

USF PROPERTY CORPORATION
MINUTES OF ANNUAL MEETING
BOARD OF DIRECTORS

November 1, 2022

The annual meeting of the Board of Directors of the USF Property Corporation was held on November 1, 2022 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 25, 2022. A copy of the meeting Notice is attached to these minutes.

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.

Chair Smith asked Mr. Stubbs to introduce the prospective new Board Member. Mr. Stubbs noted that unfortunately Mr. Andrew Mayts could not attend due to his required presence at an arbitration. He stated that Mr. Mayts' appointment to the Board of Directors of the USF Financing Corporation and the USF Property Corporation will be proposed for approval to the USF Board of Trustees Governance Committee on November 15, 2022, and full BOT approval on December 7, 2022. Mr. Mayts is a partner and public sector chair of the Shumaker law firm and focuses his practice on banking and finance and construction related litigation, as well as cybersecurity prevention and response. He handles complex civil litigation matters for businesses, including national banks in state and federal court. Mr. Mayts is a graduate of the University of South Florida. Director Aebel voiced her support of Mr. Mayts's appointment and spoke to his principles.

Director Sobieray asked for a motion to elect Mr. Mayts to serve as a member of the Board of Directors of the Corporation effective upon approval by the Board of Trustees on December 7, 2022. The motion was duly made and seconded, and Mr. Mayts was unanimously elected to serve on the Board of Directors of the Corporation.

Director Sobieray stated that Director Smiths' 2-year term as Chair of the Corporation's Board of Directors expires at the conclusion of this meeting. Pursuant to the Corporation's Bylaws, a vacancy in any office other than the Executive Director may be filled by the Board of Directors. A director is eligible to serve for two

consecutive terms. Director

and appreciation for Chair Smith's contributions to the Board of Directors over the years.

The minutes of the November 2, 2021 annual meeting, May 5, 2022 special meeting, and September 16, 2022 special meeting were distributed on October 25, 2022. Chair Smith called for any corrections to the minutes. Hearing none, he asked for a motion to approve the minutes of

RESOLVED, Resolution PC 11-01-22A, 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.

Resolution: Approval
of Audited Financial
Statements

Chair Smith stated that the Board was provided with a copy of the audited financial statements on October 25, 2022 and asked Mr. Stubbs to introduce the resolution to approve the audited financial statements reported by the independent accounting firm, KPMG, LLP. Mr. Stubbs first reminded the Board that the entire Board acts as the Audit Committee of the Corporation. He then introduced the KPMG representatives in attendance: Ms. Lori Nissen, the partner in charge on the audit, and Ms. Tristen Peña, senior audit manager. Mr. Stubbs 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. He stated that he wanted to recognize Ms. Dawn Rodriguez for her outstanding work in maintaining the financial records for the Corporation and preparing the financial statements with Mary Benton's capable support. He informed the Board that the statements were prepared as of June 30, 2022. Mr. Stubbs stated that KPMG also provided a report assessing internal controls over financial reporting, compliance, and other matters.

Mr. Stubbs 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. Mr. Stubbs also called attention to the subsequent events disclosures, including the Financing Corporation filing a lawsuit against INTO South Florida and INTO USF, Inc. to compel the wind-up and dissolution of INTO USF, Inc., and the issuance of new debt for the Sarasota-Manatee Housing and Student Center.

Ms. Nissen discussed the upcoming accounting pronouncements that will impact the Corporation's financial statements in future fiscal years. Ms. Nissen noted that, in accordance with applicable standards, KPMG is independent with regard to the Corporation. She completed KPMG's report and required communications to the Board and asked if there were any questions.

The Board thanked the Corporation's management and staff for their presentation and for a successful audit. The Board also thanked KPMG for their attendance, presentation, and thoroughness during the audit.

Chair Smith 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 PC 11-01-22B, 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 Ms. Kate Head to present the Crowe Financial Internal Controls Report. Ms. Head stated that the Florida Board of Governors engaged Crowe LLP to perform an audit of all State University System DSOs. The scope of review included DSO policies and procedures, segregation of duties, system access controls, management review and approval requirements, account reconciliations, monitoring practices, and exception reporting. Crowe reported that there were no findings, observations, or recommendations for improvement for the Financing Corporation or Property Corporation.

Director Simmons asked how the University is dividing the internal audit fees. Ms. Head stated that the cost was divided between the University DSOs based on the

amount of time the Crowe spent with each DSO. Ms. Rodriguez confirmed that the amount allocated to the Financing Corporation / Property Corporation was \$16,000. Chair Smith thanked Ms. Head for her presentation on the Crowe Financial Internal Controls Report.

Chair Smith asked Mr. Stubbs to provide a brief overview of the annual reports and status of Corporation projects. Mr. Stubbs 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, 2022, the 17-year corporate track record, and the corporate governance structure.

Mr. Stubbs 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 \$1.84 billion in transactions and has developed over 2 million square feet of projects. Current outstanding long-term debt equals \$325 million with a current cost of capital of 3.82%.

In the past year, the Corporation closed the \$46 million Series 2013A and Series 2013B conversion of bonds from tax-exempt interest rates to taxable interest rates, as well as the Series 2022 Housing COPS public debt issuance of \$28.5 million to fund the housing and student center on the Sarasota-Manatee Campus.

Mr. Stubbs reviewed the Investment Policy Statement and Guidelines, noting that 100% of the investments held by the Trustee are short-term, and are swept daily

Executive Director's
Annual Report to the
Board including Project
Status Update,
Investment Policy
Statement and
Guidelines, Annual
DSO Certification and
Board Conflict of
Interest Statements

into an Invesco Short Term Treasury Money Market Fund. No changes were proposed to the guidelines.

Mr. Stubbs also reviewed the Annual DSO Compliance Certification, stating that this certification process is a good business practice and is essential for good governance. USF Financing and Property Corporations are in compliance with all laws, regulations, standards and requirements. This report is provided annually to the USF Board of Trustees. Mr. Stubbs stated that he signs the Compliance Certification along with the Chairs of the USF Financing and Property Corporation.

Mr. Stubbs 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. He pointed out that, as Executive Director, he is also required to sign a statement and has done so.

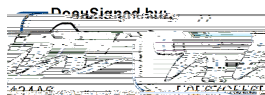
Chair Smith thanked Mr. Stubbs for his reports and asked if there were any other reports or information items to come before the Board. Hearing none, he moved to the next order of business.

Other Business

Chair Smith asked if there were any other items for the Board's consideration. Hearing none, he 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 2:00 p.m.



Erin S. Aebel, Chair



Linda O. Simmons, Secretary/Treasurer