

A RESOLUTION APPROVING THE ISSUANCE BY THE UNIVERSITY ATHLETIC ASSOCIATION, INC., A UNIVERSITY DIRECT SUPPORT ORGANIZATION, OF ITS ATHLETIC PROGRAM REVENUE BONDS, IN AN AMOUNT NOT TO EXCEED \$50,000,000 AND PROVIDING AN EFFECTIVE DATE.

The duly acting and appointed 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 Section 7, Article IX 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 Athletic Association, Inc. (the "DSO") was incorporated by The University of Florida Board of Trustees (the "University Board") to provide direct support to the University of Florida (the "University") and designated as a "University Direct Support Organization" by the University Board pursuant to Section 1004.28, Florida Statutes.

(C) The University Board has requested approval from the Board of Governors for the DSO to issue debt in the form of Athletic Program Revenue Bonds, Series 2018, a direct placement bank loan, or any combination thereof, in an aggregate amount not to exceed \$50,000,000 (the "Debt") for the purpose of financing or reimbursing the costs of (i) (a) the acquisition, construction, and equipping of a new baseball stadium complex, (b) the renovation, expansion and equipping of the Katie Seashold Pressly Stadium, and (c) the acquisition, construction, and equipping of a new maintenance building to support the operation of various athletic facilities (collectively, the "Project"), on the campus of the University and (ii) paying certain costs of issuing the Debt. The foregoing plan to finance the Project and costs relating to the Debt 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 payable from revenues adequate to provide for all debt service; has been properly analyzed by the staffs of the Board of Governors and the Division of Bond Finance; and is consistent with the Board of Governor's Debt Management Guidelines.

(E) The Board of Governors declares that the Project will serve a public purpose by accommodating growth in the University's athletic program.

(F) The Project is included in the Master Plan of the University.

2. Approval of the Project. The Project is approved by the Board of Governors as being consistent with the mission and strategic plan of the University and the programs offered by the University.

3. Approval of the Debt. The Board of Governors hereby approves issuance of the Debt by the DSO for the purposes described herein, in an amount not to exceed \$50,000,000, said Debt to have a final maturity not to exceed twenty-five (25) years from the date thereof. This approval is subject to the understanding that (i) the Debt shall be a general unsecured obligation of the DSO payable from available revenues collected by the DSO, including but not limited to, ticket sales, conference revenues, auxiliary sales, sponsorships and such other revenues that may be used, pursuant to section 1010.62, Florida Statutes to pay and secure debt (with the exception of (a) the Athletic Fees, as described in Section 1009.24(12), Florida Statutes and (b) any capital gifts and donations) and (ii) the proceeds of the Debt shall be used exclusively to fund the Financing Plan. The Debt may be sold by negotiated sale consistent with the proposed Financing Plan or by competitive sale. The Debt may be issued as all publicly offered bonds; all as a direct bank placement; or any combination of the foregoing not to exceed a total combined amount of \$50,000,000. If any portion of the Debt is issued as a direct bank placement, the DSO is authorized to issue the debt for an initial term of no less than 5 years. The Debt must be amortizing, with principal payments beginning no later than 16 months after the bonds are issued, and must be issued with substantially level debt service payments. The issuance of the Debt by the DSO for the purpose of reimbursing the DSO or the University for capital expenditures paid for the Project from legally available funds of the DSO or the University is hereby authorized.

4. Compliance. The University Board will comply, and will require the University and the DSO to comply, with the following:

(A) All federal tax law requirements upon advice of bond counsel as evidenced by a "Certificate as to Tax, Arbitrage and Other Matters" or similar certificate to be executed by the DSO and the University Board prior to the issuance of the Debt.

(B) All applicable requirements of federal securities law, or state law

relating to continuing secondary market disclosure of information regarding the Debt, the University and the DSO. Such requirements, if applicable, currently provide for the disclosure of information relating to the Debt, the University and the DSO on an annual basis and upon the occurrence of certain material events.

(C) All covenants and other legal requirements relating to the Debt.

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 Debt and this resolution, including execution of such documents, certificates, contracts and legal opinions and other material delivered in connection with acquisition, sale or leasing of the Project for use by the University, the issuance of the Debt or as necessary to preserve any 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 July 1, 2018.

CERTIFICATE OF THE CORPORATE SECRETARY

The undersigned, Corporate Secretary of the State University System of Florida Board of Governors, does hereby certify that the attached resolution relating to the issuance of Debt by The University Athletic Association, Inc. is a true and accurate copy as adopted by the Board of Governors on June 28, 2018, and said resolution has not been modified or rescinded and is in full force and effect on the date hereof.

**STATE UNIVERSITY SYSTEM OF
FLORIDA BOARD OF GOVERNORS**

Dated: _____, 2018

By: _____
Corporate Secretary