

ITEM 118-1005-R0303 - THE UNIVERSITY OF MONTANA

**FINAL BOND RESOLUTION
FOR UP TO
\$1,015,000
STATE OF MONTANA
THE BOARD OF REGENTS OF HIGHER EDUCATION
THE UNIVERSITY OF MONTANA
FACILITIES IMPROVEMENT REVENUE BONDS
(STADIUM EXPANSION PROJECT)
SERIES H 2003**

A RESOLUTION PROVIDING FINAL APPROVAL AND AUTHORIZATION FOR THE ISSUANCE, PLACEMENT AND DELIVERY OF REVENUE BONDS OF THE BOARD OF REGENTS OF HIGHER EDUCATION FOR THE STATE OF MONTANA DESIGNATED STATE OF MONTANA, THE BOARD OF REGENTS OF HIGHER EDUCATION, THE UNIVERSITY OF MONTANA, FACILITIES IMPROVEMENT REVENUE BONDS (STADIUM EXPANSION PROJECT), SERIES H 2003, IN AN AGGREGATE TOTAL PRINCIPAL AMOUNT OF NOT TO EXCEED \$1,015,000, SAID BONDS TO BE ISSUED TO PROVIDE FUNDS TO BE USED BY THE BOARD AND THE UNIVERSITY FOR THE PURPOSE OF FINANCING THE COSTS OF ACQUISITION, CONSTRUCTION, IMPROVEMENT, FURNISHING AND EQUIPPING OF AN EXPANSION TO WASHINGTON-GRIZZLY STADIUM AT AND FOR THE MISSOULA CAMPUS OF THE UNIVERSITY OF MONTANA, AS DESCRIBED HEREIN, AND TO PAY THE COST OF ISSUANCE OF THE SERIES H 2003 BONDS; APPROVING THE EXECUTION AND DELIVERY BY THE BOARD OF A SERIES H 2003 SEVENTH SUPPLEMENTAL INDENTURE OF TRUST TO THE MASTER INDENTURE OF TRUST FOR THE UNIVERSITY OF MONTANA AND VARIOUS CLOSING DOCUMENTS AND CERTIFICATES AND THE SERIES H 2003 BONDS IN CONNECTION THEREWITH; AUTHORIZING, APPROVING AND DIRECTING THE EXECUTION AND DELIVERY OF A PLACEMENT AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT IN CONNECTION THEREWITH; AUTHORIZING, APPROVING AND DIRECTING THE PREPARATION, DISTRIBUTION AND USE OF A PRIVATE PLACEMENT MEMORANDUM FOR USE IN CONNECTION WITH THE PLACEMENT AND DELIVERY OF THE BONDS; AND REPEALING ACTION HERETOFORE TAKEN IN CONFLICT HEREWITH.

(1) WHEREAS, The Board of Regents of Higher Education for the State of Montana (the "Board") has been vested with the government and control of, and has been granted full power, responsibility and authority to supervise, coordinate, manage and control, the Montana university system under Article X, Section 9 of the Constitution of the State of Montana, including, but not limited to, the power to issue, sell and deliver revenue bonds for the purposes of financing the costs of acquisition, construction, renovation, improvement, furnishing and equipping of capital improvements, facilities and equipment for the use and benefit of institutions of higher education within the Montana University System and to authorize the use and application of the proceeds of such bonds and certain funds and monies of the institutions for such purposes; and

(2) WHEREAS, in the exercise of its constitutional powers, the Board has, by various actions taken by the Board, heretofore made provision for and directed an administrative merger of various units of the Montana University System, whereby The University of Montana-Western, Dillon, Montana ("Western"), Montana Tech of The University of Montana, Butte, Montana ("Montana Tech") and The University of Montana/Helena College of Technology, Helena, Montana ("Helena") were designated to become and have in fact become a part of The University of Montana (with a primary campus located in Missoula, Montana and herein the "Missoula Campus"), all in the manner and becoming effective as heretofore directed by the Board; and

(3) WHEREAS, in connection with the issuance of certain revenue bonds for The University of Montana (herein, together with Western, Montana Tech, Helena and the Missoula Campus, sometimes collectively designated the "University"), the Board has heretofore made provision for and executed and delivered a Master Indenture of Trust (the "Master Indenture") for the University, pursuant to which (together with certain supplemental indentures thereto) certain revenues of the student housing system and auxiliary facilities and certain student and other fees of the various institutions and campuses comprising the University are pledged for the payment of revenue bonds issued from time to time under and pursuant to the Master Indenture and for and on behalf of and for the benefit of the various institutions and campuses comprising the University; and

(4) WHEREAS, by action taken by the Board on January 17, 2003, the Board has heretofore provided its approval for an expansion of Washington–Grizzly Stadium on the Missoula Campus (‘the “Project”’) and for the financing of the Project; and

(5) WHEREAS, pursuant to and in the exercise of its constitutional powers and in conformity with the provisions made therefor in the Master Indenture, the Board has determined to provide for and to give its final approval for the issuance of revenue bonds under the Master Indenture in a total principal amount of not to exceed \$1,015,000, the proceeds of which are to be used to finance the acquisition, construction, improvement, furnishing and equipping of the Project and to provide for the payment of costs of issuance of the bonds which shall be designated “State of Montana, The Board of Regents of Higher Education, The University of Montana, Facilities Improvement Revenue Bonds (Stadium Expansion Project), Series H 2003” (the “Series H 2003 Bonds”); and

(6) WHEREAS, in connection with the proposed issuance, sale and delivery of the Series H 2003 Bonds, there have been prepared and presented before the Board at this lawful and regular meeting thereof for its approval: (1) the form of the Series H 2003 Seventh Supplemental Indenture (the "Series H 2003 Supplemental Indenture") to the Master Indenture of Trust, to be dated as provided therein (and, collectively, together with the Master Indenture and the other supplemental indentures thereto, the "Indenture"), between the Board and U.S. Bank, N.A. (the "Trustee"), (2) the form of the Placement Agreement for the Series 2003 Bonds, to be dated as of the date of its execution (the "Placement Agreement"), and to be entered into and executed by the Board and the placement agent designated

therein (the "Placement Agent"), (3) the form of the Placement Memorandum (the "Placement Memorandum") which is being used in connection with the sale, placement and delivery of the Series H 2003 Bonds and (4) the form of the Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") to be delivered in connection with the delivery of the Series H 2003 Bonds; and

(7) WHEREAS, the Board has determined to proceed with the final approval and authorization of the Board for the issuance, sale and delivery of the Series H 2003 Bonds, and the approval and authorization for the execution and delivery of, the Series H 2003 Supplemental Indenture, the Placement Agreement, the Placement Memorandum and the Continuing Disclosure Agreement.

NOW, THEREFORE, BE IT RESOLVED AND IT IS HEREBY RESOLVED BY THE BOARD OF REGENTS OF HIGHER EDUCATION FOR THE STATE OF MONTANA, AS FOLLOWS:

Section 1. Approval of Prior Action. All action (not inconsistent with the provisions of this resolution) heretofore taken by the Board and directed toward the approval of the Project, the financing of the costs of the Project and the issuance, sale and delivery of the Series H 2003 Bonds for the purposes of paying the costs thereof, and any action heretofore taken pursuant thereto, be, and the same are hereby, ratified, approved and confirmed.

Section 2. Authorization for Bonds. The Board, in the exercise of its constitutional powers and authority to supervise, coordinate, manage, govern and control the Montana University System, does hereby authorize the issuance of a series of revenue bonds of the Board designated "State of Montana, The Board of Regents of Higher Education, The University of Montana, Facilities Improvement Revenue Bonds (Stadium Expansion Project), Series H 2003" in an aggregate principal amount not to exceed \$1,015,000 and issuable as fully registered bonds in the denominations of \$5,000 or any integral multiple thereof, to be dated as provided in the Indenture, to bear interest from their date at the rates and to mature on the dates, in the years and in the principal amounts as shall be set forth in the Indenture.

Proceeds of the Series H 2003 Bonds shall be used and applied to finance a portion of the costs of the Project and to pay costs of issuance of the Bonds. Approval for the final net effective interest rate for the Series H 2003 Bonds is hereby delegated to be given and confirmed by the Commissioner of Higher Education for the State of Montana (the "Commissioner" who is also an ex-officio member of and the Secretary to the Board) and by the Vice President for Administration and Finance of the University, and such approval shall be evidenced by a certificate executed by them at the time of delivery of the Series H 2003 Bonds. The Series H 2003 Bonds shall be payable, shall be subject to redemption prior to maturity and shall be in substantially the form provided in the Indenture.

Section 3. Approval of Documents. The form, terms and provisions of the Series H 2003 Supplemental Indenture, the Placement Agreement, the Placement Memorandum and the Continuing Disclosure Agreement in substantially the form and with substantially the same content as required for their execution, and as filed in the Office of the Commissioner and before the Board for approval at the meeting at which this resolution was adopted, are hereby in all respects approved, and the Board shall

execute and deliver the Series H 2003 Supplemental Indenture, the Placement Agreement, the Placement Memorandum and the Continuing Disclosure Agreement in substantially the form of, and with substantially the same content as, such documents as presented to the Board for its approval, but with such changes therein or modifications thereto as shall be consistent with the terms and provisions of this resolution and as the Chairman or Vice Chairman of the Board, the University, the Placement Agent, Bond Counsel and Counsel to the Board shall approve, and the execution and delivery thereof by the Chairman or Vice Chairman of the Board shall constitute conclusive evidence of the approval of the form, terms and provisions of the Series H 2003 Supplemental Indenture, the Placement Agreement, the Placement Memorandum and the Continuing Disclosure Agreement and the execution thereof for and on behalf of the Board. The Chairman or Vice Chairman of the Board are hereby authorized to execute and deliver the Series H 2003 Supplemental Indenture, the Placement Agreement, the Placement Memorandum and the Continuing Disclosure Agreement and the Secretary of the Board is authorized to attest such documents, as required, upon their execution by the Chairman or Vice Chairman of the Board for and on behalf of the Board.

Section 4. Approval of Series H 2003 Bonds and Execution. The form, terms and provisions of the Series H 2003 Bonds shall be set forth in the Indenture and the Chairman or Vice Chairman of the Board shall be authorized and directed to execute the Series H 2003 Bonds, either by manual or facsimile signature, and the Secretary of the Board shall be authorized and directed to attest, either by manual or facsimile signature, such signature on the Series H 2003 Bonds and the seal of the Board, or a facsimile thereof, shall be authorized and directed to be affixed to the Series H 2003 Bonds.

Section 5. Order for Authentication. The Series H 2003 Bonds, when executed by the Chairman or Vice Chairman and the Secretary of the Board, shall be delivered to the Trustee for authentication, accompanied by a written order of the Board executed by its Chairman, Vice Chairman or Secretary and directing the authentication and delivery of the Series H 2003 Bonds by the Trustee. Upon receipt of such written order, the Trustee shall authenticate and register the Series H 2003 Bonds by executing the Trustee's certificate of authentication and registration appearing thereon, and shall deliver the Series H 2003 Bonds, when duly executed and authenticated, as shall be directed in written instructions executed on behalf of the Board by its Chairman, Vice Chairman or Secretary, which instructions the Chairman, Vice Chairman or Secretary are hereby authorized and directed, for and in the name and on behalf of the Board, to execute and deliver to the Trustee.

Section 6. Resolution Contract. In consideration of the purchase and acceptance of the Series H 2003 Bonds by those who shall own the same from time to time, the provisions of this resolution shall be part of the contract of the Board with the Registered Owners from time to time of the outstanding Series H 2003 Bonds.

Section 7. Authorization for Further Action. The members and officers of the Board and the University shall take all action in conformity with the Constitution and law of the State of Montana and

this resolution which shall be necessary or reasonably required by the parties to the Indenture and the Placement Agreement to effectuate their provisions, and shall take all other action necessary or desirable, and in conformity with the Constitution and law of the State of Montana and this resolution, to finance the Project, including without limitation, the execution and delivery of all closing documents, certificates and opinions authorized or required to be delivered in connection with the issuance, sale and delivery of the Series H 2003 Bonds.

Section 8. Resolution Irrepealable. After any of the Series H 2003 Bonds are issued, this resolution shall be and remain irrepealable until the Series H 2003 Bonds and the interest thereon shall have been fully paid, canceled and discharged as provided in the Indenture.

Section 9. Severability. If any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution.

Section 10. Repealer. All bylaws, orders and resolutions of the Board, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

Section 11. Effective Date. This resolution shall be in full force and effect upon its passage and approval.

PASSED, ADOPTED AND APPROVED THIS 20th day of March, 2003.

THE BOARD OF REGENTS OF HIGHER
EDUCATION for the State of Montana

By _____
Chairman

(S E A L)

ATTEST:

Secretary

At a regular meeting of The Board of Regents of Higher Education for the State of Montana, held on the ____ day of March, 2003, the foregoing Resolution was moved for adoption, the same was put to a vote, and on roll call, the following vote was recorded:

Those Voting Aye:

Those Abstaining:

Those Voting Nay:

Those Absent:

Not less than a majority of the members of The Board of Regents of Higher Education present having voted in favor of the motion, the presiding officer declared the motion carried and the Resolution duly passed and adopted.

Thereupon, The Board of Regents of Higher Education considered other matters not concerning the Series H 2003 Bonds described in the foregoing Resolution.

