

RESOLUTION NO. 15-02



Oregon State University Requesting and Consenting to the Refunding of State General Obligation Bonds

A RESOLUTION OF THE BOARD OF TRUSTEES OF OREGON STATE UNIVERSITY REQUESTING AND CONSENTING TO THE ISSUANCE OF STATE GENERAL OBLIGATION BONDS TO REFUND BONDS ISSUED FOR THE BENEFIT OF THE UNIVERSITY; DELEGATING AUTHORITY WITH RESPECT TO THESE MATTERS; RATIFYING AND APPROVING PAST DECISIONS AND ACTIONS; AND AUTHORIZING MATTERS RELATED THERETO.

WHEREAS, bonds or other obligations of the State of Oregon (the "State") have been issued for the benefit of Oregon State University (the "University") as permitted by law (each a "State Borrowing"); and

WHEREAS, the University has entered into an Agreement for Debt Management (the "Debt Management Agreement") as of July 1, 2014, by and among the State, acting by and through its Office of the State Treasurer (the "State Treasurer"), the Higher Education Coordinating Commission, the Department of Administrative Services ("DAS"), and the Oregon University System with respect to State Borrowings; and

WHEREAS, Section 9 of the Debt Management Agreement provides that the State Treasurer may refund any State Borrowings whenever the State Treasurer determines it is in the best interests of the State to do so, that the University may request in writing that the State Treasurer refund State Borrowings to achieve debt service savings or to modify terms as requested by the University, and that the State Treasurer may amend the schedule of University payments pursuant to ORS 351.379(3) (the "Schedule") to reflect the University's *pro rata* share of the resulting debt service changes under certain circumstances; and

WHEREAS, it is appropriate for this Board to request and therefore authorize the State Treasurer, and as applicable request that DAS request and therefore authorize the State Treasurer, to issue bonds to refund State Borrowings within the current biennium without requiring further action of this Board; and

WHEREAS, the Board hereby determines that it is in the best interests of the University to refund State Borrowings to achieve debt service savings or to modify terms as requested by the University, and that it is in the best interests of the University to amend the Schedule to reflect the University's *pro rata* share of the resulting debt service changes in certain circumstances; and

WHEREAS, the Board now desires to delegate to the Vice President for Finance and Administration of the University, or his or her designee, the authority to request that a State

Borrowing be refunded, to consent to or approve that a State Borrowing be refunded, within the current biennium and to consent to or approve amendments to the Schedule where applicable;

NOW, THEREFORE, the Board resolves as follows:

1. Refunding State Borrowings. The Vice President for Finance and Administration of the University or his or her designee (the "Authorized University Representative") is hereby authorized to request that State Borrowings be defeased, prepaid, or refunded to achieve debt service savings or to modify terms of the State Borrowings, and to request the issuance of State Borrowings for such purposes, as determined by the Authorized University Representative. The Authorized University Representative is further authorized to consent to the defeasance, prepayment or refunding of State Borrowings, and to consent to or approve amendments to the Schedule to reflect the University's *pro rata* share of the resulting debt service changes, as applicable, from time to time as determined by the Authorized University Representative. The authorization under this Section shall be effective through June 30, 2015.

2. Tax-Exempt Status. The Authorized University Representative is hereby authorized to covenant, on behalf of the University, to comply with the provisions of the Internal Revenue Code of 1986, as amended, that are required or desirable for interest on tax-exempt State Borrowings to be excluded from gross income for federal income taxation purposes, for State Borrowings that are issued on a tax-exempt basis and to execute and deliver such agreements, documents or certificates required or desirable for such State Borrowings to be issued on a tax-exempt basis.

3. Ratification and Approval of Actions. The Board hereby ratifies and approves all prior actions taken on behalf of the Board and the University related to the defeasance, prepayment or refunding of State Borrowings. The Board hereby authorizes, empowers, and directs the Authorized University Representative to take further actions as may be necessary or desirable related to the defeasance, prepayment or refunding of State Borrowings, including without limitation (i) covenanting to perform on behalf of the University, and performing, any actions necessary or desirable to comply with requests from the State Treasurer authorized under ORS chapter 286A to administer the State Borrowings, (ii) the execution and delivery of amendments to the Schedule and such other agreements, documents or certificates, including any loan, grant or trust agreements with the State Treasurer and any other party as may be necessary or desirable to carry out the defeasance, prepayment or refunding of State Borrowings, and (iii) to take such other actions as are necessary or desirable for the purposes and intent of this resolution.

This Resolution is effective January 16, 2015.

APPROVED:



Secretary to the Board

1/16/2015

Date