

A RESOLUTION REQUESTING THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA TO ISSUE REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$413,900,000 ON BEHALF OF FLORIDA STATE UNIVERSITY TO FINANCE THE CONSTRUCTION OF A UNIVERSITY-AFFILIATED HOSPITAL NEAR THE UNIVERSITY'S PANAMA CITY, FLORIDA CAMPUS; AND PROVIDING AN EFFECTIVE DATE.

The duly acting and appointed Board of Governors of the State of Florida at a meeting duly held pursuant to notice and a quorum being present do hereby make the following resolutions:

BE IT RESOLVED:

1. Findings. The Board of Governors hereby finds as follows:

(A) Pursuant to Article IX, Section 7 of the Florida Constitution, the Board of Governors (the "Board") is vested with the power to operate, regulate, control, and manage the State University System of Florida. The Board of Governors is further vested with the authority to approve the issuance of revenue bonds by the Division of Bond Finance of the State Board of Administration of Florida (the "Division") on behalf of Florida State University (the "University" or "FSU") pursuant to Section 1010.62(2), Florida Statutes.

(B) On March 25, 2025, the Board of Trustees of the University requested approval from the Board for the Division of Bond Finance of the State Board of Administration (the "Division") to issue taxable and/or tax-exempt revenue bonds on behalf of the University in an amount not exceeding \$413,900,000 (the "Bonds") for the purpose of financing: (i) the construction of a University-affiliated hospital near the University's Panama City, Florida campus (the "Project"), (ii) capitalized interest, (iii) a debt service reserve fund, if necessary, and (iv) certain costs related to the issuance of the Bonds. The foregoing plan to finance the Project is referred to herein as the "Financing Plan."

(C) The Project will consist of a five-floor medical facility. The Project is "phase one" of a multi-phase plan to expand the footprint of the facility to support up to 600 hospital beds. The Project will initially open with 80 operational beds, including specific inpatient nursing units ranging from medical-surgical to critical care. The Project will include a 20-bed emergency room and a comprehensive imaging center, and will offer specific procedural areas dedicated to Cardiology, Gastroenterology, and Pulmonary Medicine, which are significant areas of focus for serving a growing regional geriatric population. Additionally, the Project will facilitate biomedical and clinical research opportunities for the University.

(D) Upon consideration of the Financing Plan, the Board further finds that the issuance of the Bonds is for a purpose that is consistent with the mission of the University; is structured in a manner appropriate for the prudent financial management of the University; is secured by revenues, described below in Section 3, which will be adequate to provide for all debt service payments; has been properly analyzed by the staffs of the Board and the Division; and is consistent with the Board's Debt Management Guidelines.

(E) The Board declares that the Project will serve a public purpose by expanding access to healthcare services for the residents of Panama City, Florida and North Florida, and by helping the University continue to grow its biomedical and clinical research portfolio.

(F) The Project is being constructed on land that will be donated to the University, contingent on financing approval. Upon the University's receipt of the land, the University shall amend its master plan to incorporate the Project.

2. Approval of the Project. The Project is approved by the Board as being consistent with the strategic plan of the University and the programs offered by the University.

3. Approval of the Bonds. The Board hereby approves and requests the Division to issue the Bonds on behalf of the University in an amount not to exceed \$413,900,000, for the purpose of financing the construction of the Project. Proceeds of the Bonds may be used to pay the costs of issuance of such Bonds, to fund capitalized interest, and to fund a debt service reserve, if necessary.

4. Security for the Bonds. The Bonds are to be secured by indirect cost reimbursements received from federal, State, and private research grants and contracts, which the University is legally authorized to pledge as security for the Bonds pursuant to Section 1010.62, Florida Statutes. If necessary to obtain a favorable credit rating for the Bonds or to otherwise enhance credit marketability, the Bonds shall also be secured by a guaranty from the assets of the FSU Foundation and/or the FSU Research Foundation (the "Research Foundation"). The Division shall determine the amount of the Bonds to be issued, not to exceed \$413,900,000 and the date, terms, maturities, and other features of a fiscal or technical nature necessary for the issuance of the Bonds, including the amount and terms of the guaranty, if needed. Proceeds of the Bonds and other legally available monies shall be used for the Project, which is authorized by section 1010.62, Florida Statutes.

Depending on credit considerations, the Bonds may be further secured by a debt service reserve fund (the "Debt Service Reserve Fund") that the University would fund with bond proceeds at issuance.

5. Operating Reserve. The University shall restrict \$50 million of unencumbered Research Foundation assets held and invested by the FSU Foundation, or the University shall deposit \$50 million of unencumbered University funds in a fund or account to be held by the State Board of Administration of Florida in escrow, and shall commit such assets or funds to being available for the purpose of mitigating any Project operational disruption and ensuring long-term financial viability of the enterprise. The commitment shall remain in effect until the Bonds are defeased or all debt service obligations with respect to the Bonds are otherwise discharged. The assets or funds restricted or deposited pursuant to this section will not serve as security for, and will not be pledged to, the Bonds.

6. Refunding Authority. Authority is granted for the issuance of bonds for the purpose of refunding all or a portion of any bonds secured by the revenues described herein, if it is deemed by the Division to be in the best financial interest of the State. The limitation on the amount authorized for the Bonds in Sections 1 and 3 above shall not apply to such refunding bonds. Other terms of this resolution shall apply to any such refunding bonds as

appropriate.

7. Compliance. The Board will comply, and will require the University to comply, with the following:

(A) All federal tax law requirements upon advice of bond counsel or the Division as evidenced by a "Certificate as to Tax, Arbitrage, and Other Matters" or similar certificate to be executed by the Board prior to the issuance of the Bonds.

(B) All other requirements of the Division with respect to compliance with federal arbitrage law, pursuant to Section 215.64 (11), Florida Statutes.

(C) All requirements of federal securities law, state law, or the Division, relating to continuing secondary market disclosure of information regarding the Bonds and the University, including the collection of the revenues pledged to the Bonds. Such requirements currently provide for the disclosure of information relating to the Bonds and the University, the collection of the revenues pledged to the Bonds, on an annual basis and upon the occurrence of certain material events.

(D) All covenants and other legal requirements relating to the Bonds.

8. Fees. As provided in Section 215.65, Florida Statutes, the fees charged by the Division and all expenses incurred by the Division in connection with the issuance of the Bonds (except for periodic arbitrage compliance fees, if any, which shall be paid from other legally available funds) shall be paid and reimbursed to the Division from the proceeds of the sale of such Bonds. If for any reason (other than a reason based on factors completely within the control of the Division) the Bonds herein requested to be authorized are not sold and issued, the Board agrees and consents that such fees, charges, and expenses incurred by the Division shall, at the request of the Division, be reimbursed to the Division by the University from any legally available funds of the University.

9. Authorization. The Division is hereby requested to take all actions required to issue the Bonds.

10. Reserve and Insurance. If determined by the Division to be in the best interest of the State, the Board may cause to be purchased a debt service reserve credit facility and/or a municipal bond insurance policy, issued by a nationally recognized bond insurer.

11. Repealing Clause. All resolutions of the 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.

12. Authorization of Further Actions Consistent Herewith. The members of the Board, attorneys, or other agents or employees of the Board are hereby authorized and directed to do all acts and things required of them by this resolution or desirable or consistent with the requirements hereof, to assure the full, punctual, and complete performance of all the terms, covenants, and agreements contained in the Bonds and this resolution, including execution of such documents, certificates, contracts, and legal opinions and other material delivered in connection with the construction and financing of the Project for use by the

University, the issuance of the Bonds, or as necessary to preserve the exemption from the taxation of interest on any of the Bonds which are tax-exempt, in such form and content as the Chair, Vice Chair, or authorized officers executing the same deem necessary, desirable, or appropriate.

13. Effective Date. This resolution shall become effective immediately upon its adoption.

Adopted this 26th day of March, 2025.

CERTIFICATE OF THE CORPORATE SECRETARY

The undersigned, Corporate Secretary of the Board of Governors, does hereby certify that the attached resolution relating to the issuance of bonds by the Division of Bond Finance of the State Board of Administration of Florida is a true and accurate copy as adopted by the Board of Governors on March 26, 2025, and said resolution has not been modified or rescinded and is in full force and effect on the date hereof.

**BOARD OF GOVERNORS OF THE STATE
UNIVERSITY SYSTEM OF FLORIDA**

Dated: _____, 2025

By: _____
Corporate Secretary