

A RESOLUTION APPROVING THE UNIVERSITY OF SOUTH FLORIDA TO ENTER INTO A SUBLEASE AND OPERATING AGREEMENT WITH PUBLIX SUPER MARKETS, INC, OR AN AFFILIATE, RELATED TO THE CONSTRUCTION, FINANCING AND OPERATION OF A GROCERY STORE ON THE UNIVERSITY MAIN CAMPUS.

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 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. Pursuant to section 1013.171, Florida Statutes, a university board of trustees may negotiate and enter agreements to lease land under its jurisdiction to corporations registered with the Secretary of State to do business in the state, for the purpose of erecting facilities necessary and desirable to serve the needs and purposes of the university, as determined by the system-wide strategic plan adopted by the Board of Governors.

(B) The Board of Trustees of the University of Central Florida (the "University") has requested approval from the Board of Governors for the University to enter into a Public-Private Partnership arrangement with Publix Super Markets, Inc., for the purpose of the construction, management, operation, and maintenance of a grocery store on the Main Campus of the University ("the Project").

(C) The Project will be financed by Publix Super Markets, Inc.

(D) Upon consideration of the Project, the Board of Governors declares that the Project is consistent with the mission of the University; has been properly analyzed by staffs of the Board of Governors, the University and the Division of Bond Finance for consistency with the Board of Governors Public-Private Partnership Guidelines; and will serve a public purpose by serving the needs of the University, and will be accessible to the public.

(E) The Project is included in the 2010 master plan of the University,

approved by the Board of Trustees on December 8, 2011.

2. Approval of the Project. The Project is approved by the Board of Governors as being consistent with the strategic plan of the University and the programs offered by the University and is consistent with the Public-Private Partnership Guidelines. The University is hereby authorized to enter into such leases, sub-leases, operating agreements and any other contracts as may be required to consummate the Public-Private Partnership.

3. 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.

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

PASSED AND ADOPTED by the Board of Governors of the State of Florida at a public meeting duly called and held this 5th day of November, 2015.

CERTIFICATE OF THE CORPORATE SECRETARY

The undersigned, Corporate Secretary of the Board of Governors, does hereby certify that the attached resolution relating to the approval of entry of a sublease agreement by the University of South Florida with Publix Super Markets, Inc. for the construction, management, operation, and maintenance of a grocery store on the Tampa Main Campus is a true and accurate copy as adopted by the Board of Governors on November 5th, 2015, 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 UNIVERSITY SYSTEM OF
FLORIDA**

Dated: _____, 2015

By: _____
Corporate Secretary