A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, December 14, 2009 at 12:00 p.m., in the President’s Conference Room, 351 Waterman Building.

MEMBERS PRESENT: Chair Ian Boyce*, Claire Ayer, Bill Botzow, Robert Cioffi*, Daniel Fogel, Debbie McAneny* and John Snow

REPRESENTATIVES PRESENT: Faculty Representative Jim Burgmeier

ABSENT: Vice Chair Frank Cioffi, Student Government Association Representative Bryce Jones, Staff Council Representative Beth Walsh and Alumni Council Representative Meg Guzewicz

PERSONS ALSO PARTICIPATING: Interim Provost Jane Knodell, Vice President for Legal Affairs & General Counsel Francine Bazluke, Vice President for Finance and Administration Richard Cate, , Vice President for Executive Operations Gary Derr, and Vice President for Student and Campus Life Thomas Gustafson, and Vice President for Community, State and Federal Relations Karen Meyer

*By means of telephone.

Chair Ian Boyce called the meeting to order at 12:02 p.m.

Approval of Minutes

Chair Boyce entertained a motion to approve the minutes from the November 9, 2009 meeting. The motion was made, seconded and it was voted to approve the minutes.

President’s Report

President Fogel began his report by acknowledging the excellent work of Vice President for Executive Operations Gary Derr and Director of Institutional Studies Fred Curran in developing draft Dashboard Indicators to be discussed with the Board Governance Committee at its January meeting and then piloted to the full Board in February. The indicators cover various periods of performance, some spanning seven or eight years, others 3-years’ rolling and some single-year averages. They are separated in four categories: Students- Quality Input Performance Indicators, Students Quality Outputs/Outcomes Performance Indicators, Faculty Quality Performance Indicators, and Financial Quality Performance Indicators. At this time, the appropriate Vice Presidents are working on setting targets.
President Fogel next acknowledged the efforts of Associate Provost for Curricular Affairs Brian Reed, who has been working with Deans and faculty in developing a General Education requirement. This initiative is expected to be presented to the Board in May.

Also moving forward is the Transdisciplinary Research Initiative (TRI). Tim Johnson, from the Burlington Free Press, reported that more than 2600 hours have been devoted to the TRI to date. The administration has been working closely with Faculty Senate in developing a blueprint for its involvement in this process. President Fogel reported that the Graduate College Faculty held a special meeting at which a motion was made requesting that the TRI process be suspended. The motion was approved by 28%, rejected by 20%, with 52% abstaining. In response to this vote, Interim Provost Jane Knodell and Vice President for Research and Dean of the Graduate College Domenico Grasso distributed a memorandum to the University community stating that the initiative will continue to advance, with careful attention given to concerns expressed. The memorandum will be transmitted to the Board later today.

Trustee Deb McAneny asked for an explanation of perspective of the Graduate Student faculty who voted to suspend the TRI initiative. Interim Provost Knodell stated that those voting in opposition likely fall into the following three categories: those inherently apprehensive of administrative initiatives; those worried about resource allocation; and those concerned about the specific role of the faculty and administration in the general process. She anticipates that the second and third groups will come to understand and become comfortable with the process.

Faculty Senate President and Professor Jim Burgmeier endorsed the remarks made by Interim Provost Knodell and elaborated that many of the faculty who are opposed to TRI are from the College of Arts and Sciences. Arts and Sciences College faculty, he commented, may be concerned that they work does not come within the scope of the strategic investment areas of the TRI and thus are worried that this initiative will weaken their position at the University. President Burgmeier believes that this concern is unwarranted, as the College of Arts and Sciences is the soul of the undergraduate mission and will remain strong; he noted that continuing conversations and education about the TRI should alleviate these fears. He also added that, in his 40 years at the University, TRI is the largest effort regarding research and it would not have been possible without administrative leadership.

Chair Boyce thanked President Burgmeier and indicated there will be many opportunities for further discussion about TRI.

President Fogel next reported that he will send a budget update to the University community tomorrow. In essence, the majority of last year’s gap of $17 million has been covered in the current FY 2010. To assist in addressing the FY 2010 deficit, the Board had authorized the use of one-time state funding and of reserves. The administration now projects that the one-time state funds alone will be enough to achieve balance and there will not be a need to draw on reserves.
For FY 2011, the previously projected gap of $9.5 million has been reduced to about 1.5% of the budget, approximately $4.5 million. The next step is for Vice President for Finance and Administration Richard Cate and Interim Provost Knodell to meet with Deans, Vice Presidents and governance groups on strategies to address this gap. The emphasis will be on determining operating efficiencies that will not detract from the student experience or faculty work. The proposed FY 2011 budget will be brought to the Budget, Finance and Investment Committee in April and to the full Board in May.

President Fogel next reported on Enrollment Management. He indicated that current indicators are favorable, but warned that the status can change rather quickly. He also added that, due to calendar issues, some figures were calculated a couple days off compared to last year’s figures. As of today, there has been a 10% increase in Vermont student applications and less than a 1% decrease from out-of-state students. ACE scores and high school grade averages are almost identical to last year’s figures. There is a slight difference in SAT scores. As to currently enrolled students, last year 15.3% had not preregistered and the figure has reduced to 11.2% this year. Account holds are also down; last year they were at 426 and they are 374 this year on the same date. President Fogel also noted that the University is entering into an engagement with enrollment consultants to improve the University’s current strategy.

President Fogel concluded his report by announcing that the recently produced television promotional spots are outstanding and reinforce the position of the University as a “public ivy”. The spots will soon be posted to the web and aired on television broadcasts.

**Action Items**

Interim Provost Jane Knodell introduced a resolution recommending approval of the creation of an Institute for Innovative Education in the College of Education and Social Services and the naming of the Institute in recognition of the generous gift received from the Richard E. and Deborah L. Tarrant Foundation. This recommendation has been endorsed by the Faculty Senate Curricular Affairs Committee and final Senate action is contingent upon approval by the full Faculty Senate next month. The donors hope to announce their gift later this month.

Vice President for Finance and Administration Richard Cate next provided background information regarding a resolution approving a job order contracts for hazardous materials. Physical Plant requested contract bids to perform an ongoing series of small to medium-sized, routine hazardous material projects. Each Job Order Contract has a minimum of $50,000 and a maximum of $400,000 per year for three years with a potential amount to reach $1.2M. The administration proposes to award job order contracts to each of three vendors in order to have adequate depth and diversity of expertise to get all of the work accomplished. The three awarded vendors are MARCOR Environmental LP, Environmental Hazards Management, Inc. and Service Master Elite.

Vice President Cate next introduced a resolution requesting approval of a new bond obligation and refunding of existing bonds. Following approval by the Board in October,
documents have been prepared by Bond Counsel, Prager Sealy and J. P. Morgan as underwriters and Underwriter’s Counsel, to proceed with a new taxable bond issue of $9.0M (Series 2010A) and a refunding to reduce debt costs of up to $22.0M of Series 1998 Bonds (Series 2010B). The new borrowing will support the portion of the Greening of Aiken project that requires debt financing. The University has been designated as eligible under the Recovery Zone Economic Development Bond program. Accordingly, the new issue will be taxable but offers a 45% interest rate subsidy to the University, reducing the net financing cost below current tax-exempt levels. If the University does not receive assistance from this program, it is eligible for Build America bond program, which would offer 35% interest rate refund. The refunding of Series 1998 Bonds (tax exempt) will be confirmed at the time of pricing and will only occur if there is an economic benefit to the University in the market at that time.

Vice President Cate also indicated that on the resolution’s third page, under Section I, ninth line, the percentage 6.25% should, due to recent developments, be amended to 6.75%.

Chair Boyce next introduced the request for approval of the proposed memorandum of understanding (MOU) between the Vermont State Colleges (VSC) and the University of Vermont (UVM). The MOU results from the recommendations of the Governor’s Higher Education Task Force, to which Chair Boyce was appointed (represented by Board of Trustees Vice Chair Frank Cioffi). The Task Force received staff support from Vice President for Federal, State and Community Relations Karen Meyer and staff. The MOU seeks to obtain endorsement of the agreement from the UVM and VSC Boards. The UVM administration and the Chancellor of the VSC, Tim Donovan, have reviewed the document and are in agreement. The VSC Board endorsed the MOU last week and the administration is seeking Executive Committee approval today before presenting the action to the Governor. Trustee John Snow inquired as to whether there was any time frame associated with achieving the objectives of the agreement, as he was concerned that resources will be committed annually forever as it is currently worded. After discussion, it was agreed that President Fogel will add in his letter of endorsement that the collaboration be assessed after five years.

Chair Boyce presented the following resolutions for approval:

**Resolution Approving the Creation and Naming of the Tarrant Institute for Innovative Education**

RESOLVED, based on the enthusiastic endorsement of the Faculty Senate Curricular Affairs Committee and pending final approval by the full Faculty Senate, that the Executive Committee of the Board of Trustees approves the creation of the Institute for Innovative Education in the College of Education and Social Services,

BE IT FURTHER RESOLVED, that the Executive Committee of the Board of Trustees approves the naming of the Institute the Tarrant Institute for Innovative
Education in recognition of the generous gift for the Institute received from the Richard E. and Deborah L. Tarrant Foundation.

**Resolution Authorizing Job Order Contracts for Hazardous Materials**

RESOLVED, that the Vice President for Finance and Administration (or his successor or designee) is hereby authorized to negotiate and execute job order contracts for hazardous materials with MARCOR Environmental LP, Environmental Hazards Management, Inc, and Service Master Elite. Each contractor is guaranteed a minimum value of $50,000 and a maximum of $400,000 for the year beginning January 1, 2010, with the possibility of renewal on those same terms for up to two additional years.

**General Obligation Bonds, Series 2010A (Taxable) and Series 2010B**
(see appended document)

An opportunity for further discussion was offered. There being none, a motion was made, seconded and it was unanimously voted to approve the resolutions creating and naming the Tarrant Institute for Innovative Education and authorizing job order contracts for hazardous materials as presented and the bond resolution was amended and appended. The Committee also unanimously endorsed the memorandum of understanding between UVM and VSC as appended.

For the record, Trustee Robert Cioffi exited the meeting at 12:55 p.m. and was not present when the resolutions were voted.

**Center for Health and Wellbeing Status**

Vice President for Student and Campus Life Thomas Gustafson provided an update on the administration’s proposal for a new student fee that would be the means for accruing a portion of the non-debt money necessary to fund a new Center for Health and Wellbeing facility. The project is estimated to cost $15.5 million in 2012. The administration hopes to start accumulating student fees to build the required 25% non-debt financing. Once planning is further developed, fundraising measures will likely commence in order to raise additional funds. Vice President Gustafson stated that a further developed plan for this project will be presented to the Board in February.

Trustee John Snow said it is important to keep in mind that if a student fee is initiated to begin financing this project, it means the current generation of students will be paying for a project from which they will not benefit. Vice President Gustafson indicated that the administration will consider this point while developing the proposal for February.

**Other Business**

At 1:05 p.m., Chair Boyce entertained a motion to enter into executive session to discuss contract negotiations. The motion was seconded and approved. All in attendance were
excused from the meeting with the exception of Trustees, Interim Provost Knodell, Vice President Cate, General Counsel Bazluke and Vice President Derr.

The meeting was re-opened to the public at 1:32 p.m. and the following resolution was presented for approval.

**Resolution Authorizing 5-Year Lease with CHF Winooski**

RESOLVED, that the Executive Committee hereby authorizes the Vice President for Finance and Administration to sign a five (5)-year lease with CHF Winooski at a price not to exceed $1.8 million for 40 beds for student housing at Spinner Place apartments.

A motion was made, seconded and it was unanimously voted to approve the resolutions as presented.

**Adjournment**

There being no further business, the meeting was adjourned at 1:35 p.m.

Respectfully submitted,

Ian D. Boyce, Chair
WHEREAS, pursuant to a resolution adopted on October 24, 2009, the Board of the University delegated to the Executive Committee the authorization to approve the terms of a long-term bond financing, subject to the terms of such resolution; and

WHEREAS, the Executive Committee has determined to authorize the issuance by the University of its General Obligation Bonds, Series 2010A (Taxable) (the “Series 2010A Bonds”) to provide funds (i) to finance the cost of certain capital projects of the University which have been authorized by the Board prior to or on the date hereof (including authorized reimbursements for prior University capital expenditures) and (ii) to pay the costs of issuance relating to the Series 2010A Bonds, which purposes have been found by the Board to be necessary and desirable; and

WHEREAS, the University may designate the Series 2010A Bonds as “Recovery Zone Economic Development Bonds” as described in the American Recovery and Reinvestment Act of 2009 (for which it would receive a cash subsidy payment from the United States Treasury equal to 45% of the interest payable by the University on the Series 2010A Bonds) but only if the Vermont Bond Bank allocates “Recovery Zone Economic Development Bond” issuance authority to the University; and

WHEREAS, the University may designate the Series 2010A Bonds as “Build America Bonds” as described in the American Recovery and Reinvestment Act of 2009 (for which it would receive a cash subsidy payment from the United States Treasury equal to 35% of the interest payable by the University on the Series 2010A Bonds) without any allocation of issuance authority from the Vermont Bond Bank; and

WHEREAS, the Executive Committee has determined to authorize the issuance by the University of its General Obligation Bonds, Series 2010B (the “Series 2010B Bonds”) to provide funds (i) to refund a portion of the outstanding Series 1998 Bonds (defined herein) of the University (including the payment of interest and redemption premium thereon) and (ii) to pay the costs of issuance relating to the Series 2010B Bonds, which purposes have been found by the Board to be necessary and desirable; and

WHEREAS, the Series 2010B Bonds shall be issued only if there are present value debt service savings from the refunding of the Series 1998 Bonds; and

WHEREAS, the Executive Committee desires to authorize the issuance of the Series 2010A Bonds in an aggregate initial principal amount not to exceed $9 million; and

WHEREAS, the Executive Committee desires to authorize the issuance of the Series 2010B Bonds in an aggregate initial principal amount not to exceed $22 million; and
WHEREAS, the University has issued its General Obligation Bonds, Series 1990 (the “Series 1990 Bonds”), Series 1998 (the “Series 1998 Bonds”), Series 2002 (the “Series 2002 Bonds”), Series 2005 (the “Series 2005 Bonds”), Series 2007 (the “Series 2007 Bonds”) and Series 2009 (the “Series 2009 Bonds”) pursuant to the terms of an Indenture dated as of February 1, 1990 (the “Trust Indenture”) between the University and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York Trust Company, N.A. and TD Banknorth, N.A.), as trustee (the “Trustee”), as amended and supplemented by the Series 1998 and First Supplemental Indenture, the Series 2002 and Second Supplemental Indenture, the Series 2005 and Third Supplemental Indenture, the Series 2007 and Fourth Supplemental Indenture and the Series 2009 and Fifth Supplemental Indenture (the Trust Indenture, as amended, hereafter referred to as the “Indenture”), and

WHEREAS, the Executive Committee proposes to issue the Series 2010A Bonds and the Series 2010B Bonds on a parity with the Series 1990 Bonds, the Series 1998 Bonds, the Series 2002 Bonds, the Series 2005 Bonds, the Series 2007 Bonds and the Series 2009 Bonds pursuant to the terms of the Indenture, a Series 2010A and Sixth Supplemental Indenture thereto relating to the Series 2010A Bonds (the “Sixth Supplemental Indenture”) and a Series 2010B and Seventh Supplemental Indenture thereto relating to the Series 2010B Bonds (the “Seventh Supplemental Indenture”), each between the University and the Trustee; and

WHEREAS, the Executive Committee desires to authorize the execution and delivery of one or more Bond Purchase Agreements (together, the “Bond Purchase Agreement”) between the University and J. P. Morgan Securities Inc. (the “Underwriter”), pursuant to which the University will sell the Series 2010A Bonds and the Series 2010B Bonds to the Underwriter in accordance with the terms and conditions set forth therein; and

WHEREAS, in connection with the issuance and sale of the Series 2010A Bonds and the Series 2010B Bonds, a Preliminary Official Statement (the “Preliminary Official Statement”) and a final Official Statement (the “Official Statement”) will be prepared by the University, which will present information about the University, the terms of the Series 2010A Bonds and the Series 2010B Bonds and the security for the Series 2010A Bonds and the Series 2010B Bonds, among other things; and

WHEREAS, the Executive Committee desires to authorize the execution and delivery of a Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) between the University and the Trustee, pursuant to which the University will be obligated to update certain information in the Official Statement and provide certain other notices to the specified repository in accordance with the terms and conditions set forth therein; and

WHEREAS, the University desires to authorize the execution and delivery of an Escrow Agreement (the “Escrow Agreement”) between the University and the Trustee, as escrow agent, pursuant to which the escrow agent shall purchase Government Obligations
(as defined in the Indenture) and/or make a cash deposit to comply with the requirements of Article XI of the Indenture with respect to payment of the refunded bonds; and

WHEREAS, copies of the forms of the following documents relating to the transactions described above have been filed with the University:

1. the Sixth Supplemental Indenture;
2. the Seventh Supplemental Indenture;
2. the Bond Purchase Agreement;
3. the Continuing Disclosure Agreement;
4. the Escrow Agreement; and
5. the Preliminary Official Statement (including Appendix A thereto);

NOW THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. Issuance of Series 2010A Bonds. The Executive Committee hereby approves and confirms the issuance by the University of the Series 2010A Bonds to provide funds to finance the cost of certain capital projects of the University which have been authorized prior to or on the date hereof (including authorized reimbursements for prior University capital expenditures and including the costs of issuance and any other related expenses). The Series 2010A Bonds shall be designated as either “Recovery Zone Economic Development Bonds” or “Build America Bonds” under the American Recovery and Reinvestment Act of 2009 and shall be in the initial principal amount of not more than $9 million, bearing a true interest cost not exceeding 6.75% per annum and maturing not later than October 1, 2044 (including all Series 2010A Bonds maturing on October 1, 2044, with or without earlier sinking fund installment(s)). The Executive Committee hereby finds and determines that these purposes are necessary and desirable and hereby authorizes the President or the Vice President for Finance and Administration, and Treasurer to determine (i) whether the Series 2010A Bonds should be issued as two or more sub-series of bonds (based on whether the issuance of the Series 2010A Bonds in two or more sub-series will facilitate debt management or marketing of the bonds) and (ii) the terms of the Series 2010A Bonds and the terms of the sale of the Series 2010A Bonds (including the maturity dates and amounts, the interest rates, the original issue premium or discount, the redemption provisions of the Series 2010A Bonds based on financial or structural benefits to the University and marketing considerations (including redemption upon payment of a make-whole premium calculated on the basis of a spread of 20 to 60 basis points over comparable United States Treasury securities at the time of redemption) and the underwriters’ compensation) subject to the limitations set forth in this resolution. The form and content of the Series 2010A Bonds as set forth in the Sixth Supplemental Indenture are hereby approved and confirmed. The President or the Vice President for Finance and Administration, and Treasurer of the University, and the
Secretary or the Assistant Secretary of the Board are authorized and directed to execute and deliver the Series 2010A Bonds for and on behalf of the University, in substantially the form and content set forth in the Sixth Supplemental Indenture, but with such changes, additions or deletions as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all such changes, additions or deletions.

Section 2. Issuance of Series 2010B Bonds. The Executive Committee hereby approves and confirms the issuance by the University of the Series 2010B Bonds to provide funds to refund a portion of the outstanding Series 1998 Bonds of the University (including the costs of issuance and any other related expenses). The Series 2010B Bonds shall be in the initial principal amount of not more than $22 million, bearing a true interest cost not exceeding 5.75% per annum and maturing or subject to sinking fund installment redemptions in each year in which the refunded Series 1998 Bonds mature or are subject to sinking fund installment redemption. The Executive Committee hereby finds and determines that these purposes are necessary and desirable and hereby authorizes the President or the Vice President for Finance and Administration, and Treasurer to determine (i) whether the Series 2010B Bonds should be issued as two or more sub-series of bonds (based on whether the issuance of the Series 2010B Bonds in two or more sub-series will facilitate debt management or marketing of the bonds or compliance with federal tax law restrictions) and (ii) the terms of the Series 2010B Bonds and the terms of the sale of the Series 2010B Bonds (including the maturity dates and amounts, the interest rates, the original issue premium or discount, the redemption provisions of the Series 2010B Bonds based on financial or structural benefits to the University and marketing considerations (including redemption upon payment of a make-whole premium calculated on the basis of a spread of 20 to 60 basis points over comparable United States Treasury securities at the time of redemption) and the underwriters’ compensation) subject to the limitations set forth in this resolution. The form and content of the Series 2010B Bonds as set forth in the Seventh Supplemental Indenture are hereby approved and confirmed. The President or the Vice President for Finance and Administration, and Treasurer of the University, and the Secretary or the Assistant Secretary of the Board are authorized and directed to execute and deliver the Series 2010B Bonds for and on behalf of the University, in substantially the form and content set forth in the Seventh Supplemental Indenture, but with such changes, additions or deletions as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all such changes, additions or deletions.

Section 3. Authorization to Determine Series 2010A Bond Designation. The Executive Committee hereby authorizes the President or Vice President for Finance and Administration, and Treasurer of the University to designate the Series 2010A Bonds as “Recovery Zone Economic Development Bonds” under the American Recovery and Reinvestment Act of 2009. Notwithstanding the foregoing, if the Vermont Bond Bank has not allocated “Recovery Zone Economic Development Bond” issuance authority to the University by January 31, 2010 or if the Vermont Bond Bank has affirmatively determined prior to January 31, 2010 that it will not allocate such issuance authority to the University, then the President or Vice President for Finance and Administration, and
Treasurer of the University is hereby authorized to determine whether to instead designate the Series 2010A Bonds as “Build America Bonds” under the American Recovery and Reinvestment Act of 2009.

Section 4. Authorization to Determine Bond Redemptions. The Executive Committee hereby authorizes and directs the President or Vice President for Finance and Administration, and Treasurer of the University to determine which maturities (or portions of maturities) of the Series 1998 Bonds shall be refunded with the proceeds of the Series 2010B Bonds and the dates of redemption of such refunded bonds; provided that such refunding results in debt service savings on a present value basis.

Section 5. Authorization of Sixth Supplemental Indenture. The Executive Committee hereby approves and confirms the form and content of the Sixth Supplemental Indenture. The President or Vice President for Finance and Administration, and Treasurer of the University, and the Secretary or Assistant Secretary of the Board are hereby authorized and directed to execute and deliver the Sixth Supplemental Indenture for and on behalf of the University, in substantially the form and content presented to the Board, but with such changes, additions or deletions as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all such changes, additions or deletions. From and after the execution and delivery of the Sixth Supplemental Indenture, the President and Vice President for Finance and Administration, and Treasurer of the University, and the Secretary or Assistant Secretary of the Board and all other officers of the Board and the University are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Sixth Supplemental Indenture as executed.

Section 6. Authorization of Seventh Supplemental Indenture. The Executive Committee hereby approves and confirms the form and content of the Seventh Supplemental Indenture. The President or Vice President for Finance and Administration, and Treasurer of the University, and the Secretary or Assistant Secretary of the Board are hereby authorized and directed to execute and deliver the Seventh Supplemental Indenture for and on behalf of the University, in substantially the form and content presented to the Board, but with such changes, additions or deletions as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all such changes, additions or deletions. From and after the execution and delivery of the Seventh Supplemental Indenture, the President and Vice President for Finance and Administration, and Treasurer of the University, and the Secretary or Assistant Secretary of the Board and all other officers of the Board and the University are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Seventh Supplemental Indenture as executed.

Section 7. Authorization of Bond Purchase Agreement. The Series 2010A Bonds and the Series 2010B Bonds shall be awarded and sold to the Underwriters pursuant to the terms of one or more Bond Purchase Agreements at an aggregate underwriters’ discount or fee of not more than $12.00 per $1,000 bond of the aggregate
principal amount of the Series 2010A Bonds and not more than 0.64% ($6.40 per $1,000 bond) of the aggregate principal amount of the Series 2010B Bonds. The Series 2010A Bonds and the Series 2010B Bonds shall be authenticated and delivered to or upon the order of the Underwriter upon payment of the purchase prices set forth in the Bond Purchase Agreement. The form and content of the Bond Purchase Agreement is hereby approved and confirmed. The President or Vice President for Finance and Administration, and Treasurer of the University is hereby authorized and directed to execute and deliver the Bond Purchase Agreement for and on behalf of the University, in substantially the form and content presented to the University, but with such changes, additions or deletions as shall to him or her seem necessary, desirable or appropriate, his execution thereof to constitute conclusive evidence of his approval of any and all such changes, additions or deletions therein. From and after the execution and delivery of the Bond Purchase Agreement, the President and Vice President for Finance and Administration, and Treasurer of the University and all other officers of the Board and the University are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Bond Purchase Agreement as executed.

Section 8. Authorization of Continuing Disclosure Agreement. The form and content of the Continuing Disclosure Agreement is hereby approved and confirmed. The President or Vice President for Finance and Administration, and Treasurer of the University is hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement for and on behalf of the University, in substantially the form and content presented to the Board, but with such changes, additions or deletions as shall to him or her seem necessary, desirable or appropriate, his execution thereof to constitute conclusive evidence of his approval of any and all such changes, modifications, additions or deletions. From and after the execution and delivery of the Continuing Disclosure Agreement, the President and the Vice President for Finance and Administration, and Treasurer of the University and all other officers of the Board and the University are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Agreement as executed.

Section 9. Authorization of Escrow Agreement. The form and content of the Escrow Agreement is hereby approved and confirmed. The President or Vice President for Finance and Administration, and Treasurer of the University is hereby authorized and directed to execute and deliver the Escrow Agreement for and on behalf of the University, in substantially the form and content presented to the Executive Committee, but with such changes, additions or deletions as shall to him or her seem necessary, desirable or appropriate, his execution thereof to constitute conclusive evidence of his approval of any and all such changes, modifications, additions or deletions. From and after the execution and delivery of the Escrow Agreement, the President or Vice President for Finance and Administration, and Treasurer of the University and all other officers of the Board and the University are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Escrow Agreement as executed.
Section 10. Approval of Preliminary Official Statement and Official Statement. The form, terms and content of the Preliminary Official Statement and the Official Statement in substantially the form of the Preliminary Official Statement (but including the terms of the Series 2010A Bonds and the Series 2010B Bonds) is authorized, approved and confirmed, with such changes, additions or deletions therein as shall seem necessary, desirable or appropriate to the President or Vice President for Finance and Administration, and Treasurer of the University. The use of the Preliminary Official Statement and of the Official Statement by the Underwriter in connection with the sale of the Series 2010A Bonds and the Series 2010B Bonds is hereby authorized, approved and confirmed. The President or Vice President for Finance and Administration, and Treasurer of the University is authorized to execute the Official Statement on behalf of the University.

Section 11. Tax Certificates. The President or Vice President for Finance and Administration, and Treasurer of the University is hereby authorized to execute certificates in order to evidence the University’s compliance with the Internal Revenue Code of 1986 and the applicable Income Tax Regulations thereunder.

Section 12. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Series 2010A Bonds and the Series 2010B Bonds, the Indenture, the Sixth Supplemental Indenture and the Seventh Supplemental Indenture, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Escrow Agreement or any other instrument related to the issuance of the Series 2010A Bonds and the Series 2010B Bonds shall be deemed a stipulation, obligation or agreement of any officer, agent or employee of the University in his or her individual capacity, and no such officer, agent or employee shall be personally liable on the Series 2010A Bonds or the Series 2010B Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 13. Actions of Officers. The officers of the Board and of the University are hereby authorized and directed to do any and all other acts and to execute any and all other documents, which they, in their discretion, deem necessary and appropriate in order to consummate the transactions contemplated by (i) this Resolution, (ii) the Indenture, the Sixth Supplemental Indenture and the Seventh Supplemental Indenture and (iii) the documents presented to this meeting; except that none of the above shall be authorized or empowered to do anything or execute any document which is in contravention, in any way, of (a) the specific provisions of this Resolution, (b) the specific provisions of the Indenture, the Sixth Supplemental Indenture and the Seventh Supplemental Indenture, (c) any agreement to which the University is bound, (d) any rule or regulation of the University or (e) any applicable law, statute, ordinance, rule or regulation of the United States of America or the State of Vermont.

Section 14. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable
from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Series 2010A Bonds and the Series 2010B Bonds authorized hereunder.

Section 15. **Conflicting Provisions.** All prior resolutions or parts thereof of the University in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 16. **Effective Date.** This Resolution shall take effect upon its adoption.
MEMORANDUM OF UNDERSTANDING
BETWEEN
VERMONT STATE COLLEGES (VSC)
and
UNIVERSITY OF VERMONT (UVM)

THIS AGREEMENT, entered into this 16th day of December, 2009

WHEREAS, Both the Vermont State Colleges and the University of Vermont are vital institutions to the State of Vermont, and

WHEREAS, The missions of both entities include serving the State of Vermont by providing opportunities for educational attainment that will benefit Vermont students and their communities, and

WHEREAS, Both institutions operate collaboratively in providing a great array of educational opportunities for Vermonter with little overlap, complementing one another with little unnecessary duplication or competition, and

WHEREAS, The VSC and UVM acknowledge that there is mutual benefit to identifying areas for further examination of elimination of unnecessary redundancy and administrative barriers and, further, that this examination could reveal instances for further collaboration, and

WHEREAS, Both UVM and VSC believe that successful innovation comes from within organizational environments that promote creativity, problem solving and risk taking, and

WHEREAS, The leadership of both UVM and VSC are in the best position to achieve academic and administrative efficiencies by encouraging and supporting the existing culture of collaboration, and

WHEREAS, The Governor’s Task Force on Higher Education reported on many of these collaborative activities between the University of Vermont and the Vermont State Colleges that benefit the institutions, their students, and the State of Vermont and has recommended further efforts to identify and evaluate other potential collaborations;

THEREFORE, the parties agree that
The President of the University of Vermont and the Chancellor of the Vermont State Colleges agree to the following:

To designate key staff to meet regularly to explore and recommend collaborative programming, resource utilization, and public policy development and to report directly to the President and Chancellor, respectively;

To prepare an annual report to the Governor, the Commission on Higher Education Funding and their respective Boards of Trustees reviewing collaborative projects under consideration, under development, and implemented or terminated;

To include the state commissioner of education as a participant in matters involving K-16 educational programs;

To use every opportunity to communicate with the public and public policy leaders about the increased value of higher education which results from these partnerships; and

To obtain endorsement of this agreement from their respective Boards of Trustees.

By: _______________________________ Date: ________________
    Timothy J. Donovan, Chancellor
    Vermont State Colleges

By: _______________________________ Date: ________________
    Daniel Mark Fogel, President
    University of Vermont