

Approval of a 9(d) Debt Financing Resolution for the New Business Building**FINANCE AND RESOURCE MANAGEMENT COMMITTEE**

The New Business Building project will construct a 92,300 building for the Pamplin College of Business. The New Business Building is envisioned as a four-story structure that will connect with the Data and Decision Sciences Building through a common area and provide expanded, modern, educational space sufficient to meet demand for the business programs. The site for the academic building is the northwest corner of campus near Prices Fork Road and West Campus Drive. The total \$94 million project need will be funded by \$36 million of private gift receipts, \$20.5 million of overhead, and \$37.5 million of bond proceeds. Debt will be serviced by outstanding pledge payments and the College of Business.

The debt will be issued as a general revenue pledge bond issued directly by the university. The resolution authorizes (1) the Executive Vice President and Chief Operating Officer, (2) the Vice President for Finance and Chief Financial Officer, and the (3) Assistant Vice President for Finance and Associate Treasurer (Authorized Officers) to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the sale and issuance of the bonds subject to the following parameters: (a) the principal amount to be paid under the bonds for any "new money" financing shall not exceed \$37.5 million in the aggregate plus amounts needed to fund issuance costs, original issue discount, other financing expenses and any other increase permitted by law; (b) the final maturity on any bonds shall not exceed 50 years from their date of issuance; and (c) subject to the foregoing, the actual amount, interest rates, principal maturities, and date of the bonds shall be approved by an Authorized Officer, as evidenced by the execution thereof.

**RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY
FINANCING AUTHORIZATION FOR A NEW SCHOOL OF BUSINESS BUILDING**

WHEREAS, Chapter 26, Title 23.1 of the Code of Virginia of 1950, as amended, establishes a public institution of higher education under the name and style of Virginia Polytechnic Institute and State University (University) which is governed by a Board of Visitors (Board); and

WHEREAS, by Chapter 10, Title 23.1 of the Virginia Code (Restructuring Act), the University entered into a management agreement with the Commonwealth of Virginia (Management Agreement), which was enacted as Chapters 933 and 943 of the 2006 Virginia Acts of Assembly, pursuant to which the University is empowered with the authority to issue bonds for any purposes that is consistent with its institutional mission; and

WHEREAS, the Restructuring Act further authorizes the University to provide for the payment of the principal of and the interest on any bonds from, among other things, its revenues generally or from the income and revenues derived from the operation, sale, or lease of a particular project or projects; and

WHEREAS, the Board periodically desires to finance, on more than one occasion, projects for the University with financing pursuant to the Restructuring Act and the Management Agreement (Restructuring Act Financing); and

WHEREAS, the Board desires to authorize Restructuring Act Financing by the issuance of general revenue pledge bonds, in one or more series and on more than one occasion (Bonds) for the purposes of (1) financing all or a portion of the costs of a new building for the University's School of Business, and (2) financing if and as needed, capitalized interest, working capital and the costs of issuing the Bonds, all subject to the limitations and parameters set forth in this resolution (Project); and

WHEREAS, each series of Bonds will be issued under a bond resolution (Bond Resolution) the form of which will be determined in accordance with this resolution; and

WHEREAS, the Board desires to designate certain University officers delegated authority to approve the forms of and to execute and deliver the Bonds, the Bond Resolutions, and any amendments thereto, and any other documents necessary or desirable in connection with foregoing (Financing Documents);

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD:

Section 1. The Project is hereby designated to be undertaken and financed by the University and, accordingly, the Executive Vice President and Chief Operating Officer, the Vice President for Finance and Chief Financial Officer, and the Assistant Vice President for Finance and Associate Treasurer (Authorized Officers) are each hereby delegated and invested with full power and authority to approve the forms of the Financing Documents, and any pledge to the payment of the Bonds and any amendment thereto of total gross University-sponsored overhead, unrestricted endowment income, tuition and fees, indirect cost recoveries, auxiliary enterprise revenues, general and nongeneral fund appropriations and other revenues not required by law or previous binding contract to be devoted to some other purpose, restricted by a gift instrument for another purpose or excluded from such pledge as provided in the Financing Documents, subject to the provisions of Section 3 hereof.

Section 2. The Authorized Officers are authorized and directed to determine whether to finance the Project and whether that financing will be undertaken through the issuance of Bonds. Subject to the provisions of Section 3 hereof, the Authorized Officers are each hereby delegated and invested with full power and authority to execute, deliver and issue, on behalf of the University, (a) the Financing Documents, with approval of such documents in accordance with Section 1 hereof evidenced conclusively by the execution and delivery of the respective document, and (b) any other documents, instruments or certificates as may be deemed necessary or desirable to finance costs of the Project through and participate in the Program, and to further carry out the purposes and intent of this resolution. The Authorized Officers are authorized and directed to take such steps and deliver such certificates in connection with delivery of the Financing Documents, and any amendment thereto, as may be required under any existing obligations, including bond resolutions relating to any outstanding general revenue pledge bonds.

Section 3. The authorizations given above as to the approval, execution, delivery and issuance of the Financing Documents are subject to the following parameters: (a) the principal amount to be paid under the Bonds for any "new money" financing shall not exceed \$37.5 million in the aggregate plus amounts needed to fund issuance costs, original issue discount, other financing expenses and any other increase permitted by law; (b) the final maturity on any Bonds shall not exceed 50 years from their date of issuance; and (c) subject to the foregoing, the actual amount, interest rates, principal maturities, and date of the Bonds shall be approved by an Authorized Officer, as evidenced by the execution thereof.

All officers of the University are authorized and directed to take all such further actions, including without limitation the designation of underwriters, paying agents, remarketing agents, trustees and liquidity providers for the Bonds, and to execute all such instruments, agreements, documents, and certificates as they shall deem necessary or desirable to carry out the terms of the financing plans presented to this meeting, including without limitation any liquidity facilities, swap or other interest rate management agreements associated with the Bonds.

Section 4. All acts of all officers of the University which are in conformity with the purposes and intent of this resolution and in carrying out the financing plans presented to this meeting are ratified, approved and affirmed. This resolution shall take effect immediately upon its adoption.

RECOMMENDATION:

That the resolution authorizing the issuance of 9(d) bonds for the New Business Building be approved.

June 3, 2025