

VIRGINIA COLLEGE BUILDING AUTHORITY BOARD MEETING

January 7, 2010 10:30 a.m.

Treasury Board Conference Room

James Monroe Building

101 North 14th Street, 3rd Floor

Richmond, Virginia

Members Present: William L. Nusbaum, Chairman
John "Jack" F. Carter, Vice-Chairman
Jefferson "Jeff" S. Cooper
Manju Ganeriwala
Daniel J. LaVista
Daniel S. Timberlake
David A. Von Moll

Members Absent: Vinod B. Agarwal
Joseph S. Testa
Edward Villanueva
Elaine R. Wilde

Others Present: Janet A. Aylor Assistant Secretary, VCBA, Department of the Treasury
Jeanine Black Department of the Treasury
Hope Broughman Auditor of Public Accounts
Russell Carmichael State Council of Higher Education
Sherwanda Cawthorn Department of the Treasury
Stephanie Hamlett, Esq. Attorney General's Office
James Johnson Morgan Keegan & Company, Inc.
Louie W. Love University of Richmond
Dean Pope Hunton & Williams LLP
David Richardson McGuire Woods LLP
Hossein Sadid University of Richmond
Charles P. Shimer, Esq. Troutman Sanders LLP
Martha Warthen Hunton & Williams LLP
Treasury Staff and others attended

Call to Order and Approval of Minutes

Mr. Nusbaum called the meeting to order at 10:30 a.m. After welcoming any visitors, he asked if there were any members of the public present that wished to comment on Board activities. There were no public comments.

Mr. Nusbaum then asked if there were any comments on or corrections to the minutes of the October 7, 2009 Virginia College Building Authority meeting. Hearing none, he requested a motion for

approval of the minutes. Dr. LaVista made the motion; Mr. Timberlake seconded, and the motion carried unanimously by all members present.

Consideration of a Resolution authorizing Supplemental Indentures for the \$45,085,000 Variable Rate Educational Facilities Revenue Bonds (University of Richmond Project), Series 2009A and the \$29,615,000 Variable Rate Educational Facilities Revenue and Refunding Bonds (University of Richmond Project), Series 2009B

Ms. Aylor introduced Mr. Dean Pope from Hunton & Williams LLP, Bond Counsel to the University of Richmond. Mr. Pope briefly discussed the University's request for approval of a change in the existing documents that would allow the University to remarket the 2009A and 2009B Bonds. The Bonds will each be remarketed for a new one year period and provides the University the ability to call the bonds at par during the last six months of the one year period. Two technical amendments to the Bonds' indentures, designed to provide increased flexibility and responsiveness in dealing with insubstantial modifications to the bond documents, were also noted by Mr. Pope. Mr. Nusbaum asked if there were any questions. Hearing none, he asked Mr. Pope to discuss the resolution. Mr. Pope directed the board to a revised resolution and reviewed the resolution. Mr. Nusbaum asked if there were any questions. Mr. Carter asked Mr. Charles Shimer from Troutman Sanders, LLP, bond counsel to the Authority, for his comments. Mr. Shimer assured the board that he had reviewed the resolution and felt comfortable with the requested changes.

Mr. Nusbaum asked for a motion to adopt the resolution. Mr. Carter moved the approval of the Resolution (Attachment A) authorizing Supplemental Indentures for the \$45,085,000 Variable Rate Educational Facilities Revenue Bonds (University of Richmond Project), Series 2009A and the \$29,615,000 Variable Rate Educational Facilities Revenue and Refunding Bonds (University of Richmond Project), Series 2009B; Mr. Cooper seconded, and the motion carried unanimously by all members present.

Other Business

Final Financing Summary

Ms. Black reviewed the Final Financing Summary for the Virginia College Building Authority Educational Facilities Revenue Bonds (Public Higher Education Financing Programs), Series 2009B and Educational Facilities Revenue Bonds (21st Century College and Equipment Programs), Series 2009F.

Ms. Ganeriwala arrived at 10:43.

Other Business

Ms. Aylor handed out and briefly reviewed a detail listing of all of the Virginia College Building Authority Bond Issues for calendar year 2009 (Exhibit A). Mr. Nusbaum congratulated Ms. Ganeriwala and her staff on the accomplishments during the 2009 calendar year.

Ms. Aylor briefed the board on the Audit Summary Report that the board members received

from the Auditor of Public Accounts. She also informed the board of the progress that The Bank of New York Mellon has made. Ms. Aylor indicated that The Bank of New York Mellon recognized that there were some deficiencies and made improvements in those areas.

Ms. Aylor discussed the Variable Rate Issue and the current low daily rate of .05 as of January 12, 2010. A discussion ensued.

Mr. Carter reminded staff to recommend that the Private Colleges create and adopt a Post-Issuance Compliance policy if they have not already done so.

Mr. Carter also praised staff for the last four years on their talents, poise, and patience. Mr. Nusbaum agreed and said that he has enjoyed working with everyone. He also stated that the leadership by our State Treasurer and Treasury staff has been exceptional.

Adjournment

Having no other business to be brought before the Board, the meeting was adjourned at 10:54 a.m.

Respectfully submitted,
Janet A. Aylor
Assistant Secretary

/s/ Janet A. Aylor

Exhibits may be obtained by contacting the Department of the Treasury at (804) 225-2142.

**RESOLUTION OF
VIRGINIA COLLEGE BUILDING AUTHORITY**

WHEREAS, the Virginia College Building Authority (the “Authority”) has previously issued its (a) \$45,085,000 Variable Rate Educational Facilities Revenue Bonds (University of Richmond Project), Series 2009A (the “Series 2009A Bonds”), and (b) \$29,615,000 Variable Rate Educational Facilities Revenue and Refunding Bonds (University of Richmond Project), Series 2009B (the “Series 2009B Bonds” and, together with the Series 2009A Bonds, the “Series 2009 Bonds”) for the benefit of the University of Richmond, a nonprofit institution of higher education within the Commonwealth of Virginia (the “University”); and

WHEREAS, the Series 2009A Bonds were issued pursuant to the Educational Facilities Authority Act (Title 23, Chapter 3.3, Code of Virginia of 1950, as amended) (the “Act”) and an Indenture of Trust dated as of February 1, 2009 (the “2009A Indenture”), between the Authority and U.S. Bank National Association, as trustee (the “Trustee”), and the proceeds thereof were loaned to the University pursuant to a Loan Agreement dated as of February 1, 2009 (the “2009A Loan Agreement”), between the Authority and the University; and

WHEREAS, the Series 2009B Bonds were issued pursuant to the Act and an Indenture of Trust dated as of February 1, 2009 (the “2009B Indenture” and, together with the 2009A Indenture, the “Indentures”), between the Authority and the Trustee, and the proceeds thereof were loaned to the University pursuant to a Loan Agreement dated as of February 1, 2009 (the “2009B Loan Agreement” and, together with the Indentures and the 2009A Loan Agreement, the “Original Financing Documents”), between the Authority and the University; and

WHEREAS, the University expects to remarket the Series 2009A Bonds on March 1, 2010, and to remarket the Series 2009B Bonds on February 1, 2010 (together, the “Remarketings”); and

WHEREAS, in connection with the Remarketings, the University desires that certain amendments to the Indentures, the Series 2009A Bonds and the Series 2009B Bonds be made; and

WHEREAS, there have been presented to this meeting drafts of the following instruments, which the University has requested the Authority execute or approve to facilitate the Remarketings and to amend the Indentures, copies of which instruments shall be filed with the records of the Authority:

(a) Supplemental Indenture between the Authority and the Trustee, supplementing and amending the 2009A Indenture (the “2009A Supplemental Indenture”), together with form of replacement Series 2009A Bond;

(b) Supplemental Indenture between the Authority and the Trustee, supplementing and amending the 2009B Indenture (the “2009B Supplemental Indenture” and, together with the 2009A Supplemental Indenture, the “Supplemental Indentures”), together with form of replacement Series 2009B Bond; and

(c) Remarketing Supplement relating to the remarketing of the Series 2009 Bonds (the “Remarketing Supplement”).

BE IT RESOLVED BY THE VIRGINIA COLLEGE BUILDING AUTHORITY:

1. The Authority finds and determines that the execution of the Supplemental Indentures will be consistent with the purposes of the Act.

2. The Remarketing Supplement and its use and distribution by Morgan Keegan & Company, Inc., as remarketing agent for the Series 2009 Bonds, is hereby authorized. The Remarketing Supplement shall be in substantially the form of the Remarketing Supplement presented to this meeting, which is approved, with such completions, omissions, insertions and changes as the Chairman, the Vice-Chairman or the Treasurer of the Authority, any of whom may act, may approve.

3. The Authority authorizes and directs the Chairman, the Vice-Chairman, the Treasurer and the Secretary, any of whom may act, to execute and deliver the Supplemental Indentures, which shall be in substantially the forms presented to this meeting, which are approved, with such completions, omissions, insertions and changes not inconsistent with this resolution as may be approved by the officer executing such Supplemental Indentures, his or her execution thereof to constitute conclusive evidence of such officer’s approval of any such completions, omissions, insertions and changes.

4. The Chairman and Vice Chairman of the Authority (the “Authorized Officers”), either of whom may act, are authorized and directed to execute the replacement Series 2009A Bond and the replacement Series 2009B Bond by manual or facsimile signature, and the Secretary and any Assistant Secretary of the Authority, any of whom may act, are authorized to have the seal of the Authority affixed or printed thereon and to attest such seal by his or her manual or facsimile signature. The Chairman and Vice Chairman of the Authority, either of whom may act, are authorized and directed to deliver the replacement Series 2009A Bond and the replacement Series 2009B Bond to the Trustee for authentication.

5. The Authority authorizes and directs its officers to execute and deliver all certificates, instruments and documents and to take all such further action as they may consider necessary or desirable in connection with the execution of the Supplemental Indentures.

6. The Authorized Officers, either of whom may act, are authorized to approve any future amendments to the Original Financing Documents that do not adversely affect the Authority’s interests after consultation with counsel to the Authority and upon receipt of an approving opinion of bond counsel. This authorization shall continue indefinitely unless and until repealed or otherwise altered by the Authority.

7. The Authority authorizes, ratifies, approves and confirms all other actions of the officers and staff of the Authority that are in conformity with the purpose or intent of this resolution and in furtherance of the execution of the Supplemental Indentures and the use and distribution of the Remarketing Supplement.

8. The Resolution of the Authority adopted on January 30, 2009, relating to the Series 2009 Bonds is ratified and confirmed in all respects except to the extent specifically modified hereby or by the Supplemental Indentures.

9. This resolution shall take effect immediately upon its adoption.