

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Finance and Audit Committee

December 1, 2016

Subject: Modification of the terms of the Miami-Dade Industrial Development authority revenue bonds (FIU Football Stadium Project), Series 2009A; authorizing the redemption of the authority's revenue bonds (FIU Football Stadium Project), Series 2009B; delegation of signature authority to chairman of the corporation and/or the University Treasurer

Proposed Committee Action:

Recommend the approval of the proposed resolution to the Florida International University Board of Trustees.

Background Information:

WHEREAS, on December 16, 2009, the Miami-Dade Industrial Authority (the "Authority") issued its Revenue Bonds (FIU Football Stadium Project), Series 2009A, and Revenue Bonds (FIU Football Stadium Project), Series 2009B (collectively, the "Bonds"), pursuant to the terms of a Trust Indenture between the Authority and Regions Bank, as trustee (the "Indenture"), the proceeds of which were loaned to the FIU Athletics Finance Corporation (the "Corporation"), a direct-support organization of Florida International University (the "University"), pursuant to the terms of a Loan Agreement between the Authority and the Corporation for the purpose of refinancing the costs of certain capital improvements to the University football stadium;

WHEREAS, the Bonds were purchased by and are currently held by Regions Bank (the "Bank");

WHEREAS, the Bank has agreed to certain modifications of the terms of the Series 2009A Bonds, in accordance with the terms outlined in the Bank's Commitment Letters dated May 12 and November 21, 2016 and attached hereto as Exhibit A; and

WHEREAS, the Corporation has authorized and approved the Commitment Letters, and the consummation of the transactions contemplated therein.

THEREFORE, BE IT RESOLVED, that the University Board of Trustees (the "BOT") hereby determines that it is in the best interests of the Corporation to accept the Bank's indicative offer to modify the terms of the Series 2009A Bonds and, in conjunction therewith, cause the Series 2009B Bonds to be repaid in full in accordance with terms of the Term Sheet; and

BE IT FURTHER RESOLVED, that the BOT authorizes the redemption of the Series 2009B Bonds in full, subject to the modification of the terms of the Series 2009A Bonds as described in the Bank’s Commitment Letters; and

BE IT FURTHER RESOLVED, that the BOT hereby delegates to the Chairman of the Corporation and/or the University Treasurer the authority to execute any documents and/or take any such actions as shall be necessary to complete the modification of the Series 2009A Bonds and the redemption of the Series 2009B Bonds on behalf of the Corporation, consistent with the terms of the Bank’s Commitment Letters, including, but not limited to, execution of any amendment to the Loan Agreement, or acknowledgement of changes to the Trust Indenture, and any other agreements, certifications or other documents relating to the modification;

BE IT FURTHER RESOLVED, that the BOT hereby designates Jonathan Evans as the Assistant Secretary of the Corporation for the limited purpose of attesting to the signature of the University Treasurer or any of the foregoing documents; and

BE IT FURTHER RESOLVED, that the BOT directs the University Chief Financial Officer to report to the Finance and Audit Committee on the progress of the modification and redemption transactions at the Committee’s next regularly scheduled meeting.

LEGAL AUTHORITY:

This resolution is adopted pursuant to and in accordance with Section 1010.62(9) of the Florida Statutes and the Board of Governors Debt Management Policy Guidelines **last amended September 22, 2016**, which authorize state universities and their direct-support organizations to enter into “refundings for debt service savings where final maturities are not extended.”

Supporting Documentation: Exhibit A: Commitment Letters with Indicative Terms, May 12 and November 21, 2016
Exhibit B: Miami-Dade County Industrial Development Authority Resolution
Exhibit C: FIU Athletics Finance Corporation Board of Directors Resolution Approving Modifications of Terms and Authorizations and Delegation

Facilitator/Presenter: Kenneth A. Jessell