

A RESOLUTION RELATED TO THE RESTRICTION ON THE ISSUANCE OF FUTURE SERIES OF CAPITAL IMPROVEMENT REVENUE BONDS THAT ARE SECURED BY A PLEDGE OF SYSTEM REVENUES ON A PARITY WITH THE LIEN GRANTED TO HOLDERS OF CERTAIN OUTSTANDING CAPITAL IMPROVEMENT REVENUE BONDS (INNOVATION VILLAGE PROJECT), SERIES 2010A PREVIOUSLY ISSUED BY THE FAU FINANCE CORPORATION; PROVIDING AN EFFECTIVE DATE.

WHEREAS, The FAU Finance Corporation (the "Finance Corporation") previously developed a financing plan to finance, Phase I of the development of a student support complex on the Boca Raton campus of the Florida Atlantic University commonly referred to as Innovation Village (the "2010 Project"); and

WHEREAS, the Finance Corporation financed the Project with proceeds from the sale of its Capital Improvement Revenue Bonds (Innovation Village Project), Series 2010A and Series 2010B (collectively, the "Series 2010 Bonds") pursuant to a Trust Indenture (the "2010 Indenture") between the Corporation and U.S. Bank National Association, as trustee, to be secured by the Pledged Revenues generated by Phase I of the Project and surplus operating revenues of the existing student housing facilities located on the Boca Raton campus (the "Existing Facilities") which were leased by the Florida Atlantic University (the "University") to the Finance Corporation subject to the University's prior claim on such revenues to pay its obligations on its outstanding Housing Revenue Bonds, Series 2000, 2003, 2006A and 2006B (the "University Bonds"); and

WHEREAS, the Finance Corporation has been requested by the University to undertake the financing of a freshman student housing facility through the issuance of bonds payable from and secured by a lien on the net revenues of such housing facility (the "2012 Project"); and

WHEREAS, due to the inability, at this time, to meet the test contained in the 2010 Indenture related to the issuance of additional bonds secured by a lien on Pledged Revenue on parity with the Series 2010 Bonds, it is necessary to issue revenue bonds payable from and secured by a lien on the net revenues of the 2012 Project other than pursuant to the terms of the 2010 Indenture; and

WHEREAS, the Board of Directors has agreed to finance the 2012 Project with the proceeds of Capital Improvement Revenue Bonds (the "2012 Bonds") to be issued pursuant to the terms of a new Indenture of Trust (the "2012 Indenture") by and between the Finance Corporation and U.S. Bank National Association; and

WHEREAS, in order to obtain the best possible rating on the Series 2012 Bonds and future series of bonds the financing plan requires that no further Capital Improvement Revenue Bonds be issued pursuant to the 2010 Indenture; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of The FAU Finance

Corporation (the "Board of Directors") as follows:

Section 1. The Board of Directors hereby agrees to close the lien of the 2010 Indenture and not issue any additional Series of Bonds, within the meaning of the 2010 Indenture, other than Refunding Bonds to achieve debt service savings, as provided in Section 2.14 of the 2010 Indenture.

Section 2. This Resolution shall be effective immediately upon its adoption.

ADOPTED this 12th day of June, 2012.

THE FAU FINANCE CORPORATION

(SEAL)

By: _____
Chairperson

ATTEST:

Secretary