

**USF FINANCING CORPORATION**  
**MINUTES OF ANNUAL MEETING**  
**BOARD OF DIRECTORS**

November 2, 2021

The annual meeting of the Board of Directors of the USF Financing Corporation was held on November 2, 2021 at the University of South Florida, 4202 E. Fowler Avenue, CGS 402, Tampa, Florida, pursuant to the Corporation's Bylaws, for the purpose of discussing corporate operations and for the transaction of any other business that may properly come before the Board.

The meeting was held pursuant to Notice duly provided on October 26, 2021. A copy of the meeting Notice is attached to these minutes.

The meeting was called to order by Chair Simmons at 12:00 p.m.

The following directors, who constitute a quorum of the Board of Directors, were present, unless noted:

Mr. Richard D. Smith  
Mr. Steve A. Williamson  
Mr. Jose E. Valiente  
Ms. Erin Smith Aebel  
Mr. Nick J. Trivunovich  
Ms. Linda O. Simmons

The following individuals were also present at the meeting:

Mr. Fell L. Stubbs, Executive Director  
Ms. Hilary Black, Senior Associate General Counsel  
Ms. Dawn M. Rodriguez, Assistant Treasurer  
Ms. Virginia Kalil, Chief Internal Auditor  
Ms. Lori A. Nissen, KPMG

Chair Simmons





Corporation. She completed KPMG’s report and required communications to the Board and asked if there were any questions.

The Board thanked the Corporation’s management and staff for their presentation and for a successful audit.

The Board thanked KPMG for their attendance, presentation, and thoroughness during the audit.

Chair Simmons requested a motion to approve the audited financial statements as presented. The motion was made and seconded, and the following was unanimously approved:

**RESOLVED, Resolution FC 11-02-21B**, which each director has read, is hereby adopted and the secretary is hereby ordered to attach a copy of the aforesaid resolution to the minutes of the meeting.

INTO USF Update

Chair Simmons asked Director Trivunovich to provide his report on INTO USF. Director Trivunovich stated that the USF Financing Corporation Board, at its September 21, 2021 meeting, approved the acceptance of the cancellation and release of the promissory note issued by INTO USF, Inc. However, the INTO USF, Inc. Board has not approved the cancellation. Chair Simmons asked if INTO USF, Inc. and the INTO University Partnerships stockholder know that the USF Financing Corporation approved the cancellation. Director Trivunovich stated that they are aware that we approved it, but they are exploring all of their options to reduce the expected deficit of the INTO USF Center and to right-size the entity.

Chair Simmons asked for questions from the Board regarding the information presented on INTO USF. Hearing none, she thanked Director Trivunovich for the report on INTO USF.

Chair Simmons asked Mr. Stubbs to provide a brief overview of the annual reports and status of Corporation projects. Mr. Stubbs reviewed the annual report to the Board, which includes the Corporation's long-term financing objectives, highlights of the past year, near-term initiatives, outstanding debt and swaps as of June 30, 2021, the 16-year corporate track record, and the corporate governance structure.

Mr. Stubbs stated that the Corporation provides low-cost, low-risk, long-term financing for the University's major capital projects by negotiating sound credit structures, capitalizing on opportunities to convert variable-rate debt to fixed rates, reduce credit risks, reduce swaps, and refund bonds at call dates to lock in low interest rates. The Corporation also maintains strong credit ratings for the USF Housing, Marshall Center, and Parking systems. To date, the Corporation has closed \$1.8 billion in transactions and has developed over 2 million square feet of projects. Current outstanding long-term debt equals \$342 million with a current cost of capital of 3.69%.

In the past year, the Corporation closed the \$46 million Series 2013A and Series 2013B conversion of bonds from tax-exempt interest rates to taxable interest rates, described above. The Research Park Project that was approved last year is under construction and continues to be on time and on budget.

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