USF PROPERTY CORPORATION

MINUTES OF SPECIAL MEETING

BOARD OF DIRECTORS

SEPTEMBER 16, 2022

A special meeting of the Board of Directors of the USF Property

Corporation was held on September 16, 2022 as a Microsoft Teams virtual

meeting at the University of South Florida, 4202 E. Fowler Avenue, CGS 402,

Tampa, Florida, pursuant to the Corporation's Bylaws, for the purpose of

authorizing the issuance of debt to finance the costs of student housing and

student center improvements at the USF Sarasota-Manatee campus and for the

transaction of any other business that may properly come before the Board.

The meeting was held pursuant to Notice duly provided on September 9, 2022. A copy of the meeting Notice is attached to these minutes.

The meeting was called to order by Chair Smith at 3:25 p.m.

The following directors, who constitute a quorum of the Board of Directors, were present or participated in the meeting via conference telephone:

Mr. Richard D. Smith

Ms. Linda O. Simmons

Ms. Erin S. Aebel

Mr. Jose E. Valiente

Mr. Richard J. Sobieray

The following persons were also present or participated in the meeting via conference telephone:

Call to Order and Roll Call Mr. Fell L. Stubbs, Executive Director

Ms. Hilary Black, Senior Associate General Counsel

Ms. Kate Head, Associate Director Internal Audit

Ms. Dawn M. Rodriguez, Assistant Treasurer

Ms. Mary K. Benton, Accountant

Chair Smith asked Mr. Stubbs if, under the Procedure for Appearances

maturity will be in 30 years, with an optional ten-year prepayment date of July 1, 2033.

Mr. Stubbs stated that the Bank of New York Mellon Trust Company, N.A is designated as Trustee and PFM Financial Advisors LLC is designated as Financial Advisor. Both appointments continue longtime designations since 2005.

Mr. Stubbs stated that a Request for Proposal (RFP) for underwriting services was sent to fourteen underwriters. From the proposals received, Raymond James was selected as the senior manager and Jeffries was selected as co-manager. Both underwriters agreed to our provision requiring underwriters to buy any unsold bonds into their own portfolio.

Mr. Stubbs noted that a design/build agreement is being developed.

Utilizing a competitive selection process by way of an ITN, the Financing

Corporation selected the design/build team of CORE Construction and Mackey

Mitchel Architects to design and deliver the project.

Mr. Stubbs added that Moody's and Standard & Poor's ratings on the Series 2022 student housing and student center bonds have been received and will be included on the Official Statement.

Director Valiente asked if there is any connection between state budget funds and the Sarasota-Manatee student housing and student center project. Mr. Stubbs clarified that the state is not providing any funding for this project; however, the state did approve funding towards Sarasota-Manatee's new Nursing/STEM building.

Director Simmons asked if any bond funds remain at the project conclusion, would the funds be put in a reserve account or be used to pay down principal. Mr. Stubbs said that any excess bond proceeds will be used to make bond payments in accordance with the bond agreements.

Director Simmons asked about the timing of the bond issuance, specifically if the Corporation would be posting the Official Statement within the next two weeks. Mr. Stubbs stated that we expect to post the preliminary official statement within the next two weeks and will initiate the negotiated bond sale likely the week of September 26 with closing anticipated during the week of October 10.

Chair Smith asked if there were any other questions from the Board.

Hearing none, Chair Smith requested a motion to authorize the issuance of debt to finance the costs of student housing and student center improvements located on the USF Sarasota-Manatee campus. The motion was duly made and seconded, and the following was unanimously approved:

RESOLVED, Resolution PC 09-16-22, 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 the meeting.

Mr. Stubbs thanks the Board and added that this project will be the first

at ds balityrom the 0-4 ar 10.

Hearing no further items, Chair Smith thanked the Board for their support and participation at this special meeting.

Adjournment

There being no further business to come before the Board, the meeting was adjourned on motion duly made and carried at 3:30 p.m.

Richard D. Smith, Chair

Linda O. Simmons, Secretary / Treasurer