

RESOLUTION OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF THE VIRGIN ISLANDS

WHEREAS, the University of the Virgin Islands (“University “) has determined that it is necessary to borrow \$60,000,000 in an aggregated principal amount from the Historical Black Colleges and Universities Capital Financing Program (the “HBCU Program”) to be used to refund the University’s 1999A Bonds and Series 2004A Bonds and to finance (i) a 100-bed Residence Hall on the St. Thomas Campus, and (ii) the construction of improvements for teaching laboratories, classrooms, faculty offices, conference rooms on the St. Croix Campus and other purposes, and (iii) and other upgrades and enhancement to campus facilities approved by the Building and Grounds Committee of the Board of Trustees of the University (“Projects”); and

WHEREAS, financing for refunding existing Bonds and for the Projects is available through 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 to refinance existing debt related to such projects; and

WHEREAS, the Board of Trustees of the University (“Board”) desires to authorize the University to secure such a loan (“Loan”), under the HBCU Program, in an aggregated principal amount not to exceed \$60,000,000, for refunding existing Bonds and for paying the cost of the Projects 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 President, or in his absence 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, that the Board, after careful consideration, authorizes the President, or in his absence the Vice President for Administration and Finance of the University, without the necessity of convening a meeting of the Board, to structure and finalize the financing of the Projects, which financing shall be subject to the following terms and conditions:

Section 1: Purpose of the Loan: The University is authorized to enter into the Loan. The Loan shall be obtained for the purposes of (a) refinancing existing debt, (b) financing all or a portion of the costs of the Projects, 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 7% 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 \$60,000,000.

Section 5: Financing Structure. The details of the structure of the financing of the Loan shall be negotiated and finalized by the President, or in his absence 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 recommendation of the Vice President for Administration and Finance.

Section 6: Financing Documentation. The execution, delivery and performance of any and all financing documents by the President, or the Vice President for Administration and Finance evidencing and relating to the Loan, as required under the HBCU Program, is hereby authorized and approved. The President, or in his absence 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 Vice President for Administration and Finance, as Corporate Secretary/Treasurer of the University, is hereby authorized to attest the same and to affix the seal of the University of the Virgin Islands thereto, and such financing documents shall be in the form approved by the President, or in his absence 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 President, or in his absence the Vice President for Administration and Finance, as herein authorized, shall be conclusive evidence of such approval.

Section 7: Compilation of Information. The Vice President for Administration and Finance is authorized to take such further action as he 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 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 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, a mortgage, if any, of the University's interest in the Projects as collateral for the financing.

SECRETARY'S CERTIFICATE

I, David Hall, SECRETARY TO 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 June 11, 2011, 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 _____ this 11th day of June, 2011.

Attest:

By: -



DAVID HALL, Secretary to the Board