

Southern Illinois University
Board of Trustees
December 11, 2003

AUTHORIZATION TO AMEND PROJECT DESCRIPTION OF THE HOUSING
AND AUXILIARY FACILITIES SYSTEM REVENUE BONDS, SERIES 2001A

Summary

This matter requests Board authorization to amend the project description of the Housing and Auxiliary Facilities System Revenue Bonds, Series 2001A to include heating and ventilation (HVAC) and humidity control systems improvements in the SIUE Bluff, Prairie, and Woodland residence halls.

Rationale for Adoption

The Housing and Auxiliary Facilities Series 2001A Revenue Bonds were issued December 13, 2001, in the amount of \$27.73 million. From this amount, \$8,175,000 was issued for the refunding of the Series 1992A bonds and \$19,555,000 funded three projects: improvements to the Delyte W. Morris University Center at the Edwardsville campus; design and construction of a new softball complex; and replacement of turf at McAndrew Stadium, both at the Carbondale campus. The Carbondale projects have been completed and the Morris University Center project is approximately 95% complete. Upon completion of the Morris University Center project, there will be unused Series 2001A project funds of approximately \$1 million.

The Board of Trustees, at their October 9, 2003, meeting, approved a budget of \$5 million for HVAC modification and humidity control for residence halls at SIUE. The source of funding for this project will be: Housing Repair, Replacement and Revenue and Operations (\$2 million); unneeded project funds from the Series 2001A Bonds (\$1 million); and a University internal loan (\$2 million). In order to use the remaining Series 2001A bond proceeds to fund the SIUE HVAC and humidity control systems project, the Series 2001A bond documents must be amended to include the HVAC and humidity control systems project in the project description.

University Bond Counsel, Chapman and Cutler LLP, has amended the Series 2001A bond documents to include the HVAC and humidity control systems project in the Series 2001A bonds project description and thus allowing the Series 2001A bond proceeds to be used to fund the HVAC and humidity control systems project.

Considerations Against Adoption

University officers are aware of none.

Constituency Involvement

Not pertinent in this matter.

Resolution

BE IT RESOLVED, By the Board of Trustees of Southern Illinois University in regular meeting assembled, That:

(1) The First Amendment to the Eighth Supplemental System Revenue Bond Resolution, copy attached, is approved.

(2) The First Amendment to the Eighth Supplemental System Revenue Bond Resolution shall become effective upon delivery of an opinion of nationally recognized bond counsel to the effect that such amendment does not adversely affect the tax-exempt status for federal income tax purposes of interest on the Series 2001A Bonds.

(3) The Board Treasurer is authorized and directed to do all such acts and execute all such documents as may be necessary to carry out and comply with the provisions of this amendment.

BOARD OF TRUSTEES

OF

SOUTHERN ILLINOIS UNIVERSITY

FIRST AMENDMENT TO
EIGHTH SUPPLEMENTAL
SYSTEM REVENUE BOND
RESOLUTION

Approved _____, 2003

Amending the Eighth Supplemental System Revenue Bond
Resolution Approved July 12, 2001.

Re: \$27,730,000 Board of Trustees of Southern Illinois
University Southern Illinois University Housing and
Auxiliary Facilities System Revenue Bonds, Series 2001A

A RESOLUTION OF THE BOARD OF TRUSTEES OF SOUTHERN ILLINOIS UNIVERSITY AMENDING THE EIGHTH SUPPLEMENTAL SYSTEM REVENUE BOND RESOLUTION WHICH AUTHORIZED THE ISSUE AND DELIVERY OF SOUTHERN ILLINOIS UNIVERSITY HOUSING AND AUXILIARY FACILITIES SYSTEM REVENUE BONDS, SERIES 2001A ADOPTED BY THE BOARD OF TRUSTEES OF SOUTHERN ILLINOIS UNIVERSITY ON JULY 12, 2001.

WHEREAS, the Board of Trustees (the “*Board*”) of Southern Illinois University (the “*University*”), has previously issued its Southern Illinois University Housing and Auxiliary Facilities System Revenue Bonds, Series 2001A (the “*Series 2001A Bonds*”) pursuant to the Eighth Supplemental System Revenue Bond Resolution, adopted on July 12, 2001 (the “*Eighth Supplemental Resolution*”); and

WHEREAS, Section 5.1 of the Eighth Supplemental Resolution authorizes the amendment of the Series 2001A Project Description set forth in the Eighth Supplemental Resolution by the Board at any time, subject to certain conditions; and

WHEREAS, the Board has been advised that a portion of the proceeds of the Series 2001A Bonds will be available for additional projects; and

WHEREAS, the Board would like to authorize an amendment to the Series 2001A Project Description to include such additional projects; and

WHEREAS, the Board would also like to authorize the execution and delivery of a First Amendment to Tax Exemption Certificate and Agreement (the “*First Amendment to Tax Agreement*”) for the same purpose; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Southern Illinois University as follows:

Section 1. Defined Terms. Terms used in this First Amendment to the Eighth Supplemental Resolution shall have the same meanings defined in the Eighth Supplemental Resolution.

Section 2. Amendment of the Tenth “WHEREAS” Clause of the Eighth Supplemental Resolution. An additional clause (iv) is hereby added to the definition of “Series 2001A Project” in the Tenth “WHEREAS” clause of the Eighth Supplemental Resolution to read as follows:

“; and (iv) modification of the heating, ventilation, air conditioning and humidity control systems in Prairie Hall, Bluff Hall and Woodland Hall, which are residence halls at the Edwardsville campus.”

Section 3. Execution of First Amendment to Tax Agreement. The Treasurer is hereby authorized and directed to execute and deliver the First Amendment to Tax Agreement in substantially the form now before the Board and attached hereto as *Exhibit B*, or with such

changes therein as the Treasurer shall approve, his execution thereof to constitute conclusive evidence of his approval of such changes.

Section 4. Additional Documents. The Treasurer and the Secretary of the Board are hereby authorized and directed to execute, acknowledge and deliver all documents and other instruments which may be required or permitted from time to time in order to effect the terms of this First Amendment to Eighth Supplemental Resolution.

Section 5. Effective Date of Amendment. The amendment described in Section 2 of this First Amendment to Eighth Supplemental Resolution shall be effective upon the delivery of an opinion of nationally recognized bond counsel to the effect that such amendment does not adversely affect the tax-exempt status of interest on the Series 2001A Bonds. The Board hereby takes notice of the fact that Prairie Hall, Bluff Hall and Woodland Hall are already Existing Facilities of the System, and therefore an amendment including such facilities in the System is not required.

Section 6. Interpretation and Construction. This First Amendment to the Eighth Supplemental Resolution is supplemental to and is adopted in accordance with Section 5.1 of the Eighth Supplemental Resolution. In all respects not inconsistent with this First Amendment to the Eighth Supplemental Resolution, the Eighth Supplemental Resolution is hereby ratified, approved and confirmed, and all of the definitions, terms, covenants and restrictions of the Eighth Supplemental Resolution, as amended, shall remain applicable except as otherwise expressly provided. All of the terms and provisions of this First Amendment to the Eighth Supplemental Resolution shall be deemed to be a part of the terms and provisions of the Eighth Supplemental Resolution, and this First Amendment to the Eighth Supplemental Resolution and the Eighth Supplemental Resolution shall be read, taken and construed as one and the same instrument. In executing any documents authorized by this First Amendment to the Eighth Supplemental Resolution, each officer, agent or employee of the Board and University shall be entitled to all of the privileges and immunities afforded to them under the terms of the Eighth Supplemental Resolution.

Section 7. Resolution Effective on Passage. This First Amendment to the Eighth Supplemental Resolution shall become effective upon its passage and upon satisfaction of the conditions set forth in Section 5 hereof.

Chairman

ATTEST:

Secretary

(Seal)

EXHIBIT B

FORM OF FIRST AMENDMENT TO TAX EXEMPTION CERTIFICATE AND AGREEMENT

THIS FIRST AMENDMENT TO TAX EXEMPTION CERTIFICATE AND AGREEMENT (this “*Amendment*”) is executed by a duly qualified officer of the Board of Trustees of Southern Illinois University (the “*Issuer*”), and amends the Tax Exemption Certificate and Agreement of the Issuer dated January 9, 2002 (the “*Original Tax Agreement*”), relating to the Issuer’s Southern Illinois University Housing and Auxiliary Facilities System Revenue Bonds, Series 2001A.

Section 1. Definitions. Except as set forth below, terms used in this Amendment shall have the same meanings defined in the Original Tax Agreement.

The term “Project” in Article I of the Original Tax Agreement is hereby amended to read as follows:

“‘*Project*’ means the financing of further improvements to the System, including, without limitation, (i) improvements to the Delyte W. Morris University Center at the Edwardsville campus; (ii) designing and constructing a new softball complex on the Carbondale campus; (iii) a complete replacement of the turf at McAndrew Stadium on the Carbondale campus; and (iv) modification of the heating, ventilation, air conditioning and humidity control systems in Prairie Hall, Bluff Hall and Woodland Hall, which are residence halls at the Edwardsville campus.”

Section 2. Original Tax Agreement Confirmed. Except as amended by this Amendment, all of the provisions of the Original Tax Agreement shall remain in full force and effect, and from and after the effective date of this Amendment shall be deemed to have been amended as herein set forth.

Section 3. Severability. If any provision of this Amendment shall be held or deemed to be or shall, in fact, be inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions, or in all cases because it conflicts with any other provision or provisions hereof or any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance, or of rendering any other provision or provisions herein contained invalid, inoperative or unenforceable to any extent whatever.

Section 4. Counterparts. This Amendment may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 5. Applicable Provisions of Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Illinois.

Dated: _____, 2003

BOARD OF TRUSTEES OF SOUTHERN ILLINOIS
UNIVERSITY

By: _____
Treasurer