

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Monday, October 24, 2005**

MINUTES

A special meeting of the Board of Visitors was held on Monday, October 24, 2005, at 4:00 p.m. in the Board Room of Webb University Center on the Norfolk campus. Present from the Board were:

James A. Hixon, Rector
Frank Batten, Jr.
Robert O. Copeland
Kendra M. Croshaw
Harold W. Gehman, Jr.
Pamela C. Kirk
Ross A. Mugler
Moody E. Stallings, Jr.
Katherine A. Treherne
Pat Tsao

Absent were:

Kenneth E. Ampy
David W. Faeder
Conrad M. Hall
Marc Jacobson
Robert J. O'Neill
Mark E. Strome
Patricia M. Woolsey

Also present were:

Roseann Runte, President
Julie Adie
Dana D. Burnett
George Consolvo
C. Tabor Cronk
John Inwood
Thomas Isenhour
Robert L. Fenning
Mohammad Karim
Richard Massey
Donna Meeks
Linda Miller-Dunleavy
Jennifer Mullen

CALL TO ORDER

The Rector called the meeting to order at 4:05 p.m. and indicated that a quorum was present.

Vice President Fenning, along with Julie Adie, Director of Real Estate Development for the University Village, and George Consolvo from the Real Estate Foundation Board of Trustees, introduced the Resolution and explained how amending the support agreement between the University and the Foundation would allow the Foundation to refinance the University Village Apartments and realize substantial savings.

The Board reviewed the Resolution and a suggestion was made that item (iii) in the fifth paragraph be deleted. A motion was made by Mr. Batten to adopt the following Resolution, as amended. The motion was seconded by Mr. Copeland and unanimously approved by all members present and voting. (*Batten, Copeland, Croshaw, Gehman, Hixon, Kirk, Mugler, Stallings, Treherne, Tsao*)

**RESOLUTION OF THE BOARD OF VISITORS OF
OLD DOMINION UNIVERSITY
REGARDING SUPPORT AGREEMENT FOR REFINANCING
OF THE UNIVERSITY VILLAGE STUDENT HOUSING PROJECT**

WHEREAS, the Board of Visitors of Old Dominion University (the Board) is supportive and committed to the development and success of needed student housing for the students of Old Dominion University (University) by the Old Dominion University Real Estate Foundation (Foundation), or its affiliates, in University Village in accordance with the Master Plan of University Village (the Master Plan) and the Redevelopment Plan for the Hampton Boulevard Redevelopment Project (the Redevelopment Plan); and

WHEREAS, the General Assembly has authorized the University to enter into an agreement supporting University Village (hereinafter defined), pursuant to 2003 Va. Acts ch. 1042, § 2-11, Item C-30.10(2); and

WHEREAS, the University and the Foundation entered into a Support Agreement dated as of March 1, 2003 (the Original Support Agreement) to induce Bank of America, N.A. (Bank of America) to provide a direct pay letter of credit (the Letter of Credit) to the Foundation to secure payment of the \$21,445,000 Revenue Bonds (Old Dominion University Real Estate Foundation), Series 2003A (the 2003A Bonds) issued by the Norfolk Redevelopment and Housing Authority (the Authority) to finance the acquisition, construction and equipping of the first phase (Phase I) of University Village which consists of ten three-story buildings housing approximately 960 student beds in 276 apartments with selected buildings also containing educational/office/retail space on the ground floor, together with adjacent surface parking located on an approximately 12 acre site in the City of Norfolk, Virginia, across from the main campus of the University, on real estate owned by the Foundation; and

WHEREAS, the University and the Foundation entered into an Amended and Restated Support Agreement dated as of January 1, 2004 (the First Amendment to the Original Support Agreement) to induce Bank of America to amend the Letter of Credit to the Foundation to also secure payment of the \$25,555,000 Revenue Bonds (Old Dominion University Real Estate Foundation), Series 2004B) (the 2004B Bonds) and the \$5,785,000 Taxable Revenue Bonds (Old Dominion University Real Estate Foundation), Series 2004C (the 2004C Taxable Bonds) issued by the Authority to finance the second phase (Phase II) of University Village; and

WHEREAS, at the request of the Foundation, the Authority has agreed to issue its Variable Rate Demand Revenue and Refunding Bonds (Old Dominion University Real Estate Foundation Student Housing, LLC University Village Student Housing Project), Series 2005 (the 2005 Bonds) in the aggregate principal amount not exceeding \$58,000,000, the proceeds of which will be used to assist the Company (hereinafter defined) in (i) refinancing a portion of the cost of acquiring, constructing and equipping University Village by the refunding in full of the 2003A Bonds and the 2004B Bonds, (ii) financing costs associated with the refunding of the 2003A Bonds and the 2004B Bonds, including redemption costs, as well as costs of issuance for the 2005 Bonds, and (iii) financing termination or similar fees with respect to an interest rate swap for the 2003A Bonds and the 2004B Bonds; and

WHEREAS, the payment of the 2005 Bonds will be insured under a municipal bond insurance policy (the Bond Insurance Policy) to be issued by CIFG Assurance North America, Inc. (the Bond Insurer); and

WHEREAS, as required by the Bond Insurer and with Bank of America's consent, the Foundation will convey all of its right, title and interest in University Village to the Old Dominion University Real Estate Foundation Student Housing LLC (the Company), a Virginia limited liability company whose sole member is the Foundation; and

WHEREAS, the 2005 Bonds will be variable rate demand bonds bearing interest at either a weekly or daily rate and subject to optional and mandatory tender under the circumstances set forth in the Trust Indenture providing for the issuance of the 2005 Bonds; and

WHEREAS, Bank of America in accordance with the Trust Indenture providing for the issuance of the 2005 Bonds has agreed to enter into a standby bond purchase agreement with the Company (the Liquidity Facility) to ensure the prompt purchase of any tendered 2005 Bonds; and

WHEREAS, the 2004C Taxable Bonds will be refinanced under a taxable loan in the principal amount not to exceed \$5,750,000 made by Bank of America to the Company (the Bank of America Loan); and

WHEREAS, the Company and the Foundation have advised that the issuance of the 2005 Bonds and the incurrence of the Bank of America Loan will achieve substantial debt service savings with respect to University Village; and

WHEREAS, the Board desires to enter into a Second Amended and Restated Support Agreement in order to facilitate (a) the issuance of the 2005 Bonds, (b) the provision of the Bond Insurance Policy and the Liquidity Facility and (c) the incurrence of the Bank of America Loan; and

WHEREAS, the Board desires to authorize and approve the Second Amended and Restated Support Agreement and to delegate to certain officers of the University the authority to approve the final terms and conditions of the Second Amended and Restated Support Agreement and the plan of refinance for University Village described herein;

THEREFORE, BE IT RESOLVED as follows:

1. The Board reaffirms its approval and support of University Village and authorizes the President and the Vice President for Administration and Finance, either of whom may act, to approve or authorize the terms and conditions of the Second Amended and Restated Support Agreement and any other agreement with the Company or the Foundation relating to the 2005 Bonds, the Bank of America Loan and University Village. Such officers of the University are authorized and directed to execute and deliver the Second Amended and Restated Support Agreement and such other agreements to the Company.
2. The appropriate officers and employees of the University, any of whom may act, are hereby authorized to take all such actions as may be necessary or convenient in connection with the refinancing of the 2003A Bonds, the 2004B Bonds and the 2004C Taxable Bonds and the incurrence of the Bank of America Loan. The appropriate officers of the University are hereby authorized and directed to approve, execute and deliver all certificates, documents, agreements and other instruments, as they may consider necessary or desirable in connection with refinancing of the 2003A Bonds, the 2004B Bonds and the 2004C Taxable Bonds and the incurrence of the Bank of America Loan.
3. All other acts of the officers of the University that are in conformity with the purposes and intent of this resolution and in furtherance of the plan of refinance for University Village described herein are hereby approved, ratified and confirmed.
4. The President or the Vice President for Administration and Finance shall report to the Board at its next meeting any material changes to the Second Amended and Restated Support Agreement or the plan of refinance for University Village.

With no further business to be discussed, the meeting was adjourned at 4:20 p.m.