Florida Gulf Coast University Board of Trustees
October 6, 2004

SUBJECT: Financing and Construction of Student Housing (Phase VII) and Parking Garage I

PROPOSED BOARD ACTION

Approve the enclosed resolution authorizing the Florida Gulf Coast University Financing Corporation (1) to issue bonds in the principal amount of $8,000,000 to finance and construct a 288-bed student residence facility and related costs, and (2) to issue bonds in the principal amount of $6,000,000 to finance and construct a 500-space parking facility and related costs.

BACKGROUND INFORMATION

Student Housing (Phase VII)

Florida Gulf Coast University currently has 1662 available student housing beds with the completion of Phase VI student housing in August of 2004. The occupancy rate for the Fall 2004 Semester is 92% with 1532 student residents living in housing. Because of FGCU’s projected enrollment growth for Fall 2005, an additional 288-bed student residence facility needs to be constructed as soon as possible. This phase VII student housing will complete construction of another low-rise residence building in the North Lake Village. The housing system is financially healthy, and we believe that the addition of 288 beds in another phase is warranted based upon existing and projected demand.

In order to meet future demand, the FGCU Financing Corporation Board of Directors, on September 1, 2004, approved a resolution authorizing the financing and construction of Student Housing Phase VII, contingent upon the approval of the FGCU Board of Trustees. The Corporation’s Board of Directors requests that the FGCU Board of Trustees approve the enclosed resolution authorizing the construction of Phase VII student housing and financing in the principal amount of $8,000,000.
Parking Garage I

With current enrollment, parking availability on the Florida Gulf Coast University campus has become inadequate, and parking availability will increasingly become a challenge due to future enrollment and other growth needs. The current campus master plan projects the need to construct parking facilities in order to accommodate the needs of a growing campus with limited available land.

On September 1, 2004, the FGCU Financing Corporation Board of Directors approved a resolution granting the authority to finance and construct a 500-space parking facility in the principal amount of $6,000,000, contingent upon the approval of the FGCU Board of Trustees. Parking revenues are sufficient to meet debt and coverage requirements. The Corporation’s Board of Directors now request that the FGCU Board of Trustees approve the enclosed resolution authorizing the construction of a 500-space parking facility and financing in the principal amount of $6,000,000.

Supporting Documentation Included: Resolution by the FGCU Board of Trustees.

Legal Review by: Ms. Wendy S. Morris, General Counsel

Submitted & Prepared by: Mr. Curtis Bullock, Assistant to the President and Executive Director, FGCU Financing Corporation
A RESOLUTION APPROVING THE FINANCING BY FLORIDA GULF COAST UNIVERSITY FINANCING CORPORATION (THE "FINANCING CORPORATION") OF (I) A NEW 288-BED APARTMENT STYLE STUDENT RESIDENCE FACILITY (PHASE VII) ON THE CAMPUS OF FLORIDA GULF COAST UNIVERSITY (THE "UNIVERSITY"), AND (II) A NEW 500-SPACE PARKING GARAGE; APPROVING THE ISSUANCE BY THE FINANCING CORPORATION OF ITS HOUSING SYSTEM REVENUE BONDS, SERIES 2004, IN THE PRINCIPAL AMOUNT OF $8,000,000 AND PARKING SYSTEM REVENUE BONDS, SERIES 2004, IN THE PRINCIPAL AMOUNT OF $6,000,000; AUTHORIZING EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED CAPITAL PROJECTS MASTER OPERATING LEASE AND AN AMENDED AND RESTATED CAPITAL PROJECTS MASTER GROUND LEASE AGREEMENT; AND PROVIDING AN EFFECTIVE DATE.

At a meeting duly held pursuant to notice and a quorum being present, the Florida Gulf Coast University Board of Trustees (the "University Board") does hereby make the following resolutions:

WHEREAS, the legislature of the State of Florida has approved the Projects (as hereinafter defined) in the General Appropriations Act for fiscal year 2004-2005, Chapter 2004-268, Laws of Florida.

WHEREAS, the Financing Corporation was incorporated by The Florida Gulf Coast University Board of Trustees (the "University Board") to provide direct support to Florida Gulf Coast University (the "University") and designated as a “University Direct Support Organization” pursuant to §1004.28, Florida Statutes (2003);

WHEREAS, the University Board desires that the Financing Corporation issue its (a) Housing System Revenue Bonds, Series 2004 in the principal amount of $8,000,000 (the “Housing Bonds”) to finance (i) a new 288-bed student residence facility (the “Housing Project”), (ii) capitalized interest and (iii) certain costs relating to the Housing Bonds; and (b) Parking System Revenue Bonds, Series 2004 in the principal amount of $6,000,000 (the “Parking Bonds” and the Housing Bonds, collectively, the “Bonds”) to finance (i) a 500-space parking garage (the “Parking Project” and the Housing Project, collectively, the “Projects”) (ii) capitalized interest and (iii) certain costs relating to the Parking Bonds. The foregoing plan to finance the Projects, capitalized...
interest and costs relating to the Bonds, is collectively referred to herein as the “Financing Plan”; and

WHEREAS, to provide for the financing of University capital projects from time to time, the University Board desires to amend the (i) Master Ground Lease Agreement, dated as of August 1, 1997, between University Board, successor by assignment, acting for and on behalf of the University, and the Financing Corporation, successor by assignment, as heretofore amended and supplemented (collectively, the “Original Master Ground Lease”), through the execution and delivery of an Amended and Restated Master Capital Projects Ground Lease Agreement, dated as November 1, 2004 (the “Master Ground Lease Agreement”), between the University Board, acting for and on behalf of the University, and the Financing Corporation and (ii) Master Operating Lease, dated as of August 1, 1997, University Board, successor by assignment, acting for and on behalf of the University, and the Financing Corporation, successor by assignment, as heretofore amended and supplemented (collectively, the “Original Master Operating Lease”), through the execution and delivery of an Amended and Restated Master Capital Projects Operating Lease, dated as of November 1, 2004 (the “Master Operating Lease”), between the University Board, acting for and on behalf of the University, and the Financing Corporation (collectively, the “Financing Documents”);

NOW THEREFORE, BE IT RESOLVED:

Section 1. Approval of Bonds, Financing Plan and Request to the Financing Corporation. The University Board hereby approves the (i) issuance of the Bonds by the Financing Corporation, (ii) Financing Plan; and hereby requests the Financing Corporation to consummate the transactions described in this resolution and the Financing Documents.

Section 2. Authorization of Execution and Delivery of Master Ground Lease Agreement and Master Operating Lease.

A. The University Board is hereby authorized to amend the Original Master Ground Lease through the execution and delivery of the Master Ground Lease Agreement, in substantially the form attached hereto as Exhibit "A," with such changes, alterations and corrections as may be approved by the President of the University Board, such approval to be conclusively evidenced by the execution thereof by the President, and such Master Ground Lease Agreement is hereby approved by the University Board, and the University Board hereby authorizes and directs said President to execute, and the Secretary of the University Board to attest under the seal of the University Board, the Master Ground Lease Agreement, all of the provisions of which, when executed and delivered by the University Board as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein.

B. The University Board is hereby authorized to amend the Original Master Operating Lease through the execution and delivery of the Master Operating Lease, in substantially the form attached hereto as Exhibit "B" with such changes, alterations and
corrections as may be approved by the President of the University Board, such approval to be conclusively evidenced by the execution thereof by the President, and such Master Operating Lease is hereby approved by the University Board, and the University Board hereby authorizes and directs said President to execute, and the Secretary of the University Board to attest under the seal of the University Board, the Master Operating Lease, all of the provisions of which, when executed and delivered by the University Board as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein.

Section 3. Authorization of Further Actions Consistent Herewith. The President and such authorized officers of the University are hereby authorized and directed to do all acts and things required of them by this resolution, the Financing Documents, or desirable or consistent with the requirements thereof, for the full, punctual and complete performance of all the terms, covenants and agreements contained in the Bonds, the Financing Documents, and this resolution including execution of such documents, certificates, contracts and legal opinions, in such form and content as shall to the President or authorized officers executing the same seem necessary, desirable or appropriate.

Section 4. Repealing Clause. All resolutions of the University Board, 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.

Section 5. Effective Date. This resolution shall become effective immediately upon passage.
CERTIFICATE OF THE CORPORATE SECRETARY

The undersigned, Corporate Secretary of The Florida Gulf Coast University Board of Trustees, does hereby certify that the attached resolution is a true and accurate copy as adopted by The Florida Gulf Coast University Board of Trustees on October 6, 2004.

THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

Dated: ________________, 2004

By: ____________________________
   Corporate Secretary