

USF PROPERTY CORPORATION

MINUTES OF SPECIAL MEETING

BOARD OF DIRECTORS

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

The minutes of the November 3, 2020 annual meeting were distributed on April 27, 2021. Chair Smith called for any corrections to the minutes. Hearing none, he asked for a motion to approve the minutes of the annual meeting held on November 3, 2020. The motion was duly made and seconded, and the minutes of the meeting were unanimously approved.

Chair Smith asked Mr. Stubbs to introduce the resolution. Mr. Stubbs presented Resolution No. PC-05-03-21A for the annual engagement of an independent auditor. The Corporate Bylaws, as well as Section 72 of the

believes KPMG is the most qualified firm in Tampa for the Corporations, considering our public and provide bond issuance and our credit ratings.

Mr. Valiente asked if we have a partner rotation requirement. Mr. Stubbs stated that the 5-year rotation requirement is limited to the Audit Manager and does not affect Lori Nissen as partner-in-charge.

Chair Smith asked if there were any questions from the Board. Hearing none, he requested a motion to appoint KPMG LLP as auditor of the Corporation. The motion was duly made and seconded, and the following was unanimously approved:

RESOLVED, Resolution PC 05-03-21A, 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 Smith asked Mr. Stubbs to introduce the next resolution. Mr. Stubbs presented Resolution No. PC-05-03-21B and stated that the Board was provided with a copy of the FY 2022 Financial Plan on April 27, 2021. The Financial Plan will be presented to the USF Board of Trustees (BOT) Finance Committee on May 25, 2021.

Mr. Stubbs reviewed the FY 2022 Financial Plan, stating that the Corporation's statutory mission is to support the University as its financing arm and is expected to provide low cost, low risk, long-term financing for the University's major capital projects. He reviewed the Corporation's 5 Key Initiatives that will accelerate our business recovery in FY 2022:

(1) Protect USF's "AA" credit ratings. Formal presentations were made to the credit rating agencies in March. S&P reported in April that all USF credit ratings

May. Mr. Lechner stated that during the presentations Mr. Stubbs did an excellent job protecting the University's credit ratings. Due to an actuarial change, the University was required to r

Chair Smith asked if there were any questions from the Board. Mr. Valiente asked if we came close to violating any covenants given the negative impact on pledged revenues due to the pandemic. Mr. Stubbs stated that while revenues were impacted negatively, debt service remains a priority payment for the USF DSOs and Auxiliaries. The DSOs and Auxiliaries significantly reduced expenses to limit the impact, the DSOs have operating reserves to support debt service payments and the University was allocated federal funds that also offset the revenue losses. Additionally, all outstanding bonds have reserve requirements equal to 1-year of debt service. However, if we would have drawn on those reserves, it could have impacted our credit ratings. We also maintained compliance with all other covenants and requirements. For FY 2022, the Corporation, and the USF DSOs and Auxiliaries, will be focused on restoring operating reserves.

Mr. Valiente also asked if the Forecasts reflect the new lease accounting standards. Ms. Rodriguez stated that while the Forecasts do not reflect the new lease accounting standard, the Corporation will adopt GASB 87 for FY 2022. Once we have fully assessed the impact of adopting the new standard on the financial statements, the Board will be provided with a comparison to the Financial Plan.

Hearing no other questions, Chair Smith requested a motion to approve the Corporation's Fiscal Year 2022 Financial Plan as presented. The motion was duly made and seconded, and the following was unanimously approved:

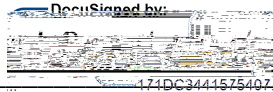
RESOLVED, Resolution PC 05-03-21B, which each director has read, is hereby adopted and the secretary is hereby ordered to attach a copy of the aforesaid resolution to the minutes of the meeting.

Other Business

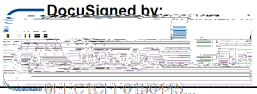
Chair Smith asked if there were any other items for the Board's consideration. Hearing no further items, Chair Smith thanked the Board's directors for attending this special meeting.

Adjournment

There being no further business to come before the Board, the meeting was adjourned on motion duly made and carried at 2:30 p.m.

A digital signature stamp from DocuSign, showing the name "Richard D. Smith" and a unique ID number "174DC9441875407".

Richard D. Smith, Chair

A digital signature stamp from DocuSign, showing the name "Linda O. Simmons" and a unique ID number "011A2E1E1193B0P193...".

Linda O. Simmons, Secretary/Treasurer