues adequate to provide for all debt service payments; has been properly analyzed by the staffs of the Board of Governors and

the Division of Bond Finance; and is consistent with the Board's Debt Management Guidelines.

(E) The Board of Governors declares that the Project will serve a public purpose by accommodating growth in the College of Medicine.

(F) Pursuant to section 1010.62(3), Florida Statutes, the Board of Governors determines that the facilities being financed are functionally related to the revenues being used to secure such debt.

**2. Approval of the Project.** The project is approved by the Board of Governors as being consistent with the strategic plan of the state university and the programs offered by the state university.

**3. Approval of the Certificates.** The Board of Governors hereby approves issuance of the Certificates by the Association for the purposes described herein, in an amount not to exceed \$26,000,000, said Certificates are to have a final maturity not to exceed thirty (30) years from the date thereof and an interest rate or rates acceptable to the Corporation. This approval is subject to the understanding that (i) the Certificates shall be secured by a senior lien on both the gross revenues of the MSSC, as lessee, and revenue from the operations of the College of Medicine Facilities and (ii) the proceeds of the Certificates shall be used exclusively to fund the Financing Plan.

**4. Repealing Clause.** All resolutions of the Board of Governors or parts thereof, in conflict with the provisions herein contained, to the extent they conflict herewith, are, to the extent of such conflict, hereby superseded and repealed.

**5. Authorization of Further Actions Consistent Herewith.** The members of the Board of Governors, attorneys, or other agents or employees of the Board of Governors are hereby authorized and directed to do all acts and things required of them by this resolution or desirable or consistent with the requirements hereof, to assure the full, punctual and complete performance of all the terms, covenants and agreements contained in the Certificates and this resolution; including execution of such documents, certificates, contracts and legal opinions and other material delivered in connection with construction, financing or leasing of the Project for use by the University, the issuance of the Certificates, or as necessary to preserve the tax-exemption thereon, in such form and content as the Chair, Vice Chair or authorized officers executing the same deem necessary, desirable or appropriate.

**6. Effective Date.** This resolution shall become effective immediately upon its adoption.

**CERTIFICATE OF THE CORPORATE SECRETARY**

The undersigned, Corporate Secretary of the Board of Governors, does hereby certify that the attached resolution relating to the issuance of Certificates by the University of South Florida Financing Corporation is a true and accurate copy as adopted by the Board of Governors on August 9, 2007, and said resolution has not been modified or rescinded and is in full force and effect on the date hereof.

**BOARD OF GOVERNORS  
OF THE STATE OF FLORIDA**

Dated: \_\_\_\_\_, 2007

By: \_\_\_\_\_  
Corporate Secretary

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