

**BOND RESOLUTION
AUTHORIZING
STATE OF MONTANA
THE BOARD OF REGENTS OF HIGHER EDUCATION
MONTANA STATE UNIVERSITY
FACILITIES REVENUE BONDS (STUDENT WELLNESS CENTER PROJECT)**

A RESOLUTION AUTHORIZING, APPROVING AND PROVIDING FOR THE STATE OF MONTANA, THE BOARD OF REGENTS OF HIGHER EDUCATION, MONTANA STATE UNIVERSITY, FACILITIES REVENUE BONDS, IN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$24,000,000, TO BE ISSUED TO PROVIDE FUNDS TO PAY COSTS OF DESIGN, CONSTRUCTION, EQUIPPING AND FURNISHING OF A STUDENT WELLNESS CENTER FOR THE BOZEMAN CAMPUS OF MONTANA STATE UNIVERSITY, TO PAY COSTS OF ISSUANCE THEREOF, TO PAY CAPITALIZED INTEREST ON THE BONDS (IF REQUIRED) AND TO FUND A DEBT SERVICE RESERVE (IF REQUIRED) FOR THE BONDS; AUTHORIZING, APPROVING AND DIRECTING THE PREPARATION, EXECUTION AND DELIVERY BY THE BOARD OF A SUPPLEMENTAL INDENTURE OF TRUST, A BOND PURCHASE AGREEMENT, THE BONDS AND OTHER RELATED DOCUMENTS AND CERTIFICATES; AND PROVIDING FOR RELATED MATTERS

WHEREAS, The Board of Regents of Higher Education for the State of Montana (the “Board” or the “Board of Regents”) has been vested with the governance and control of, and has been granted full power, responsibility and authority to supervise, coordinate, manage and control, the Montana university system under Article X, Section 9 of the Constitution of the State of Montana, including, but not limited to, the power to issue, sell and deliver revenue bonds to refund and defease bonds issued by the Board for institutions of the Montana university system; and

WHEREAS, the Associated Students of the Bozeman Campus of Montana State University (the “University”) authorized assessing certain student fees (the “Student Wellness Center Fees”) to support the creation of a Student Wellness Center through the renovation of the Maraga Hosaeus Fitness center and integrated Student Health Services on the Bozeman Campus of the University.

WHEREAS, the Board has determined, and does hereby determine pursuant to this resolution (the “Resolution”), to authorize the issuance and sale of up to \$24,000,000 (excluding premium or discount) aggregate principal amount of revenue bonds designated as “State of Montana, The Board of Regents of Higher Education, Montana State University, Facilities Revenue Bonds” (the “Bonds”), which may be issued in sub-series and which may be taxable and/or tax-exempt, in order to provide funds to pay costs of design, construction, equipping and furnishing of a Student Wellness Center for the Bozeman Campus of the University (the “Project”), to pay costs and expenses in connection with the issuance of the Bonds (which may include costs relating to bond insurance or other credit enhancements, if determined to be in the best interests of the University), to pay capitalized interest on the Bonds (if required), and to fund a debt service reserve (if determined to be in the best interests of the University) for the Bonds; and

WHEREAS, in connection with the proposed issuance of the Bonds, the Board will enter into (1) a Supplemental Indenture of Trust (the “Supplemental Indenture”), supplementing and amending the Restated and Supplemental Indenture of Trust, dated as of October 15, 1993, as amended and supplemented (together with the Supplemental Indenture, the “Indenture”), between the Board and U.S. Bank National Association, as trustee (the “Trustee”), and providing for the issuance of the Bonds and the pledge of Student Wellness Center

Fees in connection therewith, (2) a Bond Purchase Agreement or other similar agreement (the "*Bond Purchase Agreement*") between the Board and an underwriter or other financial institution with respect to the sale of the Bonds, (3) if required, a Continuing Disclosure Agreement (the "*Continuing Disclosure Agreement*") among the Board, the University and U.S. Bank National Association, as dissemination agent, and (4) if required, a Preliminary Official Statement (the "*Preliminary Official Statement*") and a final Official Statement (the "*Final Official Statement*") in connection with a public offering of the Bonds; and

WHEREAS, the Board has determined, and does hereby determine pursuant to this Resolution, to authorize the issuance, sale and delivery of the Bonds, and to delegate authority to the Chair of the Board (the "*Chair*"), the Commissioner/Secretary of Higher Education and Secretary to the Board of Regents (the "*Commissioner/Secretary*"), the Vice President Administration and Finance of the University and Counsel to the Board to approve the forms of, and the terms and provisions of the Supplemental Indenture, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Preliminary Official Statement and the Final Official Statement; and the Board does hereby determine pursuant to this Resolution to authorize the preparation, use and distribution of the Preliminary Official Statement in connection with a public offering of the Bonds and to authorize the preparation, use and distribution of the Final Official Statement in the manner provided for herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF REGENTS OF HIGHER EDUCATION FOR THE STATE OF MONTANA, AS FOLLOWS:

Section 1. Approval of Prior Action. All action (not inconsistent with the provisions of this Resolution) heretofore taken by the Board or the University in connection with the offering, issuance, sale and delivery of the Bonds is hereby, ratified, approved and confirmed.

Section 2. Exercise of Powers to Issue Bonds; Authorization of the Bonds.

(a) Pursuant to its authority under Article X, Section 9 of the Constitution of the State of Montana, the Board does hereby authorize the issuance and sale of up to \$24,000,000 (excluding premium or discount) aggregate principal amount of revenue bonds designated as "State of Montana, The Board of Regents of Higher Education, Montana State University, Facilities Revenue Bonds," to provide funds to pay costs of the Project, to pay costs and expenses in connection with the issuance of the Bonds (which may include costs relating to bond insurance or other credit enhancements, if determined to be in the best interests of the University), and to fund a debt service reserve (if determined to be in the best interests of the University) for the Bonds. The Bonds (and all other revenue bonds previously authorized but unissued) shall when issued be designated with such numbers or letters so that the Bonds (and all other revenue bonds previously authorized but unissued) are titled in sequential order with the revenue bonds previously issued and outstanding under the Indenture.

(b) The Bonds shall be issued as fully-registered bonds in denominations of \$5,000 or any integral multiple thereof, shall be dated as provided in the Indenture, shall bear interest from their dates and at the rates, and shall mature on the dates and in the principal amounts as shall be set forth in the Supplemental Indenture provided that: (i) the aggregate principal amount of the Bonds shall not exceed \$24,000,000 (excluding premium or discount); (ii) the true interest cost for the Bonds shall not exceed 4.50%; and (iii) the final maturity date or dates of the Bonds shall not exceed 25 years. The Bonds may be sold in a public offering in coordination with an underwriter or pursuant to a direct placement to a financial institution, as determined by the Commissioner/Secretary and Vice President Administration and Finance of the University, in consultation with the University's financial advisor. Subject to the foregoing, the aggregate principal amount of the Bonds, the

interest rates on the Bonds, the redemption provisions for the Bonds, the selection of an underwriter or other financial institution with respect to the sale of the Bonds, and the underwriting discount and/or placement fees with respect to the Bonds, shall be determined by the Commissioner/Secretary and the Vice President Administration and Finance of the University, in consultation with the University's financial advisor.

Section 3. Approval of Supplemental Indenture; Confirmation of Pledge of Student Wellness Center Fees.

(a) The Board hereby authorizes the execution and delivery of the Supplemental Indenture, with such terms and provisions consistent with this Resolution as the Chair, the Commissioner/Secretary, the Vice President Administration and Finance of the University and Counsel to the Board shall approve, the execution and delivery thereof by the Chair to constitute conclusive evidence of the approval of the forms, terms and provisions of the Supplemental Indenture for and on behalf of the Board. The Chair is hereby authorized to execute and deliver the Supplemental Indenture, and the Commissioner/Secretary is authorized to attest and to place the seal of the Board upon the Supplemental Indentures in the form approved pursuant to this Section.

(b) In order to secure the payment of principal of, premium, if any, and interest on the Bonds, according to their tenor and effect, and to secure the performance and observance by the Board of all covenants expressed or implied in the Indenture and in the Bonds, the Board confirms the grant, bargain, conveyance and assignment in the Indenture of a security interest in the Net Pledged Revenues (as defined in the Indenture) to the Trustee and its successors in trust and assigns. Net Pledged Revenues shall include monies received by the Board and the University from Student Wellness Center Fees. The pledge of such amounts shall be subject to such terms and conditions as determined by the Commissioner/Secretary and the Vice President Administration and Finance of the University, in consultation with the University's financial advisor and Bond Counsel, and the execution and delivery of the Supplemental Indenture by the Chair to constitute conclusive evidence of the approval of the terms of such pledge for and on behalf of the Board.

Section 4. Approval of Bond Purchase Agreement. The Board hereby authorizes the execution and delivery of a Bond Purchase Agreement, with such terms and provisions consistent with this Resolution as the Chair, the Commissioner/Secretary, the Vice President Administration and Finance of the University and Counsel to the Board shall approve, the execution and delivery thereof by the Chair to constitute conclusive evidence of the approval of the form, terms and provisions of the Bond Purchase Agreement for and on behalf of the Board. The Chair is hereby authorized to execute and deliver the Bond Purchase Agreement, and the Commissioner/Secretary is authorized to attest and to place the seal of the Board upon the Bond Purchase Agreement, in the form approved pursuant to this Section.

Section 5. Approval of Continuing Disclosure Agreement. In connection with a public offering of the Bonds, the Board hereby authorizes the execution and delivery of a Continuing Disclosure Agreement, with such terms and provisions consistent with this Resolution as the Chair, the Commissioner/Secretary, the Vice President Administration and Finance of the University and Counsel to the Board shall approve, the execution and delivery thereof by the Chair to constitute conclusive evidence of the approval of the form, terms and provisions of the Continuing Disclosure Agreement on behalf of the Board. The Chair is hereby authorized to execute and deliver the Continuing Disclosure Agreement, and the Commissioner/Secretary is authorized to attest and to place the seal of the Board upon the Continuing Disclosure Agreement, in the form approved pursuant to this Section.

Section 6. Approval and Use of Preliminary Official Statement and Final Official Statement. In connection with a public offering of the Bonds, the Board hereby authorizes the preparation of the Preliminary Official Statement consistent with the terms and provisions of this Resolution and as the Chair, the Commissioner/Secretary, the Vice President Administration and Finance of the University and Counsel to the Board shall approve, the approval by the Vice President Administration and Finance of the University to constitute conclusive evidence of the approval of the form of the Preliminary Official Statement for and on behalf of the Board and the University. The Vice President Administration and Finance of the University is further authorized to deem such Preliminary Official Statement final for purposes of complying with Securities and Exchange Commission Rule 15c2-12. An underwriter selected in connection with a public offering of the Bonds is hereby authorized to use and distribute the Preliminary Official Statement in connection therewith. Such Preliminary Official Statement, when supplemented and completed to include the maturity dates, principal amounts and interest rates of the Bonds, together with any other information required or permitted by law, shall constitute the Final Official Statement of the Board and the University with respect to the Bonds, and the Chair and the Vice President Administration and Finance of the University are hereby authorized to approve and execute the Final Official Statement upon completion of such information and to deliver or cause to be delivered the Final Official Statement to an underwriter selected in connection with a public offering of the Bonds.

Section 7. Execution and Delivery of Bonds. The execution and delivery by the Board of the Bonds, in the form contained in the Supplemental Indenture, are hereby authorized. The Bonds shall be executed on behalf of the Board with the facsimile signature of the Chair and attested by the signature of the Commissioner/Secretary, and the seal of the Board shall be placed on each of Bond.

Section 8. Order for Authentication. The Bonds, when executed as provided in Section 7 above, shall be delivered to the Trustee for authentication, accompanied by a written order of the Board executed by the Chair and directing the authentication and delivery thereof by the Trustee. Upon receipt of such written order, the Trustee shall authenticate and register the Bonds by executing the Trustee's certificate of authentication and registration appearing thereon, and, when duly executed and authenticated, shall deliver the Bonds to the underwriter(s) and/or the purchaser(s) thereof in accordance with the written instructions therefor executed by the Commissioner/Secretary on behalf of the Board, which instructions the Commissioner/Secretary is hereby authorized and directed, for and in the name and on behalf of the Board, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds in accordance with the provisions of the Bond Purchase Agreement, upon satisfaction of all conditions required for delivery of the Bonds under this Resolution, the Bond Purchase Agreement and the Indenture.

Section 9. Authorization for Further Action. The members and officers of the Board and the University shall take all action in conformity with the Constitution and applicable laws of the State of Montana and this Resolution that shall be necessary or reasonably required in connection with the issuance of the Bonds, including, without limitation, the execution and delivery of all closing documents, certificates and opinions authorized or required to be delivered in connection therewith. If the Chair or the Commissioner/Secretary shall be unavailable to execute and attest the Bonds or the other documents that they are hereby authorized to execute and attest, the same may be (i) executed by the Vice Chair of the Board or any Regent and (ii) attested by any assistant to the Commissioner/Secretary or any Regent.

Section 10. Resolution Irrepealable. After any of the Bonds are issued, this Resolution shall be and remain irrepealable until such Bonds and the interest thereon shall have been fully paid, cancelled and discharged as provided in the Indenture.

Section 11. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 12. Repealer. All bylaws, orders and resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

Section 13. Effective Date. This Resolution shall be in full force and effect upon its passage and approval.

PASSED, ADOPTED AND APPROVED this _____ day of September, 2020.

THE BOARD OF REGENTS OF HIGHER EDUCATION FOR THE STATE OF
MONTANA

By _____
Chair

[SEAL]

ATTEST:

Commissioner of Higher Education and
Secretary to the Board of Regents