

## **Board of Trustees of the University of Oregon**

### **Resolution: Authorization of 2016 General Revenue Bonds**

WHEREAS, ORS 352.087(1)(b) authorizes the University of Oregon (the "University") to borrow money for the needs of the University in such amounts, at such times, and upon such terms as may be determined by the University acting through its Board of Trustees (the "Board"); and

WHEREAS, ORS 352.408(1) authorizes the University to issue revenue bonds for any lawful purpose of the University in accordance with ORS chapter 287A, and to issue refunding bonds under ORS 287A.360 to ORS 287A.380 of the same character and tenor as the revenue bonds replaced; and

WHEREAS, Section 3.1 of the University Treasury Management Policy provides that the University may use debt or other financing agreements to meet its strategic objectives and, pursuant to Section 3.2 of the Treasury Management Policy, the Board, or its designated Committee, must authorize debt transactions, financing agreements, hedging instruments, and other derivatives when the par or notional amount is greater than \$5,000,000; and

WHEREAS, Section 3.4.2 of the University Treasury Management Policy authorizes the Treasurer to enter into financing transactions for the purpose of mitigating the risk of existing obligations and/or reducing the overall cost of debt; and

WHEREAS, the University has previously issued and has outstanding its General Revenue Bonds, 2015A in the aggregate principal amount of \$50,000,000 (the "2015 Bonds"), and the University now desires to authorize the issuance of one or more series of general revenue bonds on a parity with or subordinate to the pledge securing the payment of the principal of an interest on the 2015 Bonds in an aggregate principal amount not to exceed \$60,000,000; and

WHEREAS, ORS 352.087(1)(t) authorizes the University to delegate any and all powers and duties, subject to the limitations expressly set forth in law;

WHEREAS, the Board has considered the impact of the general revenue bonds and general revenue refunding bonds authorized by this resolution on the University's ability to achieve its mission and strategic objectives, the cost of issuing and paying the bonds, and how the bonds will affect the University's ability to meet its existing obligations, and has determined that it is in the best interests of the University to approve the issuance of the bonds as set forth in this resolution, and to delegate the powers of the Board related to the bonds to the Treasurer of the University, and her designee, to approve the sale of the bonds and certain terms of the bonds; and

WHEREAS, the Finance and Facilities Committee has referred this matter to the full Board as a seconded motion, recommending adoption;

NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby adopts this resolution as follows:

**1. Appointment of Authorized Representative.** The Board hereby authorizes the Treasurer of the University, and her designee, each acting individually and on behalf of the University and not in his

or her personal capacity (the "Authorized Representative"), to act as the authorized representative for and on behalf of the University in connection with the issuance and sale of general revenue bonds (the "New Money Revenue Bonds") and general revenue refunding bonds (the "Refunding Revenue Bonds" and, together with the New Money Revenue Bonds, the "Revenue Bonds") to carry out the purposes and intent of this resolution. The signature of the Authorized Representative or his or her designee shall be sufficient to bind the University with respect to any Revenue Bonds, certificate, agreement or instrument related thereto, and shall be sufficient to evidence the Authorized Representative's approval of the terms thereof.

**(a) Revenue Bonds Authorized.**

**(i) New Money Revenue Bonds.** The Board hereby authorizes the issuance of not more than Sixty Million Dollars (\$60,000,000) in aggregate principal amount of New Money Revenue Bonds under ORS 352.087(1)(b) and/or ORS 352.408 for University purposes, to fund debt service reserves, if any, and to finance other costs related to issuing a series of New Money Revenue Bonds, including but not limited to capitalizing interest.

**(ii) Refunding Revenue Bonds.** The Board further hereby authorizes the issuance of Refunding Revenue Bonds under ORS 352.087(1)(b) and/or ORS 351.408 to defease, prepay or refund short-term or interim financing incurred under Section 3.4.1 of the University Treasury Management Policy, to defease, prepay or refund any or all of the payments to be made by the University in connect with bonds issued by the State of Oregon for the benefit of the University, to pay costs of issuance, and to pay defeasance, prepayment and refunding costs.

**2. Special Obligations of the University.** The Revenue Bonds shall be special obligations of the University that are payable solely from legally available revenues of the University that the University pledges to pay the Revenue Bonds.

**3. Bond Sale Authorized.** The Authorized Representative is hereby authorized, on behalf of the Board and without further action by the Board, to take any of the following actions that may be required if needed in connection with the issuance and sale of Revenue Bonds authorized herein:

**(a)** Issue the Revenue Bonds in one or more series and at different times; provided that any series of Revenue Bonds under this resolution shall be issued on or before June 30, 2017.

**(b)** Pledge all or any portion of the legally available revenues of the University to pay and secure the payment of the principal of and interest on each series of Revenue Bonds, and determine the lien status of each pledge.

**(c)** Apply the proceeds of any series of New Money Revenue Bonds to pay or reimburse costs of the University, to fund debt service reserves, if any, and to pay other costs related to issuing a series of Revenue Bonds, including but not limited to capitalizing interest.

**(d)** Determine whether to pay or refinance short-term or interim financing or to defease, refund or prepay University obligations including any or all of the payments to be made by the University in connection with bonds issued by the State of Oregon for the benefit of the University.

(e) Apply the proceeds of any series of Refunding Revenue Bonds to pay or refinance short-term or interim financing, to defease, refund or prepay University obligations including any or all of the payments to be made by the University in connection with bonds issued by the State of Oregon for the benefit of the University, to pay costs of issuance, and to pay defeasance, prepayment and refunding costs.

(f) Participate in the preparation of, authorize the distribution of, and deem final the preliminary and final official statements and any other disclosure documents for any series of Revenue Bonds.

(g) Establish the final principal amount, maturity schedule, interest payment dates, interest rates, denominations and all other terms for each series of Revenue Bonds; provided, that the true interest cost of any New Money Revenue Bonds shall not exceed eight percent per annum, and the final maturity date for any New Money Revenue Bond shall be on or before October 1, 2046.

(h) Select one or more underwriters or lenders and negotiate the sale of that series of Revenue Bonds to those underwriters or lenders, and execute and deliver one or more bond purchase agreements.

(i) Undertake to provide continuing disclosure for any series of Revenue Bonds in accordance with Rule 15c2-12 of the United States Securities and Exchange Commission.

(j) Apply for rating(s) for any series of Revenue Bonds.

(k) Draft and approve the terms of, and execute and deliver, one or more bond declarations which pledge all or a portion of the legally available revenues of the University to particular series of Revenue Bonds, make covenants for the benefit of owners of the Revenue Bonds, describe the terms of the Revenue Bonds that are issued under that bond declaration, and describe the terms under which future obligations may be issued on a parity with those Revenue Bonds.

(l) Appoint and enter into agreements with paying agents, escrow agents, bond trustees, verification agents, and other professionals and service providers.

(m) Issue any series of Revenue Bonds as taxable bonds, including as taxable bonds that are eligible for federal interest subsidies or tax credits.

(n) Issue any series of Revenue Bonds as governmental and/or 501(c)(3) tax-exempt bonds, hold public hearings, take actions and enter into covenants to maintain the tax status of that series of Revenue Bonds under the Internal Revenue Code of 1986, as amended (the "Code").

(o) Provide for the Revenue Bonds to be held in certificated or uncertificated form.

(p) Execute and deliver any agreements or certificates and take any other action in connection with the Revenue Bonds that an Authorized Representative finds will be advantageous to sell and issue the Revenue Bonds and carry out this resolution.

**4. Ratification and Approval of Actions.** The Board hereby ratifies and approves all prior actions taken on behalf of the Board or University related to such Revenue Bonds. The Board hereby

authorizes, empowers, and directs the Authorized Representative to take further actions as may be necessary or desirable related to such Revenue Bonds, including, without limitation, the execution and delivery of agreements necessary or desirable to carry out such actions or arrangements, and to take such other actions as are necessary or desirable for the purposes and intent of this resolution. Notwithstanding the above, the Treasurer shall obtain approval from the chair of the Board and the chair of the Finance and Facilities Committee prior to executing final agreements necessary to issue such Revenue Bonds.

**5. Effective Date.** This resolution shall take effect immediately upon adoption by the Board.

VOTE: Voice Vote Recorded – Ayes carried (no dissention)

DATE: March 4, 2016

Recorded by the University Secretary: 