

**RESOLUTION OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF THE VIRGIN ISLANDS
AUTHORIZING THE FUTURE ADVANCE
PROJECT FUNDING BOND SERIES A 2015-1**

Upon motion duly made and seconded, the following was adopted by the Board of Trustees of The University of the Virgin Islands (the “Board”);

WHEREAS, in June 2011, The University of the Virgin Islands (the “University”) entered into the \$44,000,000 aggregate principal amount of Rice Capital Access Program, LLC Future Advance Project Funding Bond Series A 2011-2 (University of the Virgin Islands Project) (Long-Term Fixed-Rate Bond) and the \$16,000,000 Rice Capital Access Program, LLC Future Advance Project Funding Bond Series A 2011-3 (University of the Virgin Islands Project) (Long-Term Fixed Rate Bond) (collectively, the “2011 Project Funding Bonds”), pursuant to the Capital Project Loan Agreement (the “2011 Loan”) dated as of June 21, 2011, by and between the University, as the borrower thereunder, and Rice Capital Access Program, LLC (“Rice Capital”), as lender, and the resolution adopted by the Board on June 10, 2011; and

WHEREAS, the University applied the proceeds of the 2011 Project Funding Bonds to pay the costs of (i) the refunding of The University of the Virgin Islands General Obligation and Improvement and Refunding Bonds, Series 1999A and The University of the Virgin Islands General Obligation Improvement Bonds, Series 2004A and (ii) the construction of a 100-bed residence hall on the St. Thomas Campus of the University, the construction of teaching laboratories, faculty offices, conference rooms and other University purposes in a building constructed by the University of the Virgin Islands Research and Technology Park Corporation on the St. Croix Campus of the University and other general improvements to the University facilities and certain costs of issuance associated with the 2011 Loan; and

WHEREAS, in connection with the establishment of a medical school, the University has determined that (i) construction of an approximately 28,000 square foot classroom building on the St. Thomas campus of the University; which building will include, among other things, seminar rooms, laboratories, lecture halls, student lounges, small group rooms, intermediate size rooms, large lecture auditoria, an anatomy and physiology simulation laboratory, a clinical skills center and laboratory research space, (ii) construction of a 15,000 square foot high fidelity simulation center on the St. Croix campus of the University in support of the medical school to

enhance teaching and learning and (iii) such other improvements to the University necessary or convenient to facilitate the construction and integration of the medical school and simulation center on each of the respective campuses (collectively, the “Projects”) are critical capital projects for the University’s continued expansion and improvement; and

WHEREAS, financing for the Projects is available through the United States Department of Education Historically Black Colleges and University’s (“HBCU”) loan program (the “HBCU Program”), established pursuant to the Higher Education Act of 1965, as amended, which provides Historically Black Colleges and Universities with access to funds on favorable terms for capital projects; and

WHEREAS, the University has determined that it is necessary to borrow an amount not to exceed \$21,000,000 in an aggregate principal amount from the HBCU Program to construct the Projects; and

WHEREAS, the Board desires to authorize the University to secure such a loan (“Loan”), under the HBCU Program, in an aggregate principal amount not to exceed \$21,000,000 for paying the cost of the Projects, financing of required reserves and any costs of issuance associated with the Loan; and

WHEREAS, the Board desires to delegate its authority to approve the final terms of the structuring of the Loan, and to approve the form of the documents evidencing the financing, to the Chairman of the Board of Trustees, or, in his absence, the President or the Vice President for Administration and Finance of the University, within certain parameters, after consultation with the Finance and Budget Committee of the Board and legal counsel for the University.

NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD, AFTER CAREFUL CONSIDERATION, AUTHORIZES THE CHAIRMAN OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF THE VIRGIN ISLANDS AS FOLLOWS:

Section 1: Purpose of the Loan: Pursuant to Chapter 33 of Title 17 of the Virgin Islands Code, as amended (the “Act”), and the proceedings of the University, the Board hereby authorizes the University to enter into the Loan. The Loan shall be obtained for the purposes of (a) financing all or a portion of the costs of the Projects, (b) funding and required reserves, and (c) paying the costs of issuance associated with the Loan.

Section 2: Maximum Effective Interest Rate. The effective interest rate on the Loan will be established in accordance with the terms of the Loan Agreement at the time advances are made but shall not exceed [6%] per annum.

Section 3: Final Maturity Date. The final term of the Loan shall not exceed thirty (30) years.

Section 4: Maximum Principal Amount. The maximum principal amount of the Loan shall not exceed \$21,000,000.

Section 5: Financing Structure. The details of the structure of the financing of the Loan shall be negotiated and finalized by the Chairman of the Board or, in his absence, the President or the Vice President for Administration and Finance, and in consultation with the Finance and Budget Committee of the Board and legal counsel for the University. The Loan shall be structured to provide the most economical means of financing the Projects, as determined by the Vice President for Administration and Finance.

Section 6: Financing Documentation. (a) The execution, delivery and performance of any and all financing documents (collectively, "Financing Documents") by the Chairman of the Board or President or the Vice President for Administration and Finance evidencing and relating to the Loan, as required under the HBCU Program, are hereby authorized and approved. The Chairman of the Board, or, in his absence, the President or the Vice President for Administration and Finance, is hereby authorized to execute and deliver any and all Financing Documents for and on behalf of the University, and the President as Secretary of the Board is hereby authorized to attest the same and to affix the seal of the University thereto, and such Financing Documents shall be in the form approved by the Chairman of the Board, or, in his absence, the President or the Vice President for Administration and Finance, upon consultation with the Finance and Budget Committee of the Board and legal counsel for the University, and the execution of the Financing Documents by the Chairman of the Board, or, in his absence, the President or the Vice President for Administration and Finance, and the Secretary of the Board as herein authorized, shall be conclusive evidence of such approval.

(b) All covenants, stipulations, obligations and agreements of the University contained in this Resolution and contained in the Financing Documents shall be deemed to be the

covenants, stipulations, obligations and agreements of the University to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the University and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the University or the members thereof by the provisions of this Resolution or the Financing Documents shall be exercised or performed by the University or by such trustees, officers, board or body as may be required by law to exercise such powers and to perform such duties.

(c) No covenant, stipulation, obligation or agreement herein contained or contained in the Financing Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any trustee, officer, agent or employee of the University; nor shall any officer executing the Loan be liable personally on the Loan or be subject to any personal liability or accountability by reason of the execution thereof.

Section 7: Compilation of Information. The Vice President for Administration and Finance is authorized to take such further action as she shall deem necessary or desirable to structure the Loan, including obtaining expert advice and counsel as may be necessary in connection with negotiating and finalizing the structure of the Loan.

Section 8: Execution of the Closing Certificates. The Chairman of the Board, the President and the Vice President for Administration and Finance are hereby designated as the officers of the University of the Virgin Islands who are authorized and empowered to execute the appropriate closing certificates in connection with the Loan.

Section 9: Execution of Additional Documents. The Chairman of the Board, the President and the Vice President for Administration and Finance each is hereby designated as the officers of the University who are hereby authorized and empowered to take such actions and to execute for and on behalf of the University such documents as may be necessary or desirable in connection with the Loan including, but not limited, to any loan or financing agreement with HBCU.

CHAIRMAN'S CERTIFICATE

I, HENRY C. SMOCK, CHAIRMAN OF THE UNIVERSITY OF THE VIRGIN ISLANDS BOARD OF TRUSTEES, do hereby certify that the foregoing pages of typewritten matter constitute a true and correct copy of the Resolution adopted by the appropriate majority of the Board of Trustees in a meeting duly called and assembled on February 13, 2015, and at which quorum was present and acting throughout, and that the original of said Resolution appears of record in the minute books of the University of the Virgin Islands which are in my custody and control.

Given under my hand and seal at _____ this 13th day of February, 2015.



By: _____
HENRY C. SMOCK, ESQ., Chairman



Attest: By: _____
DR. DAVID HALL, Secretary to the Board