

**USF FINANCING CORPORATION**

**MINUTES OF ANNUAL MEETING**

**BOARD OF DIRECTORS**

November 21, 2024

The annual meeting of the Board of Directors of the USF Financing Corporation was held on November 21, 2024 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 17, 2024. A copy of the meeting Notice is attached to these minutes.

The meeting was called to order by Chair Simmons at 12:30 p.m.

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

Ms. Erin S. Aebel  
Mr. Andrew J. Mayts, regrets  
Ms. Linda O. Simmons  
Mr. Jose E. Valiente  
Ms. Jennifer Condon

The following individuals were also present at the meeting:

Ms. Dawn M. Rodriguez, Executive Director  
Mr. Fell L. Stubbs, Special Advisor  
Ms. Hilary Black, Senior Associate General Counsel  
Ms. Virginia L. Kalil, Chief Internal Auditor  
Ms. Mary K. Benton, Assistant Director  
Ms. Cori A. Dreger, Assistant Director  
Ms. Margaret F. Lawrence, Accountant  
Mr. Todd Webster, KPMG  
Ms. Tristin Peña, KPMG

Call to Order and  
Roll Call

Public Comments  
Subject to Procedure for  
Appearance before the  
Board of Directors

Chair Simmons asked Ms. Rodriguez if, under the Procedure for Appearances before the Board of Directors, any party had requested to appear before the Board. Ms. Rodriguez stated that no notices requesting appearance before the Board were received in advance of the meeting.

Reelect Directors and  
Officers - USF Financing  
Corporation and USF  
Property Corporation

Chair Simmons asked Ms. Rodriguez to review the Slate of Directors and Officers. Ms. Rodriguez stated that the following Directors' and Officers' terms will expire at the conclusion of this meeting: Chair Simmons' first 4-year term as Director, Director Valiente's first 4-year term as Director, Chair Simmons' 2-year term as Chair of the Corporation's Board of Directors, Director Aebel's 2-year term as Secretary / Treasurer of the Board of Directors, and Ms. Hilary Black's 2-year term as Assistant Secretary. Pursuant to the Corporation's Bylaws, Board Members shall serve for terms of 4 years and may serve for two consecutive terms. While reelection is not required, she'd like to acknowledge and thank Chair Simmons and Director Valiente for agreeing to serve on the Board of Directors for a second 4-year term. Officers, other than the Executive Director (who is appointed by the President), shall serve for terms of 2 years each following their election.

Director Condon asked for a motion to reelect Chair Simmons to an additional 2-year term as Chair of Corporation's Board of Directors, with immediate effect. The motion was duly made and seconded, and Chair Simmons was unanimously reelected to serve an additional 2-year term as Chair on the Corporation's Board of Directors.

Director Condon asked for a motion to elect Director Aebel to serve a 2-year term as Secretary / Treasurer of the Board of Directors of the Corporation. The motion was duly made and seconded, and Director Aebel was unanimously elected to the office of Secretary / Treasurer of the Corporation's Board of Directors with immediate effect.

Director Condon asked for a motion to reelect Ms. Black as Assistant Secretary of the Corporation with immediate effect. The motion was duly made and seconded, and Hilary Black was reelected to serve an additional 2-year term as Assistant Secretary of the Corporation.

Chair Simmons thanked Director Aebel, Director Valiente and Ms. Black for continuing to serve on the Board of Directors.

Internal Auditor's Report

Chair Simmons introduced Ms. Virginia Kalil, USF's Chief Internal Auditor, to provide the Internal Auditor's Report. Ms. Kalil presented the USF Internal Audit Work Plan for fiscal year 2025 to the Board. Ms. Kalil stated that she is happy to report that the Corporation had no outstanding recommendations that required management's attention for the University's most recent six-month reporting period (12/31/23 – 6/30/24). She disclosed that new standards for internal audit services require the use of a new Internal Audit Report format, which was implemented ahead of the required timeline. Lastly, she reported that her office is currently working with the University to incorporate an audit presence in the construction agreement process for the upcoming stadium project. Ms. Kalil thanked the Board and stated she would be in touch as needed.

Chair Simmons called for comments or questions from the Board. Hearing none, she thanked Ms. Kalil for her report and asked for a motion to approve the Internal Audit Work Plan as presented. The motion was duly made, seconded and approved unanimously.

Before the next order of business, Chair Simmons recognized Fell Stubbs at his final meeting before his upcoming retirement in December. Mr. Stubbs came to USF nearly 20 years ago. In that time, he has made a tremendous impact on the

Recognize Fell  
Stubbs at his final  
Board meeting  
before retirement in  
December.

University, including establishing an integrated finance function at USF; writing the BOT Policies for Investments, Debt and Derivatives; and playing an instrumental role in numerous major capital projects, including the USF Stadium. Chair Simmons thanked Mr. Stubbs for his leadership and many contributions and to the University overall and then asked if anyone would like to make additional comments.

The Board members shared their experiences and gratitude for working with Mr. Stubbs over the years. Ms. Rodriguez offered her personal comments, encompassing the 19 years of working directly with Mr. Stubbs and presented a plaque in honor of his service to the USF Financing Corporation and USF Property Corporation.

Mr. Stubbs thanked the Board members and Ms. Rodriguez for their support, contributions, and commitment to the University throughout his tenure.

Approval of Minutes

The minutes of the April 30, 2024, August 1, 2024, and September 25, 2024 special meetings were distributed on November 19, 2024. Chair Simmons called for any corrections to the minutes. Hearing none, she asked for a motion to approve the minutes as distributed. The motion was duly made, seconded and approved unanimously.

Resolution: Approval of Audited Financial Statements

Chair Simmons stated that the Board was provided with a copy of the audited financial statements on November 19, 2024 and asked Ms. Rodriguez to introduce the resolution to approve the audited financial statements reported by the independent accounting firm, KPMG, LLP. Ms. Rodriguez first reminded the Board that the entire Board acts as the Audit Committee of the Corporation. She then introduced the KPMG representatives in attendance: Mr. Todd Webster, the partner in charge on the audit and Ms. Tristen Peña, senior audit manager. Ms. Rodriguez noted that the financial statements are the responsibility of the Corporation's management and that the

Corporation's management has been active in managing existing programs. She stated that she wanted to recognize Ms. Mary Benton's outstanding work in maintaining the financial records for the Corporation and preparing the financial statements. She informed the Board that the statements were prepared as of June 30, 2024, presented comparatively with 2023. Ms. Rodriguez stated that KPMG also provided a report assessing internal controls over financial reporting, compliance, and other matters.

Ms. Rodriguez provided an overview of the audited financial statements and noted that the USF Property Corporation is included as a blended component unit rather than being presented as a consolidated entity. Ms. Rodriguez also called attention to the subsequent events disclosures, including the Corporation Board of Directors authorizing the remarketing of the outstanding \$43.7 million Housing Series 2012B direct placement certificates of participation.

Chair Simmons asked KPMG for their report. Mr. Webster presented KPMG's report to the Corporation's Board of Directors. He noted that the audit was performed in accordance with auditing standards generally accepted in the United States and Government Auditing Standards and included a review of internal controls over financial reporting and compliance to the extent necessary to render an opinion on the financial statements. KPMG issued an unmodified opinion on the Corporation's financial statements for the year ended June 30, 2024. Mr. Webster stated that KPMG received full cooperation from the Corporation's staff and full access to the books and records, and there were no disagreements with the Corporation's management.

Ms. Peña stated that the audit went very well and complemented Ms. Rodriguez and her team on their work on the financial statements.

Mr. Webster stated that there were no significant deficiencies or material weaknesses to report. Management's estimates related to the valuation of interest rate swap instruments were deemed reasonable in relation to the financial statements as a whole, and that the application of significant accounting policies and financial presentation were deemed materially correct for fiscal year 2024. Mr. Webster noted that, in accordance with applicable standards, KPMG is independent with regard to the Corporation. He added that there were no fees for management advisory or other services during fiscal year 2024 which might affect auditor independence. He completed KPMG's report and required communications to the Board and asked if there were any questions.

Mr. Valiente asked for an executive meeting with KPMG. Once the Corporation's management and staff returned, the Board thanked them for their presentation and for a successful audit. The Board also 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 11-21-24A, 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.

Chair Simmons asked Ms. Rodriguez to introduce the resolution. Ms. Rodriguez stated that this resolution to ratify the acts and transactions of the officers and directors of the Corporation is our standard procedure following action taken by officers and

directors since the previous annual meeting. Ms. Rodriguez stated that since the annual meeting in November 2023 the Corporation held three special board meetings.

The Executive Director made operating decisions throughout the year and entered into the following transactions within the parameters authorized by the Board: 1) Closed a transaction to issue \$200 million in debt to finance a portion of the \$340 million USF Stadium Project, including the investment of the loan proceeds in 1-3 year Treasury Bonds and Notes to maximize funds until they are needed, 2) Completed negotiations with JPMorgan Chase Bank for the remarketing of the outstanding \$43.7 million Housing Series 2012B direct placement certificates of participation and signed all necessary agreements to close the transaction, and 3) Acts and transactions related to the USF Financing Corporation's equity interest in INTO USF, Inc.

Chair Simmons called for further comments or questions. Hearing none, she requested a motion to ratify the acts and transactions of officers and directors of the Corporation. The motion was made and seconded, and the following was unanimously approved:

**RESOLVED**, Resolution FC 11-21-24B, 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 this meeting.

Chair Simmons asked Ms. Rodriguez to provide a brief overview of the annual reports and status of Corporation projects. Ms. Rodriguez 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, 2024, the 19-year corporate track record, and the corporate governance structure.

Ms. Rodriguez 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 \$2.1 billion in transactions and has developed over 2.2 million square feet of projects. Current outstanding long-term debt equals \$520 million with a current cost of capital of 4.87%.

In the past year, the Corporation closed the \$200 million Series 2023 loan to finance a portion of the \$340 million USF Stadium Project, and the remarketing of the outstanding \$43.7 million Housing Series 2012B direct placement certificates of participation.

Ms. Rodriguez reviewed the Investment Policy Statement and Guidelines, noting that 100% of the investments held by the Trustee are short-term, comprised of cash swept daily into U.S. Treasury Money Market Funds or held in interest bearing bank accounts, and fixed income invested from Stadium loan proceeds in an escrow fund. No changes were proposed to the guidelines.

Ms. Rodriguez also reviewed the Annual DSO Compliance Certification, stating that this certification process is required of all DSOs and is essential for good governance. This report is provided annually to the BOT. USF Financing and Property Corporations are in compliance with all laws, regulations, standards and requirements. She pointed out a governance item that was added this year regarding the Corporation collaborating with USF IT to establish a Memorandum of Understanding for IT services provided by USF and/or maintained by the Corporation, as well as an annual review of



said structure. Ms. Rodriguez signs the Compliance Certification along with the Chairs of the USF Financing and Property Corporation.

Ms. Rodriguez asked the Board to review and sign the Conflict of Interest Policy Statement, which is required on an annual basis to comply with requirements of the IRS Form 990. Executive Director, Ms. Rodriguez, is also required to sign a statement and has done so. Chair Simmons thanked Ms. Rodriguez for her reports.

Other Business

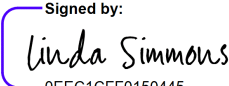
Chair Simmons asked if there were any other items for the Board's consideration. Ms. Rodriguez stated that the Board will likely be asked to convene again early in the calendar year for a special meeting to consider potential refinancing opportunities ahead of upcoming par calls on select Corporation bonds.

Ms. Black provided an update on INTO USF Noting that the Corporation was fully dismissed from the INTO litigation matter. Chair Simmons asked for questions or comments from the Board. Hearing none, she thanked Ms. Black for the update on INTO USF.

Chair Simmons asked if there were any further comments or questions from the Board. Hearing none, she asked for a motion to adjourn.

Adjournment

There being no further business to come before the Board, the meeting was adjourned on motion duly made and carried at 2:06 p.m.

Signed by:  
  
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Linda O. Simmons, Chair

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Erin S. Aebel, Secretary/Treasurer