Florida Gulf Coast University Board of Trustees  
September 12, 2006

SUBJECT: Financing and Construction of Student Union Addition Phase I

PROPOSED BOARD ACTION

Approve resolution authorizing the Florida Gulf Coast University Financing Corporation to issue bonds in a principal amount not to exceed $6,000,000 to finance and construct an addition to the FGCU Student Union Building and related costs. The resolution also authorizes the university to request the Board of Governors to approve the debt issuance. The facility is located on the Florida Gulf Coast University campus and consists of additional food service seating areas, additional office space for student groups, additional meeting spaces, support facilities and related infrastructure.

BACKGROUND INFORMATION

Florida Gulf Coast University currently enjoys a student union that houses food services, campus bookstore, meeting facilities, Student Government offices and meeting spaces, student club spaces and auxiliary offices and meeting spaces. With the continuing growth of FGCU, the addition of student-related spaces is needed to meet current and projected student demand. The Board of Governors has allocated $2,677,353.00 in Capital Improvement Trust Fund Fees for this project. This amount will be added to the debt issuance to construct the additional student union facilities. Revenues to be pledged for debt service will be bookstore and food service net revenues. These revenues can easily support the debt service and maintain adequate debt coverage ratios. Therefore, the FGCU Financing Corporation is requesting authority to proceed with financing and construction of the Student Union Addition Phase I and related facilities. The Florida Gulf Coast University Financing Corporation Board of Directors will approve a resolution authorizing the financing and construction of the Student Union Addition Phase I on September 20, 2006. The FGCU Financing Corporation requests that the FGCU Board of Trustees approve a resolution authorizing the construction of the Student Union Addition Phase I and financing in the amount not to exceed $6,000,000.
Supporting Documentation Included: Student Union Resolution FGCU Board of Trustees 2007B Bonds.

Legal Review by: General Counsel Wendy Morris (August 17, 2006)

Prepared by: FGCU Financing Corporation Executive Director Curtis Bullock

Submitted by: Vice President for Administrative Services Joe Shepard
A RESOLUTION DIRECTING THE FLORIDA GULF COAST UNIVERSITY FINANCING CORPORATION (THE "FINANCING CORPORATION") TO FINANCE THE ALL OR A PORTION OF AN ADDITION TO THE STUDENT UNION ON THE CAMPUS OF FLORIDA GULF COAST UNIVERSITY (THE "UNIVERSITY") THROUGH THE ISSUANCE OF CAPITAL IMPROVEMENT REVENUE BONDS, SERIES 2007B, IN A PRINCIPAL AMOUNT NOT TO EXCEED $6,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED CAPITAL PROJECTS MASTER OPERATING LEASE AND CAPITAL PROJECTS MASTER GROUND LEASE AGREEMENTS; 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 University Board has authorized the acquisition, construction and equipping of all or a portion of an addition to the Student Union on the campus of the University (the “Project”) and desires to provide for the financing thereof through revenue bonds issued by the Financing Corporation; and

WHEREAS, to provide for repayment of the revenue bonds and to pledge revenues therefore including certain auxiliary revenues, it will be necessary to amend the (i) Amended and Restated Master Ground Lease Agreement, dated as of January 1, 2005, between the 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 “Prior Master Ground Lease”), through the execution and delivery of a new Amended and Restated Master Capital Projects Ground Lease Agreement (the “Master Ground Lease Agreement”), between the University Board, acting for and on behalf of the University, and the Financing Corporation and (ii) Amended and Restated Master Operating Lease, dated as of January 1, 2005, between the 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 “Prior Master Operating Lease”), through the execution and delivery of a new Amended and Restated Master Capital Projects Operating Lease Agreement (the “Master Operating Lease Agreement”), 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. **Bond Financing.** The University Board hereby (i) directs and approves the issuance of tax-exempt bonds by the Financing Corporation in an amount not to exceed Six Million Dollars ($6,000,000) (the “Bonds”) to finance the Project (ii) authorizes the University to request the Florida Board of Governors to approve the Bonds and (iii) directs the Financing Corporation to consummate the transactions described in this resolution and the Financing Documents.

Section 2. **Authorization of Execution and Delivery of the Financing Documents.**

The University Board authorizes and directs the President of the University to execute and deliver an amendment of the Prior Master Ground Lease and the Prior Operating Lease in form and substances as approved by the President and the University’s General Counsel, such approval to be conclusively evidenced by the execution thereof by the President of the University.

Section 3. **Authorization of Further Actions Consistent Herewith.** The President of the University 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 ________________, 2006.

THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

Dated: ________________, 2006

By: 

__________________________________________
Corporate Secretary

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