FINANCING AUTHORIZATION

WHEREAS, the Board of Trustees (the “Board”) of the University of Maine System (the “System”) finds that it will be advantageous to refund certain of the University of Maine System Revenue Bonds (the “Revenue Bonds”) which were issued prior to the date of this resolution, including without limitation Revenue Bonds issued in 2000, 2003, 2004 and 2005 (the “Prior Bonds”); and

WHEREAS, the Board desires to authorize the issuance of University of Maine System Revenue Bonds (the “Bonds”) for purposes of refunding the Prior Bonds, including payment of or provision for any redemption premium, and providing for any necessary reserves, capitalized interest and costs of issuance; and

WHEREAS, the System is authorized to issue the Bonds pursuant to the provisions of 20-A MRSA §§10952, 10953 and 10959 and other provisions of the Maine Revised Statutes Annotated, Chapters 411 and 412, as amended (the “Act”); and

WHEREAS, the Board finds that the refunding of the Prior Bonds constitutes “assured revenue financing transactions” pursuant to the provisions of 20-A MRSA §10953, as amended; and

WHEREAS, pursuant to 20-A MRSA §10952(8), as amended, the System, as authorized by the Board, is authorized to make, enter into, execute, deliver and amend any and all contracts, agreements, leases, instruments and documents and perform all acts and do all things necessary or convenient to acquire, construct, reconstruct, improve, equip, finance, maintain and operate projects and to carry out the powers granted pursuant to the Act, or reasonably implied from those powers;

NOW, THEREFORE, be it hereby voted and resolved by the Board as follows:

RESOLVED, That pursuant to the provisions of 20-A MRSA §§10952, 10953, 10955 and 10959, as amended, and all other authority thereto enabling, and to provide funds for (a) the refunding of the Prior Bonds, including payment of the principal and redemption price of and interest on the Prior Bonds, (b) any capitalized interest on, reserves for and costs of issuance of the Bonds and (c) any other purpose authorized by law, the Vice Chancellor for Finance and Administration and Treasurer of the System (the “Treasurer”) is hereby authorized and empowered from time to time and in the name and on behalf of the System to borrow an aggregate amount not to exceed $85,000,000 and the Treasurer be and is hereby authorized and empowered, in the name of and on behalf of the System, to execute and deliver such loan agreements, indentures, pledge agreements, bond purchase contracts, preliminary official statements, official statements, continuing disclosure agreements, remarketing agreements, reimbursement agreements, investment agreements, financial advisory agreements, investment advisory agreements, auction agency agreements, market agent agreements, dealer agreements, standby bond purchase or other liquidity facility agreements, agreements with one or more underwriters, agreements with bond counsel and other agreements, documents and instruments as the Treasurer may deem necessary or convenient or desirable with respect to such borrowing. Such
agreements, documents and instruments may (a) contain such terms and provisions, not contrary to the general tenor hereof, as the Treasurer may approve, her approval to be conclusively evidenced by her execution thereof, (b) be delivered under the seal of the System and (c) be attested by the System’s Clerk or University Counsel; and further

RESOLVED, That pursuant to the provisions of 20-A MRSA §10955(3), as amended, and all other authority thereto enabling, and to provide funds for the purposes approved above, the Board hereby approves and authorizes, as evidence of the borrowing approved above, the issuance, sale and delivery of the Bonds in the aggregate principal amount not to exceed $85,000,000, in one or more series as the Treasurer shall determine, the Bonds to mature and be payable at such times and in such amounts, to bear interest at such rates, and to contain such other terms and provisions, not inconsistent herewith, as may be approved by the Treasurer, provided that none of the Bonds shall (i) bear interest at a rate in excess of 7% per annum or (ii) mature after December 31, 2043; the Bonds to be denominated by such denomination of an issue as may be selected by the Treasurer; to be manually signed by the Treasurer, sealed with the seal of the System and attested by its Clerk or University Counsel; and to be in such form and contain such other terms and provisions as the Treasurer may approve, her approval to be conclusively evidenced by her execution thereof; and further

RESOLVED, That the Treasurer is authorized on behalf of the System, from time to time, to acquire, purchase, sell, redeem, liquidate, terminate or transfer securities or other instruments constituting investments of the proceeds of the Revenue Bonds and the Bonds and to negotiate, enter into, execute in the name of the System and deliver on behalf of the System all investment, banking, brokerage, financial advisory, investment advisory and other agreements and instruments as are necessary or convenient to investment and financial management of the proceeds of the Bonds, all on such terms and conditions as the Treasurer determines are necessary or convenient for refunding the Prior Bonds, such determination to be conclusively evidenced by execution or acquisition of such agreements and instruments by the Treasurer; and further

RESOLVED, That the Chancellor of the System, the Treasurer, and, with the express written approval of the Treasurer, the Clerk or University Counsel, or any one of them, be and hereby are, authorized and empowered in its name and on its behalf, to do or cause to be done any act or thing, and to negotiate, enter into, execute in the name of the System, deliver on behalf of the System, assign, transfer, modify or terminate any agreement or instrument, which any such officer may determine to be necessary or convenient or desirable with respect to the Bonds and the expenditure, investment and management of the proceeds of the Bonds and that all acts and things done by the Treasurer in furtherance of the purposes of this Resolution prior to the date hereof are hereby ratified and confirmed; and further

RESOLVED, That the Bonds shall be secured by such assignments, pledges or commitments of funds or revenues, other than appropriations from the State of Maine, as may be approved by the Treasurer; and further
RESOLVED, That the System covenants and certifies that no part of the proceeds of the issuance and sale of the Bonds shall be used, directly or indirectly, to acquire any securities or obligations, the acquisition of which will cause the Bonds to be arbitrage bonds within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended; and further

RESOLVED, That the Treasurer be and is hereby authorized to covenant on behalf of the System and for the benefit of the holders of the Bonds that the System will take whatever steps, and refrain from taking any action, that may be necessary or appropriate to assure that the interest on the Bonds will remain exempt from federal and applicable state income taxes; and further

RESOLVED, That the Bonds shall provide that, in accordance with 20-A MRSA §10964, no trustee of the System, while acting within the scope of the authority of the Maine Revised Statutes Annotated, Chapter 412, as amended, may be subject to any personal liability resulting from the exercise or carrying out of any of the System’s purposes or powers.

This Resolution shall take effect immediately.

ADOPTED: March 18, 2013