

**RESOLUTION OF THE
BOARD OF TRUSTEES OF ATHENS STATE UNIVERSITY
Resolution #1-01-15-2021**

WHEREAS, the University has previously issued (i) pursuant to Resolutions adopted on April 18, 2014 and December 6, 2014 (collectively, the "*2014 Resolution*"), its \$5,000,000 Tuition and General Fees Revenue Bond, 2014, dated December 17, 2014 (the "*Series 2014 Bond*"), and (ii) pursuant to a Resolution adopted on July 17, 2015 (the "*2015 Resolution*"), its \$8,040,000 Tuition and Fee Revenue Bond, Series 2015, dated October 29, 2015 (the "*Series 2015 Bond*"); and

WHEREAS, the University has previously entered into an Agreement Concerning Outstanding Bonds with the State Board of Education of the State of Alabama (the "*State Board*"), dated as of October 1, 2012 (the "*Agreement Concerning Outstanding Bonds*"), in which the University agreed to make each and every payment with respect to bonds issued by the State Board for the benefit of the University while it was under the supervision and control of the State Board (which bonds, as more particularly described in the Agreement Concerning Outstanding Bonds, are referred to as the "*State Board Bonds*"); and

WHEREAS, the State Board previously issued pursuant to a Resolution adopted on June 24, 2010 (the "*2010 Resolution*"), its \$3,200,000 Athens State University Recovery Zone Economic Development Revenue Bonds, Series 2010 (Taxable), dated June 30, 2010 (the "*Series 2010 Bonds*"); and

WHEREAS, in the Agreement Concerning Outstanding Bonds the University pledged all tuition and student fees paid by students enrolled at the University to secure its obligations to make payments with respect to the State Board Bonds and reserved the right to issue bonds or other obligations secured on parity with the State Board Bonds and the University's obligations with respect thereto, by a pledge of the tuition and student fees pledged to secure the State Board Bonds; and

WHEREAS, the Series 2014 Bond and the Series 2015 Bond are each secured by a pledge of tuition and student fees paid by students enrolled at the University on parity with the pledge contained in the Agreement Concerning Outstanding Bonds; and

WHEREAS, the Series 2010 Bonds are the only State Board Bonds remaining outstanding and the Series 2014 Bond and the Series 2015 Bond are the only obligations issued by the University and secured by a pledge of tuition and student fees; and

WHEREAS, the University and the State Board are not in default in the payment of the principal of and interest on the Series 2010 Bonds or in the performance of any covenant or provision set forth in the 2010 Resolution, and the University is not in default in the payment of the principal of and interest on Series 2014 Bond or the Series 2015 Bond or in the performance of any covenant or provision set forth in the 2014 Resolution or the 2015 Resolution; and

WHEREAS, it is necessary and appropriate that the University refund the Series 2010 Bonds, the Series 2014 Bond and the Series 2015 Bond (collectively, the "*Existing Bonds*") in order to achieve savings in total debt service; and

WHEREAS, the University has received a Letter and attached Terms and Conditions (collectively, the "*BBVA Term Letter*"), from BBVA Mortgage Corporation ("*BBVA*") providing the terms under which BBVA is willing to provide financing to refund the Existing Bonds, and a copy of which BBVA Term Letter has been presented at the meeting at which this Resolution is considered and is ordered attached as Exhibit A to this Resolution; and

WHEREAS, pursuant to the constitution and laws of the State of Alabama, including without limitation Section 16-3-28 of the Code of Alabama, 1975, the University, acting through its Board of Trustees, is authorized to issue its interest-bearing bonds for the purpose of paying the principal of and interest on the Existing Bonds; and

WHEREAS, the Board of Trustees of the University has determined that it is necessary and appropriate to authorize the issuance of the University's Tuition and General Fees Revenue Bond in order to refund the Existing Bonds:

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Athens State University, and it is so resolved, as follows:

Section 1. For the purpose of refinancing and refunding the Series 2010 Bonds, the Series 2014 Bond and the Series 2015 Bond, the issuance of the University's Tuition and General Fees Revenue Bond, 2021 (the "*2021 Bond*") is hereby authorized. The 2021 Bond shall be in a principal amount not to exceed \$10,595,000, shall be dated the date of its issuance and shall bear interest, be payable, be subject to redemption prior to maturity and have such other terms and conditions as are set forth in the BBVA Term Letter or, if not included in the BBVA Term Letter, as the President and the Chief Financial Officer of the University shall approve. The 2021 Bond shall be in the form and shall be executed in the manner required by law and as shall be acceptable to the University's counsel and BBVA.

Section 2. The principal of and interest on the 2021 Bond shall be payable solely from revenues derived from all tuition and fees now or hereafter levied against students enrolled at the University (the "*Pledged Revenues*"). As security for payment of the principal of and the interest on the 2021 Bond, the University hereby irrevocably pledges for payment of such principal and interest when due so much of the Pledged Revenues as may be necessary for such purposes. The pledge hereby made of the Pledged Revenues is for the benefit of the 2021 Bond and any additional parity bonds hereafter issued, pro rata and without preference of one over another.

Section 3. In order to further provide for the issuance of the 2021 Bond, the source of payment and security therefor, for the issuance of additional parity bonds, and other matters related thereto, the execution and delivery of a Financing Agreement be, and the same is, hereby authorized and approved. Such Financing Agreement shall have terms and conditions consistent with those set forth in this Resolution and in the BBVA Term Letter and otherwise as shall be approved by the President of the University. The President of the University is hereby authorized

to execute and deliver the Financing Agreement as so approved, and the Secretary or any Assistant Secretary of the Board of Trustees is hereby authorized to attest the same and affix the seal of the University thereto.

Section 4. (a) The University, acting on behalf of the State Board, hereby calls all of the then outstanding Series 2010 Bonds for redemption and payment on a date to be specified by the President or Chief Financial Officer of the University, not less than thirty (30) days after the date of delivery of the 2021 Bond, the said redemption to be effected at a redemption price equal to 100% of the outstanding principal amount of the Series 2010 Bonds plus accrued interest thereon to the date of redemption. Upon issuance and delivery of the Bonds, Regions Bank, in its capacity as paying agent for the Series 2010 Bonds, is hereby authorized and directed to give notice of and effect said redemption of the outstanding Series 2010 Bonds in the manner provided in the 2010 Resolution, and to take all such other action as shall be necessary or desirable to carry out the foregoing.

(b) The University hereby calls the 2014 Bond for redemption and payment on a date to be specified by the President of the University, the said redemption to be effected at a redemption price equal to 100% of the outstanding principal amount of the 2014 Bond plus accrued interest thereon to the date of redemption. The President of the University is authorized and directed to give notice of (or obtain a waiver of such notice) and effect said redemption of the 2014 Bond in the manner provided in the 2014 Resolution and the financing agreement provided for therein.

(c) The University hereby calls the 2015 Bond for redemption and payment on a date to be specified by the President of the University, the said redemption to be effected at a redemption price equal to 100% of the outstanding principal amount of the 2015 Bond plus accrued interest thereon to the date of redemption. The President of the University is authorized and directed to give notice of (or obtain a waiver of such notice) and effect said redemption of the 2015 Bond in the manner provided in the 2015 Resolution and the financing agreement provided for therein.

Section 5. The President of the University and the Secretary or any Assistant Secretary of the Board of Trustees be, and they hereby are, authorized and empowered to take such actions and to execute for and on behalf of the University such additional documents as may be necessary or desirable in connection with the issuance and delivery of the 2021 Bond.

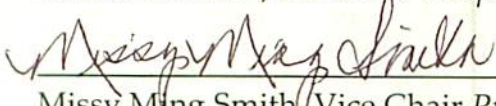
Section 6. Any and all actions heretofore taken by the officers of the Board of Trustees in connection with the issuance of the 2021 Bond be, and they hereby are, approved, ratified and affirmed.

Section 7. Any and all other resolutions or parts of resolutions in conflict with this resolution be, and the same hereby are, repealed, and this resolution shall be in force and effect from and after its adoption.

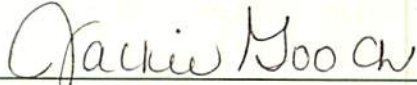
ADOPTED, RESOLVED AND APPROVED, this the 17th day of January, 2021.



Macke Mauldin, Chair *Pro Tempore*, Athens State University Board of Trustees



Missy Ming Smith, Vice Chair *Pro Tempore*, Athens State University Board of Trustees



Jackie Gooch, Secretary, Athens State University Board of Trustees

