

A RESOLUTION APPROVING THE ISSUANCE BY THE FLORIDA GULF COAST UNIVERSITY FINANCING CORPORATION (THE "FINANCING CORPORATION"), A UNIVERSITY DIRECT SUPPORT ORGANIZATION, OF ITS HOUSING SYSTEM REVENUE BONDS, SERIES 2004, IN AN AMOUNT NOT TO EXCEED \$8,000,000; AUTHORIZING THE CHAIR, VICE CHAIR AND STAFF TO TAKE FURTHER ACTIONS CONSISTENT WITH THE RESOLUTION; AND PROVIDING AN EFFECTIVE DATE.

The duly acting and appointed Board of Governors (the "Board of Governors") of the State of Florida (the "State") 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) The Board of Governors was created by Amendment 11, Article IX, Section 7 of the Florida Constitution on January 7, 2003 and vested with the power to operate, regulate, control and manage the eleven public colleges and universities of the Florida Education System.

(B) The Legislature of the State has approved the Project (as hereinafter defined) in the General Appropriations Act for fiscal year 2004-2005, Chapter 2004-268, Laws of Florida.

(C) The Financing Corporation was incorporated by The Florida Gulf Coast University Board of Trustees (the "University Board") to provide direct support to Florida Gulf Coast University (the "University") and designated as a "University Direct Support Organization" by the University Board pursuant to §1004.28, Florida Statutes (2003).

(D) The University Board has requested that the Financing Corporation issue its Housing System Revenue Bonds, Series 2004 in an amount not to exceed \$8,000,000 (the "Bonds") to finance (i) a new 288-bed student residence facility (the "Project"), (ii) capitalized interest and (iii) certain costs relating to the Bonds. The foregoing plan to finance the Project, capitalized interest and costs relating to the Bonds, is collectively referred to herein as the "Financing Plan".

(E) The Board of Governors declares that the Project will serve a public purpose by providing housing facilities at the University.

2. Approval of the Project. The Board of Governors hereby approves financing of the Project by the Financing Corporation for use by the University.

3. Approval of the Bonds. The Board of Governors hereby approves issuance of the Bonds by the Financing Corporation for the purposes described herein, in an amount not to exceed \$8,000,000, said Bonds to have a final maturity not to exceed thirty (30) years from the date thereof and at an interest rate or rates acceptable to the Financing Corporation. This approval is subject to the understanding that (i) the Bonds shall be secured by housing system revenues under an operating lease and an indenture, and (ii) the proceeds of the Bonds shall be used exclusively to fund the Financing Plan.

4. Representations of the University. The University acknowledges that use of variable interest rate financing involves the assumption of risk associated with an increase in interest rates. Accordingly, the University has agreed to take appropriate actions to reduce such risk including:

(A) Closely monitoring the variable interest rate market to ensure rapid response to changes in interest rates.

(B) Use of interest rate caps or swap transactions in at least the same proportion as existed for the housing system prior to the proposed bond sale, if financial conditions warrant.

(C) Maintenance of sufficient fund balance within the parking system to provide for payment of extraordinary operating expenses and, if necessary, payment of debt service.

(D) Approval of rate increases as appropriate to maintain coverage ratios.

5. 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.

6. 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 Bonds and this resolution including execution of such documents, certificates, contracts and legal opinions and other material delivered in connection with construction, sale or leasing of the Project for use by the University, the issuance of the Bonds 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.

7. Effective Date. This resolution shall become effective immediately upon passage.

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 Bonds by the Florida Gulf Coast University Financing Corporation is a true and accurate copy as adopted by the Board of Governors on November 18, 2004 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: _____, 2004

By: _____
Corporate Secretary

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