

USF FINANCING CORPORATION
MINUTES OF ANNUAL MEETING
BOARD OF DIRECTORS
NOVEMBER 28, 2005

The annual meeting of the Board of Directors of the USF Financing Corporation was held on the 28th day of November in the year two thousand and five at three thirty-five o'clock p.m. at the University of South Florida, 4202 East Fowler Avenue, ADM-252, in the City of Tampa, State of Florida, for the purpose of discussing corporate operations and for the transaction of any other business that may properly come before the meeting, including approval of transactions and authorizing the execution and delivery of debt financing documents.

Call to Order

The meeting was called by Chair Michael Griffin. The meeting was held pursuant to notice duly provided on November 21, 2005. Copies of the call of meeting and notice were attached to these minutes by the secretary. The meeting was called to order at 3:35 p.m. by Chair Michael Griffin.

The following Directors, who constitute a quorum of the Board of Directors, were present:

Dr. Carl Carlucci
Mr. Michael Griffin
Mr. Jerry Hasara

The following persons were also present at the meeting:

Mr. Fell Stubbs, Executive Director
Mr. Eric Walden, University Treasurer
Mr. Steven Prevaux, General Counsel
Mr. Nick Trivunovich, University Controller
Ms. Trudie Frecker, Associate Vice President, University Services

Ms. Yvonne Brooks, Administrative Assistant
Ms. Sheila Holbrook, Corporate Secretary
Mr. Frank Fleischer, Disclosure Counsel
Ms. Dawn McManus, Accountant
Mr. David Moore, Financial Advisor
Mr. Ken Artin, Bond Counsel
Ms. Dimple Lalwani, Accountant
Ms. Fairfax Vickers, CFO Student Affairs
Ms. Joann Strobbe, CFO USF Health
Dr. Jennifer Meningall, Vice President, Student Affairs
Ms. Kathleen Nestor, Associate General Counsel
Mr. Guy Conway, Director, Marshall Center
Mr. Joe Synovec, Assistant Director, Marshall Center
Ms. Leigh Ann Drexler, Associate Director, University Budgets
Mr. Eric Carl, Bear Stearns

Approval of
Minutes of April 25,
2005 Meeting

The minutes of the special meeting held on April 25, 2005 had been distributed on November 22, 2005. The question was asked, the motion made and seconded, and the minutes of the meeting were approved by the directors in attendance.

Resignation of
Board Member

Chair Griffin informed the Board that Board Member Rick Davis had provided a letter of resignation dated September 14, 2005. After discussion, the motion was made and seconded and the letter of resignation was accepted by the Board. A copy of the letter of resignation was attached to these minutes by the secretary.

Election of Board
Member

The next item of business was the election of a new Board member to replace Mr. Davis. The Chair stated that Mr. Cliff Walters has been recommended to the Board as a new Director of the Corporation. Mr. Cliff Walters is a member of the Sarasota-Manatee Campus Board. Mr. Walters is a partner in the law firm of Blalock, Landers, Walters and Bogler of Bradenton and is involved with many

civic organizations. The question was asked, the motion was made and seconded, and Mr. Walters was approved as a new director.

Dr. Carlucci stated that all boards need the appropriate number of outside members. Board members should try to identify 2 or 3 individuals and forward names to the University for consideration.

Approval of
Amendment to
Bylaws

The next item of business was the consideration of a resolution to amend the Corporation's Bylaws in three key respects: establishment of the date for the annual meeting, permitting member participation via conference telephone or similar communications equipment, and clarification of the process for submission of audited financial statements to the University of South Florida. Upon a motion duly made, seconded and carried, the Board of Directors adopted the following:

RESOLVED, that Article 4, Section 4.08 of the Bylaws is hereby revised to read as follows:

"Section 4.8 Director's Meetings. An annual meeting of the Board of Directors shall be held within the State of Florida at 3:00 p.m. on the first Tuesday of November of each year, or on such other date as the Board of Directors shall agree. Regular meetings of the Board of Directors may be held, with or without notice, at such time and place as from time to time shall be determined by the Chairperson of the Board. Special meetings of the Board of Directors may be called by the Chairperson of the Board or Secretary of the Corporation or any two directors. Unless waived as provided by statute, written notice of the time and place of special meetings of the Board of Directors shall be given to each director

either by personal delivery or by mail, facsimile, telegram or email at least three (3) days before the meeting. Members of the Board may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

At all meetings of the Board of Directors, the presence of a majority of the total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Unless otherwise required by the Articles of Incorporation, these Bylaws or Florida Statutes, the act of a majority of the directors present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present for the transaction of business.”

RESOLVED, that Article 10, Section 10.2 of the Bylaws is hereby revised to read as follows:

Section 10.2 Financial Audits. After the close of each fiscal year, the Corporation shall cause a financial audit of its accounts and records to be conducted by an independent certified public accountant pursuant to Section 1004.28, Florida Statutes, as may be amended or supplemented, and in accordance with the rules adopted by the Auditor General pursuant to Section 11.45, Florida Statutes, as may be amended or supplemented. The ~~President of the University~~ Corporation shall submit the annual audit

report to the ~~Board of Trustees and the Auditor General~~ President of the University within nine months after the end of the fiscal year. In addition, the Corporation shall provide a copy of its federal application for Recognition of Exception (form 1023) and each year shall provide a copy of its Form 990, Return of Organization Exempt from Federal Income Tax, to the President of the University and the State Board of Education and/or the Board of Governors, as required by applicable laws of the State of Florida.

Review of Board Reports

The following reports were presented at the meeting by the following individual:

Status of Series 2005 COPs distributions, construction projects, trustee accounts/funds, investment of balances, system revenues and cash flow by Fell L. Stubbs, Executive Director

Approval of Annual Corporate Budget

The next item of business was a resolution before the Board to approve the annual corporate budget as follows:

WHEREAS, USF Financing Corporation Bylaws Article 4, Section 4.2(b) provides that the President of the University or his/her designee shall “recommend to the Board of Directors an annual budget of this Corporation,” and

WHEREAS, the President of the University, through the Corporation Executive Director, has developed a budget for fiscal year 2006; and

WHEREAS, said budget was developed on the basis of current and projected bonded projects and through cooperation with all stakeholders in said bonded projects; and

WHEREAS, it is the majority opinion of this Board that the proposed budget meets the requirements as currently determined for fiscal year 2006; and

NOW THEREFORE, BE IT RESOLVED that the Board hereby adopts the budget herein above described

The question was asked, the motion made and seconded and the resolution was approved unanimously.

Ratification of Acts
and Transactions

Upon a motion duly made, seconded and carried, the Board of Directors adopted the following resolution to ratify actions of the Officers and Directors not reflected in the previous meetings' minutes:

WHEREAS, since the date of the last meeting of the Board of Directors, acts and transactions have been entered into on behalf of the Corporation by the Officers and Directors of the Corporation.

WHEREAS, since all of the actions and transactions may not have been reflected in the Corporate Minute Book of the Corporation, it is desirable that the Board confirm and ratify the actions of the Officers and Directors by appropriate ratification or resolution.

NOW, THEREFORE, BE IT RESOLVED, that all of the activities, obligations and transactions as they have been taken or made by the Officers or Directors of the Corporation since the date of the Corporation's inception be and they are hereby ratified and affirmed as authorized actions of the Corporation.

Approval of
Audited Financial
Statements

The Chair stated that the Board had been provided with a Consent to Action Without Meeting which describes the authorization provided by the

Directors to the Executive Director to engage the independent auditors on August 2, 2005 and requested that each director sign the Consent with the Corporate Secretary.

The Board was provided with a copy of the Audited Financial Statements as of June 30, 2005, prepared by Ernst & Young, LLP and dated October 7, 2005. A resolution was put before the Board to approve the Audited Financial Statements.

WHEREAS, the financial records of the Corporation have been audited by the independent accounting firm, Ernst & Young, and

WHEREAS, Ernst & Young have provided draft audited financial statements for review by the Board, and

WHEREAS, it is the consensus of the Board that the overview by the Corporation Executive Director relative to the draft audited financial statements was well done and a further presentation with respect to the financial statements is not required.

NOW THEREFORE, BE IT RESOLVED that the draft Audited Financial Statements of the Corporation are approved as presented,

RESOLVED FURTHER that the Executive Director continue to work with the auditors to finalize the audited financial statements and to report to the board on the result of the audit upon its completion.

The question was asked, the motion made and seconded and the resolution was approved unanimously.

The Executive Director was called on to provide an overview of the transactions coming before the Board and to introduce the Corporation's financing team.

The Executive Director introduced David Moore, the Corporation Financial Advisor, who provided an overview of the transaction structure and plan of finance for the three pending projects: two USF Health facilities and the Marshall Center.

The Executive Director introduced Mr. Ken Artin, Bond Counsel and Mr. Frank Fleicher, Disclosure Counsel.

Approval of
Transactions and
Authorizing
Execution and
Delivery of
Documents – USF
Health

The next item of business was the consideration of a resolution for approval by the Board setting out the parameters for the sale of bonds for USF Health projects and authorizing the execution and delivery of documents.

After introduction and discussion, and upon motion duly made and carried by the affirmative vote of the directors in attendance

RESOLVED, Resolution FC 11-28A, which each director has read, is hereby adopted, and the Secretary is hereby ordered to attach a copy of the aforesaid Resolution to the minutes of this meeting.

Authorizing
Execution of
Interest Rate
Exchange
Agreements – USF
Health

Next, the Board considered a resolution authorizing the execution of one or more interest rate exchange agreements and related schedules and delegating authority to the Chair and Executive Director to negotiate the terms of said agreements and other documents related thereto.

After introduction and discussion, and upon motion duly made and carried by the affirmative vote of the directors in attendance

RESOLVED, Resolution FC 11-28B, which each director has read, is hereby adopted and the Secretary is hereby ordered to attach a copy of the aforesaid Resolution to the minutes of this meeting.

Authorizing
Execution of
Development
Agreements, Design
and Construction
Contracts, etc. –
USF Health

The next item of business considered by the Board was a resolution authorizing the Chair or Executive Director or designee to execute all development agreements, design and construction contracts, and other documents related thereto concerning construction of the USF Health projects.

After introduction and discussion, and upon motion duly made and carried RESOLVED, Resolution FC11-28C, which each director has read, is hereby adopted and the Secretary is hereby ordered to attach a copy of the aforesaid resolution to the minutes of this meeting.

Approval of
Promissory Note
and Authorizing
Execution

The next item of business considered by the Board was a resolution authorizing the execution of a promissory note to assist with the design and construction of the USF Health facilities prior to issuance of certificates of participation or other indebtedness.

After review and discussion of the terms of the promissory note it was agreed on one change in the timeframe in which the Financing Corporation will repay the promissory note from 7 days to 30 days after Financing Corporation receives proceeds from the certificates of participation or other indebtedness issued for the USF Health project. The Board determined that the remaining terms of the promissory note were reasonable. Therefore the Board approved the terms of the promissory note and directed the Chair or Executive Director, or designee, to sign the promissory note on behalf of the Corporation. The secretary was

directed to attach a signed copy of the promissory note to this resolution, FC 11-28D, and to place the resolution and attachment in the corporate records book.

Approval of
Transactions and
Authorizing
Execution and
Delivery of
Documents –
Marshall Center

The next item of business was the consideration of a resolution for approval by the Board setting out the parameters for the sale of bonds for the Marshall Center project and authorizing the execution and delivery of documents.

After introduction and discussion, and upon motion duly made and carried by the affirmative vote of the directors in attendance

RESOLVED, Resolution FC 11-28E, which each director has read, is hereby adopted, and the Secretary is hereby ordered to attach a copy of the aforesaid Resolution to the minutes of this meeting.

Authorizing
Execution of
Interest Rate
Exchange
Agreements –
Marshall Center

Next, the Board considered a resolution authorizing the execution of one or more interest rate exchange agreements and related schedules and delegating authority to the Chair or Executive Director to negotiate the terms of said agreements and other documents related thereto.

After introduction and discussion, and upon motion duly made and carried by the affirmative vote of the directors in attendance

RESOLVED, Resolution FC 11-28F, which each director has read, is hereby adopted and the Secretary is hereby ordered to attach a copy of the aforesaid Resolution to the minutes of this meeting.

Authorizing
Execution of
Development
Agreements, Design
and Construction
Contracts, etc. –
Marshall Center

The next item of business considered by the Board was a resolution authorizing the Chair or Executive Director or designee to execute all development agreements, design and construction contracts, and other documents related thereto concerning construction of the Marshall Center project.

After introduction and discussion, and upon motion duly made and carried
RESOLVED, Resolution FC11-28G, which each director has read, is
hereby adopted and the Secretary is hereby ordered to attach a copy of the
aforesaid resolution to the minutes of this meeting.

There being no further business to come before the Board, the meeting
was adjourned on motion duly made and carried at 3:50 pm.

Michael Griffin, Chairperson

Jerry Hasara, Secretary