

AGENDA
USF FINANCING CORPORATION
BOARD OF DIRECTORS
SPECIAL MEETING
4202 E. FOWLER AVENUE, TAMPA, FLORIDA
ADMINISTRATION BUILDING, ROOM 296
DATE: APRIL 25, 2005
TIME: 11:00 - NOON

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| 1. | Call Meeting to Order | Action |
| 2. | Approval of Minutes of March 10, 2005 Organizational Meeting | Action |
| 3. | Organizational Matters | Action |
| 4. | Source and Use of Funds | Informational |
| 5. | Historical and Projected Debt Service Coverage | Informational |
| 6. | Resolution: Approval of Transaction (Financing) and Authorizing the Execution and Delivery of Documents | Action |
| 7. | Definitions | Action |
| 8. | Master Lease Purchase Agreement | Action |
| 9. | Lease Schedule | Action |
| 10. | Master Trust Agreement | Action |
| 11. | Supplemental Trust Agreement | Action |
| 12. | Certificate Purchase Contract | |
| 13. | Management Agreement | Action |
| 14. | Disclosure and Dissemination Agreement | Action |

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| 15. | Preliminary Offering Statement: Series 2005A | Action |
| 16. | Preliminary Offering Statements: Series 2005B-1 and Series 2005B-2 | Action |
| 17. | Auction Agent Agreement | Action |
| 18. | Broker Dealer Agreement | Action |
| 19. | Commitment for the Municipal Financial Guaranty Insurance Policy | Action |
| 20. | Appointment of a Senior Managing Underwriter and Auction Agent Agreement | Action |
| 21. | Development Agreement | Action |