



MEMORANDUM

May 10, 2023

Utah State University – Series 2023 Revenue Bonds

Board Policy R590, *Issuance of Revenue Bonds for Colleges and Universities*, requires the Board to review and approve the issuance and sale of revenue bonds that have been affirmatively authorized by the Utah State Legislature. Utah State University requests Board authorization to issue up to \$72,000,000 of General Revenue Bonds for the purposes described in the following sections.

Request to Issue Approximately \$72,000,000 Authorized by State Legislature

Utah State University requests Board authorization to issue General Revenue Bonds for the following purposes that have been authorized by the state legislature:

- \$49,293,000 for the construction of the South Campus Residence Hall project as approved by the Board in November 2022 and authorized by the 2023 Legislative Session (S.B. 297); housing rental fees and other auxiliary revenues will be the primary source of repayment for the bonds.
- \$22,925,000 for the construction of the South Campus Parking Terrace as approved by the Board in November 2022 and authorized by the 2023 Legislative Session (S.B. 297); parking fees and other auxiliary revenues will be the primary source of repayment for the bonds.

The relevant parameters of the requested issue are:

- Principal amount not to exceed \$84,000,00 (including costs of issuance and capitalized interest)
- Interest rate not to exceed 5.0%
- Discount from par not to exceed 2%
- Final maturity not to exceed 34 years from the date of issue

Impact to Financial Metrics and Sufficiency of Revenue Streams

As of June 30, 2022, Utah State University held \$319,645,000 of outstanding bond indebtedness, with a Fiscal Year 2022 viability ratio of 2.14 and a debt burden ratio of 2.4%. After accounting for the requested bond issuance and holding other factors constant, a naïve estimate demonstrates that USU will remain well within system standards for viability and debt burden ratios, at 1.7 (1:1 minimum threshold) and 2.9% (7.0% maximum threshold), respectively. Moreover, USU projects that net revenues within its Auxiliary Systems activities pool will support an annual bond debt service ratio of 1.5 to 1.68 once these projects are operational.

A copy of the request letter, analysis of the feasibility and sufficiency of revenue streams, financing summary, and the Approving Resolution are attached. Representatives from the University will attend the meeting to provide additional information and answer questions from the Board.

Commissioner’s Recommendation

The Commissioner recommends the committee approve the proposed Authorizing Resolution to issue General Revenue bonds for Utah State University and forward it to the full Board for final approval.

Attachments



May 3, 2023

Commissioner David R. Woolstenhulme
Utah Board of Higher Education
Board of Regents Building The Gateway
60 South 400 West
Salt Lake City, Utah 84101-1284

Dear Commissioner Woolstenhulme:

Utah State University requests that the Utah Board of Higher Education (UBHE) approve issuing revenue bonds of up to \$72,000,000, together with other amounts necessary to pay costs of issuance, pay capitalized interest, and fund any debt service reserve requirement to finance the South Campus Residence Hall and Parking Terrace projects located on the Logan Campus (see the attached Preliminary Summary Sheet). Bonds will be repaid with funds received from existing Auxiliary System revenues. A financial analysis to document the feasibility and sufficiency of the auxiliaries revenue streams is attached.

The south campus housing and parking projects were previously approved by the Board of Trustees, Utah Board of Higher Education, and the Legislature and are key to USU in addressing housing shortages for students coming to the Logan campus. Not only will the new facility replace very old housing units with modern apartments, but the on-campus housing capacity will also increase by 90 beds.

The Board of Trustees approved the issuance of Auxiliary System revenue bonds during the May 3, 2023 meeting. We appreciate your support and ask to be given time at the next Finance and Facilities Committee meeting to present this item and forward it to the Board for approval.

Sincerely,

A handwritten signature in black ink, appearing to read 'David T. Cowley'.

David T. Cowley

Vice President for Finance & Administrative Services

cc: Nate Talley, Chief Financial Officer
Malin Francis, Director of Facilities & Planning
Noelle E. Cockett, President
Dwight Davis, Associate Vice President for Finance & Administrative Services

Utah State University
Auxiliary System Revenue Bonds, Series 2023
Preliminary Summary Sheet

Proposed Issue: Auxiliary System Revenue Bonds

Total Approximate Issue Size: \$72,000,000

Use of Funds: To generate \$49.293 million for the South Campus Residence Hall, \$22.925 million for the South Campus Parking Terrace, and other monies to fund 2 years of capitalized interest, a debt service reserve fund, if needed, and to pay associated costs of issuance.

Detail of Proposed Series 2023 Bonds:

Principal Amount: Not to exceed \$84,000,000

Interest Rate: Not to exceed 5.0%

Maturity Date: Not to exceed 34 years

Aggregate Discount: Not to exceed 2%

Bond Rating: "AA" (state moral obligation)

Source of Repayment: Auxiliary System revenues

Indenture Amendments: As part of this bond issuance, the University will be making two amendments to the bond indenture:

1. Changing the name of the bonds to "Auxiliary System Revenue Bonds" from the current title of "Student Fee and Housing System Revenue Bonds." This change better reflects the true nature of the Auxiliary system.

2. Eliminating the Bookstore net revenues from inclusion in the revenue pledge.

Timetable Considerations: The University will issue bonds through the Board of Higher Education in June, 2023, following approval at the May meetings. The University anticipates selling bonds by competitive sale, and the underwriter will be whichever provides the lowest total borrowing cost. The resolution will allow for the possibility of a negotiated sale should market conditions be more favorable for that option. The anticipated closing date is June 22, 2023.

Utah State University
2023 Auxiliary System Analysis
Feasibility and Sufficiency of Revenue Streams to Support New South Campus Housing and Parking Garage

Bonds Amount: \$70,400,000
 True Interest Cost (TIC): 4.15%
 Project Completion: Summer 2026

	2023 Year-End Forecast	2024 Projected	2025 Projected	2026 Projected	2027 Projected	2028 Projected	2029 Projected
Revenue	45,290,967	46,601,078	48,463,550	50,407,650	54,521,821	56,744,888	59,066,637
Expenses	29,948,546	31,713,721	32,697,422	33,712,729	35,417,262	36,518,611	37,655,360
TOTAL INCOME FROM OPERATIONS	15,342,420	14,887,356	15,766,127	16,694,922	19,104,559	20,226,277	21,411,276
Bond Debt	(8,265,643)	(8,251,348)	(8,595,312)	(8,619,420)	(12,709,895)	(12,709,895)	(12,709,895)
Internal Transfers for Residence Life & Administrative	(1,408,701)	(1,711,633)	(1,873,762)	(1,928,826)	(2,121,903)	(2,184,396)	(2,248,757)
FUNDS AVAILABLE FOR REPAIRS & REPLACEMENTS	5,668,076	4,924,375	5,297,053	6,146,676	4,272,761	5,331,986	6,452,625
BOND DEBT SERVICE RATIO (minimum 1.1 ratio required)	1.86	1.80	1.83	1.94	1.50	1.59	1.68

Note: Pledge auxiliaries include Housing, Parking & Transportation, Taggart Student Center, Dining Services, and Campus Store

<i>Figure I.1</i>			
	Student Fee and Housing (Auxiliary) System	Student Fee Stadium/Spectrum Recreation Facilities System	Research Revenue System
REVENUE			
Operating revenue/gross profit	\$31,247,523	\$6,360,884	\$72,265,158
Nonoperating revenue	277,067	—	—
Total revenue	31,524,590	6,360,884	72,265,158
EXPENSES			
Operating expenses	18,035,898	—	—
Total expenses	18,035,898	—	—
Net pledged revenue	\$13,488,692	\$6,360,884	\$72,265,158
PRINCIPAL PAID AND INTEREST EXPENSE	\$6,351,509	\$4,706,455	\$6,599,565
DEBT SERVICE RATIO	2.12X	1.35X	10.95X

South Campus Residence Hall

Requested Bonding Authorization | \$49,292,971

USU Housing will replace three residence halls in the south portion of the Logan campus with one large building. The new facility will be located on the site that is presently occupied by Reeder Hall, as defined in Phase I of the USU Central Core District Plan and the USU Housing Master Plan. The new building will provide 286 new beds of apartment-style units, with a mix of single and double bedroom configurations to meet the current trends in housing demand. It will occupy a prime site within the core of campus, with convenient access to parking, recreation and dining services.

USU is committed to providing high quality on campus housing to students, which is directly related to USU's mission to retain and graduate students. The project will replace three existing housing buildings which are aging and near the end of their useful life. These structures have many code deficiencies, significant deferred maintenance needs, and are inefficient users of energy and land.

This facility is also needed to accommodate the high demand for on campus housing at Utah State University. Currently, on-campus housing is at capacity. This project will increase the number of replacement beds by 32%, from 216 to 286.

USU has always had a strong identity as a destination campus, and is heavily reliant upon the ability to provide on-campus housing for students within the relatively small town of Logan. Studies show that on-campus housing and associated residence life programs are significant factors in student success. Freshmen and sophomore students living on campus consistently achieve higher grades and carry heavier class loads than those living off campus. The convenience of living on campus ensures that students can manage their living situation easily while attending classes. Residence life programs help students make new friends and help students receive academic assistance.

Building Cost Estimate	Cost	Cost Per Ft ²	Percent of Total Cost
Building Costs	\$46,974,010	\$484.32	95.30%
New Building Costs	\$36,523,039	\$376.56	74.09%
Renovated Building Costs	-	-	-
Building Escalation Costs	\$5,273,692	\$54.37	10.70%
Building Contingency/Insurance	\$1,337,495	\$13.79	2.71%
Building FF&E	\$1,454,850	\$15.00	2.95%
Building Soft Costs	\$2,384,933	\$24.59	4.84%
Site Costs	-	-	-
Site Infrastructure Costs	-	-	-
Site Infrastructure & Impact connect fees Escalation Costs	-	-	-
Site Infrastructure Contingency/Insurance	-	-	-
Site Infrastructure Soft Costs	-	-	-
Pre-Construction Costs	\$2,318,961	\$23.91	4.70%
Programming/Pre-Design	\$27,836	\$0.29	0.06%
Design	\$2,291,125	\$23.62	4.65%
Property Acquisition	-	-	-
Property Acquisition Costs	-	-	-
Total Estimated Cost	\$49,292,971	\$508.23	100.00%

Building Information

Total Existing Square Feet	18,629
Existing Square Feet to be Demolished	18,629
New Square Feet to be Built	96,990
Total Square Feet After the Project	96,990
Estimated Start Date	OCT 2023
Estimated Completion Date	AUG 2025



South Campus Parking Terrace

Requested Bonding Authorization | \$22,925,396

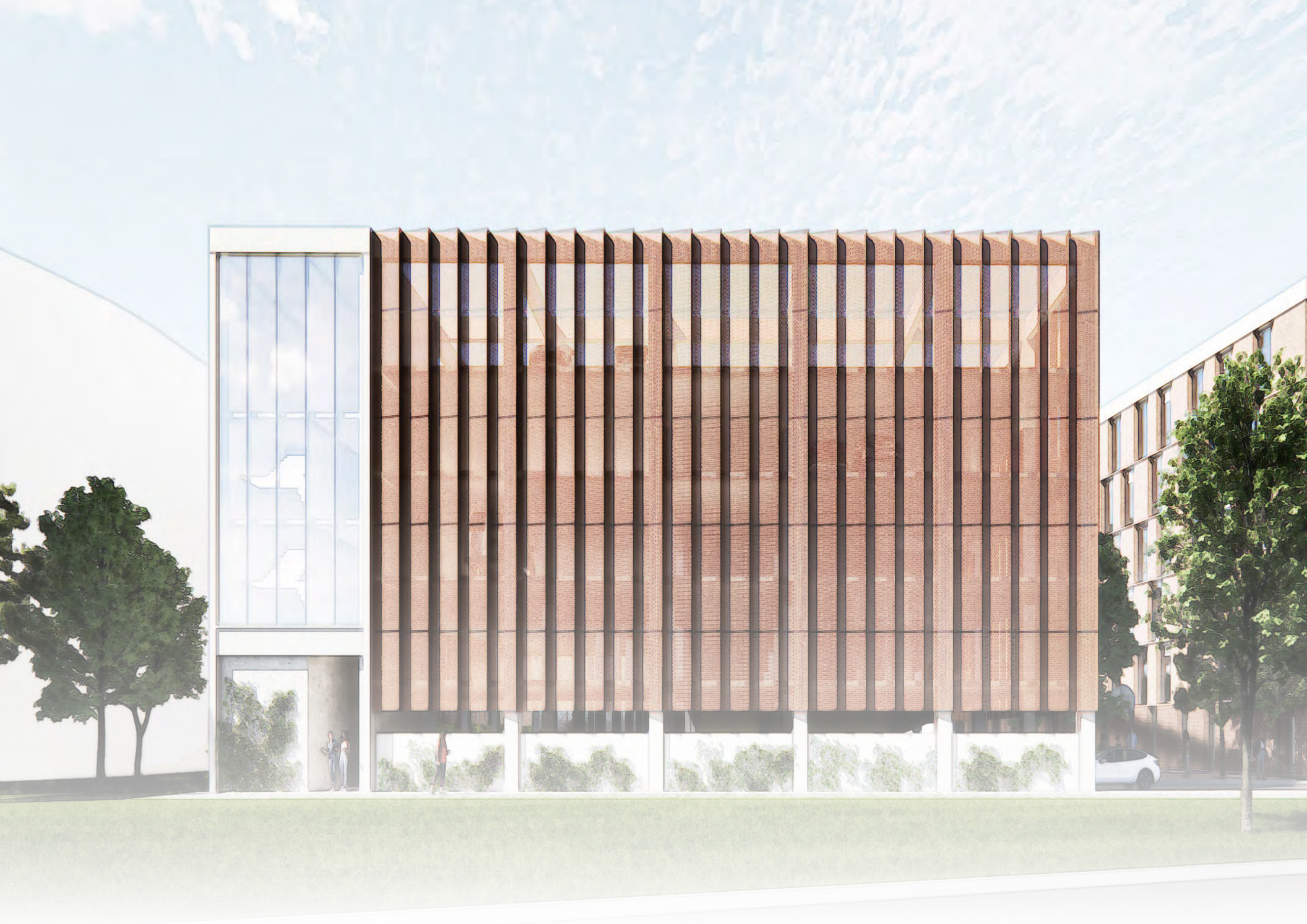
USU Parking and Transportation seeks to construct a new 343 stall parking terrace on the south perimeter of campus to address parking demand. The new parking terrace will offset the loss of several parking lots containing about 200 stalls in the south campus and near Old Main. It will provide additional stalls to address the current deficit of parking for student housing as well as the increase of housing units planned for the area. The parking terrace will be 5.5 stories (4.5 above ground and 1 below ground) and will be placed optimally to provide parking for student housing, commuters, and visitors.

Due to acute demand for academic space and housing in the core of campus, existing surface parking lots are typically lost to allow for higher uses of the land. The USU Master Plan recognizes that as a land locked campus, parking services will increasingly be achieved through vertical parking structures. The 2022 Central Core District Plan and the 2022 Housing Master Plan have coordinated the siting of the new terrace on the south edge of campus, in optimal proximity to a new academic building and a new housing building on adjacent sites.

Building Cost Estimate	Cost	Cost Per Ft ²	Percent of Total Cost
Building Costs	\$21,814,979	\$191.43	95.16%
New Building Costs	\$15,954,260	\$140.00	69.59%
Renovated Building Costs	-	-	-
Building Escalation Costs	\$3,917,649	\$34.38	17.09%
Building Contingency/Insurance	\$635,901	\$5.58	2.77%
Building FF&E	\$303,079	\$2.66	1.32%
Building Soft Costs	\$1,004,090	\$8.81	4.38%
Site Costs	-	-	-
Site Infrastructure Costs	-	-	-
Site Infrastructure & Impact connect fees Escalation Costs	-	-	-
Site Infrastructure Contingency/Insurance	-	-	-
Site Infrastructure Soft Costs	-	-	-
Pre-Construction Costs	\$1,110,416	\$9.74	4.84%
Programming/Pre-Design	\$27,397	\$0.24	0.12%
Design	\$1,083,019	\$9.50	4.72%
Property Acquisition	-	-	-
Property Acquisition Costs	-	-	-
Total Estimated Cost	\$22,925,396	\$201.17	100.00%

Building Information

Total Existing Square Feet	18,540
Existing Square Feet to be Demolished	18,540
New Square Feet to be Built	113,959
Total Square Feet After the Project	113,959
Estimated Start Date	OCT 2024
Estimated Completion Date	AUG 2025



APPROVING RESOLUTION
UTAH STATE UNIVERSITY
AUXILIARY SYSTEM REVENUE BONDS

Logan, Utah

May 18, 2023

The Utah Board of Higher Education (the “Board”) met in regular public session at Utah State University in Logan, Utah on May 18, 2023, commencing at 9:00 a.m. The following members were present:

Lisa Michelle Church	Chair
Jesslie B. Anderson	Vice Chair
Grace Acosta	Member
Stan Albrecht	Member
Julie Beck	Member
Stacey K. Bettridge	Member
Rich Christiansen	Member
Sanchaita Datta	Member
Hope Eccles	Member
Korianne Gibson	Student Member
Patricia Jones	Member
Arthur E. Newell	Member
Shawn Newell	Member
Steve Starks	Member
Scott L. Theurer	Member
Xitlalli Villanueva	Student Member
Richard Wheeler	Member

Absent:

Also Present:

David R. Woolstenhulme	Commissioner of Higher Education
Geoffrey Landward	Secretary

After the meeting had been duly convened and called to order by the Chair, the roll had been called with the above result, the agenda noted that one of the purposes of the meeting was the consideration of various matters with respect to the issuance and sale of the Utah Board of Higher Education, Utah State University Auxiliary System Revenue Bonds (formerly known as Student Fee and Housing System Revenue Bonds).

The following resolution was introduced in written form, and after full discussion, pursuant to motion made by _____ and seconded by _____, was adopted by the following vote:

YEA:

NAY:

The resolution is as follows:

UTAH BOARD OF HIGHER EDUCATION

SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF

UP TO \$84,000,000
UTAH STATE UNIVERSITY
AUXILIARY SYSTEM REVENUE BONDS
(formerly known as Student Fee and Housing System Revenue Bonds)

Adopted May 18, 2023

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SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO \$84,000,000 AGGREGATE PRINCIPAL AMOUNT OF UTAH STATE UNIVERSITY AUXILIARY SYSTEM REVENUE BONDS (FORMERLY KNOWN AS STUDENT FEE AND HOUSING SYSTEM REVENUE BONDS) OF THE UTAH BOARD OF HIGHER EDUCATION; AUTHORIZING CERTAIN AMENDMENTS TO THE MASTER RESOLUTION (DEFINED HEREINBELOW); AND PROVIDING FOR RELATED MATTERS.

WHEREAS, pursuant to the provisions of Section 53B-1-103, Utah Code Annotated 1953, as amended (the “Utah Code”), the Utah Board of Higher Education (the “Board”) is authorized to act as the governing authority of Utah State University (the “University”); and

WHEREAS, on March 25, 1994, the Board adopted its Resolution Providing for the Issuance of Utah State University of Agriculture and Applied Science Auxiliary System Revenue Bonds (formerly known as Student Fee and Housing System Revenue Bonds), as heretofore amended and supplemented (the “Master Resolution”); and

WHEREAS, pursuant to Title 53B, Chapter 21 and Sections 63B-33-101(5) and (6) of the Utah Code and, the Board is authorized to issue bonds for the purpose of financing (i) the cost of constructing the South Campus Residence Hall (the “South Campus Residence Hall Project”) in an amount not to exceed \$49,293,000 for acquisition and construction proceeds, together with other amounts necessary to pay costs of issuance, to pay capitalized interest and fund any debt service reserve requirements and (ii) the cost of constructing the South Campus Parking Terrace (the “South Campus Parking Terrace Project”) in an amount not to exceed \$22,925,000 for acquisition and construction proceeds, together with other amounts necessary to pay costs of issuance, to pay capitalized interest and fund any debt service reserve requirements; and

WHEREAS, the Board deems it advisable and in the interests of the University to adopt a resolution supplementing the Master Resolution for the purpose, among other things, of authorizing (i) the issuance and sale of the Series 2023 Bonds (defined below) in one or more series and to be issued from time to time for the purposes described above and (ii) amending the Master Resolution; and

WHEREAS, there has been presented to the Board at this meeting a form of a Preliminary Official Statement relating to the Series 2023 Bonds (the “Preliminary Official Statement”), including a form of an Official Notice of Bond Sale (the “Official Notice of Bond Sale”), in the event the Bonds are publicly sold, a form of a Bond Purchase Agreement (the “Bond Purchase Agreement”), in the case where the Bonds are sold at a negotiated sale or private placement, to be entered into among the Board, the University and the underwriters or purchasers for the Bonds (the “Underwriter”); and

WHEREAS, the Board desires to grant to the Chair and/or Vice Chair of the Board and/or the Chair of the Finance and Facilities Committee of the Board, the authority to approve the method of sale, interest rates, principal amount, terms, maturities, redemption

features, and purchase prices at which the Bonds shall be sold and any changes with respect thereto from those terms which were before the Board at the time of adoption of this Resolution; provided such terms do not exceed the parameters set forth in this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Utah Board of Higher Education as follows:

ARTICLE I

DEFINITIONS

Section 101. Definitions. (a) Except as provided in subsection (b) of this Section, all defined terms contained in the Master Resolution when used in this Series 2023 Supplemental Resolution shall have the same meanings as set forth in the Master Resolution.

(b) As used in this Series 2023 Supplemental Resolution, unless the context shall otherwise require, the following terms shall have the following meanings:

“Cede” means Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to any Series of the Series 2023 Bonds pursuant to Section 212 hereof.

“Designated Officer” means (i) with respect to the Board, its Chair, Vice Chair, or Chair of the Finance and Facilities Committee, and (ii) with respect to the University, its President, Vice President for Finance and Administrative Services or its Associate Vice President for Finance and Administrative Services.

“DTC” means The Depository Trust Company, New York, New York, and its successors and assigns.

“Letter of Representations” means the Blanket Issuer Letter of Representations from the Board to DTC.

“Master Resolution” means that certain Resolution Providing for the Issuance of Utah State University of Agriculture and Applied Science Auxiliary System Revenue Bonds (formerly known as Student Fee and Housing System Revenue Bonds), adopted by the Board on March 25, 1994, as heretofore amended and supplemented.

“Official Statement” means each official statement relating to a Series of the Series 2023 Bonds, in substantially the form of the Preliminary Official Statement which was before the Board at the time of adoption of this Series 2023 Supplemental Resolution with information established upon the sale of such Series of the Series 2023 Bonds.

“Participants” means those broker-dealers, banks and other financial institutions from time to time for which DTC holds Series 2023 Bonds as securities depository.

“Person” means natural persons, firms, partnerships, associations, corporations, trusts, public bodies and other entities.

“Preliminary Official Statement” means each preliminary official statement relating to a Series of the Series 2023 Bonds, in substantially the form was before the Board at the time of adoption of this Series 2023 Supplemental Resolution as revised prior to sale of such Series of the Series 2023 Bonds.

“Record Date” means, with respect to each Series of the Series 2023 Bonds, the fifteenth day of the month next preceding each respective interest payment date.

“Resolution” means the Master Resolution as supplemented by this Series 2023 Supplemental Resolution.

“Series 2007 Bonds” means the University’s Student Fee and Housing System Revenue Refunding Bonds, Series 2007.

“Series 2015 Bonds” means the University’s Student Fee and Housing System Revenue Bonds, Series 2015.

“Series 2016 Bonds” means the University’s Student Fee and Housing System Revenue Bonds, Series 2016.

“Series 2019 Bonds” means the University’s Student Fee and Housing System Revenue Bonds, Series 2019.

“Series 2023 Bonds” means the University’s Auxiliary System Revenue Bonds, authorized by this Series 2023 Supplemental Resolution (with such additional or other title and/or series designation(s) as may be determined by the officers of the Board) which may be issued in one or more series and from time to time.

“Series 2023 Debt Service Reserve Requirement” means for each Series of the Series 2023 Bonds, the amount, if any, set forth in the related Terms Certificate.

“Series 2023 Debt Service Reserve Subaccount” means, if provided for in the related Terms Certificate, the Series Subaccount established in the Debt Service Reserve Account in the Principal and Interest Fund pursuant to Section 5.07(a) of the Master Resolution and Section 304 hereof, which may be titled relating to the Series name of the Series of Series 2023 Bonds.

“Series 2023 Debt Service Subaccount” means each Series Subaccount established in the Debt Service Account in the Principal and Interest Fund pursuant to Section 5.06(a) of the Master Resolution and Section 303 hereof for a related Series of the Series 2023 Bonds.

“Series 2023 Project” means collectively, the construction of the South Campus Residence Hall Project and the construction of the South Campus Parking Terrace Project.

“Series 2023 Supplemental Resolution” means this resolution, adopted by the Board on May 18, 2023, authorizing the issuance of the Series 2023 Bonds.

“South Campus Residence Hall Project” means the construction of the South Campus Residence Hall.

“South Campus Parking Terrace Project” means the construction of the South Campus Parking Terrace.

“Terms Certificate” shall mean each certificate of the Board setting forth the final terms for a Series of the Series 2023 Bonds (within the parameters set forth herein) to be executed by a Designated Officer of each of the Board and the University.

“Trustee” means U.S. Bank Trust Company, National Association, of Salt Lake City, Utah, and its successors and permitted assigns under the Master Resolution.

“Underwriters” means, the underwriter[s] or purchaser[s] for a Series of the Series 2023 Bonds pursuant to the related Terms Certificate.

The terms “hereby”, “hereof”, “hereto”, “herein”, “hereunder”, and any similar terms as used in this Series 2023 Supplemental Resolution, refer to this Series 2023 Supplemental Resolution.

Section 102. Authority for Series 2023 Supplemental Resolution. This Series 2023 Supplemental Resolution is adopted pursuant to the provisions of the Act and the Master Resolution.

ARTICLE II

AUTHORIZATION, TERMS AND ISSUANCE OF SERIES 2023 BONDS

Section 201. Authorization of Series 2023 Bonds, Principal Amount, Designation and Series. For the purposes specified in Section 202 hereof and in accordance with and subject to the terms, conditions and limitations established in the Master Resolution and this Series 2023 Supplemental Resolution, the Board hereby authorizes to be issued from time to time one or more series of Utah State University Auxiliary System Revenue Bonds, in the aggregate principal amount of up to \$84,000,000, to be designated “Utah State University Auxiliary System Revenue Bonds, Series 2023” (with such additional or other title and/or series designation(s) as may be determined by the officers of the Board).

The Board intends that the Series 2023 Bonds authorized hereby be issued within 18 months of the date of this Resolution, unless such period is extended by the Board.

Section 202. Purpose. (a) The Series 2023 Bonds are being issued to (i) to provide funds to finance all or any part of the Series 2023 Project, (ii) to provide necessary reserves and (iii) to pay the costs incident to the issuance of the Series 2023 Bonds.

(b) Except for the Series 2007 Bonds, the Series 2015 Bonds, the Series 2016 Bonds, the Series 2019 Bonds, and the Series 2023 Bonds, the Board, on behalf of the University, has not issued any bonds, notes or other obligations currently outstanding pursuant to the Master Resolution or that are payable from or secured by a pledge of the Revenues or any portion thereof.

(c) The Board hereby finds and determines that (i) the principal amount of the Series 2023 Bonds to be issued pursuant to the Resolution is reasonable and necessary to accomplish the purposes set forth in this Section 202 and (ii) the parameters set forth in this Series 2023 Supplemental Resolution with respect to the principal amount, interest rates, purchase price and other terms for the Series 2023 Bonds are reasonable.

Section 203. Issue Date. The Issue Date of each Series of the Series 2023 Bonds shall be the respective date of issuance and delivery thereof (the “Issue Date”).

Section 204. Series 2023 Bonds. The Series 2023 Bonds of each Series shall mature on such dates and in such amounts as shall be determined pursuant to the authority delegated under Section 211(a) hereof and set forth in the related Terms Certificate and shall bear interest (calculated on the basis of a year of 360 days consisting of twelve 30-day months) from their Issue Date, payable semiannually on April 1 and October 1 in each year, commencing as set forth in the related Terms Certificate, or on such other dates and at the rates per annum as shall be determined pursuant to the authority delegated under Section 211(a) hereof.

Section 205. Denomination and Numbers. The Series 2023 Bonds shall be issued only as fully registered Bonds, without coupons, in the denominations of \$5,000 and any whole multiple thereof unless otherwise provided in the related Terms Certificate. The

Series 2023 Bonds shall be numbered from one (1) consecutively upwards with the prefix “R-” preceding each number.

Section 206. Trustee and Paying Agent. U.S. Bank Trust Company, National Association is hereby appointed the Trustee and Paying Agent for the Series 2023 Bonds, subject to Section 7.02 of the Master Resolution. Principal and Redemption Price of the Series 2023 Bonds shall be payable at the principal corporate trust office of the Paying Agent or of its successor as Paying Agent. Payment of interest on any Series 2023 Bonds shall be made to the Owner thereof and shall be paid by check or draft mailed to the Owner thereof as of the close of business on the Record Date at such Owner’s address as it appears on the registration books of the Board maintained by the Trustee or at such other address as is furnished to the Trustee in writing by such Owner as provided in the Master Resolution. The Trustee shall signify acceptance of the duties and obligations imposed upon it by the Resolution and provide its address for purposes of notices delivered pursuant to the Resolution by executing and delivering to the Board and the University a written acceptance thereof prior to the delivery of each Series of the Series 2023 Bonds.

Section 207. Redemption. (a) The Series 2023 Bonds may be subject to redemption, including optional, extraordinary optional or sinking fund redemption if so specified in the Terms Certificate.

(b) In the event any Series 2023 Bonds are called for redemption, in addition to the notice described in Section 4.03 of the Master Resolution, the Trustee shall give further notice of such redemption by posting notice to the Municipal Securities Rulemaking Board’s EMMA website.

Section 208. Sale of Series 2023 Bonds. The Board hereby authorizes, approves and directs the use and distribution of Preliminary Official Statements substantially in the form of the Preliminary Official Statement presented to the Board at this meeting in connection with the offering and sale of each Series of the Series 2023 Bonds, in the event such Series 2023 Bonds are publicly sold. The Chair, Vice Chair and/or Chair of the Finance and Facilities Committee of the Board and the President, Vice President for Finance and Administrative Services and/or Associate Vice President for Finance and Administrative Services of the University are hereby authorized to deliver on behalf of the Board and the University final Official Statements in substantially the same form and with substantially the same content as the form of the Preliminary Official Statement presented to this meeting with any such alterations, changes or additions as may be necessary to finalize each Official Statement. The preparation, use and distribution of each Official Statement is hereby authorized. The Board and the University may elect to directly place a Series of the Series 2023 Bonds with or without the use of an Official Statement.

Section 209. Approval of Parameters. The Series 2023 Bonds shall mature on such date or dates, be subject to redemption, and bear interest at the rates as shall be approved by a Designated Officer of each of the Board and the University, all within the parameters set forth on Exhibit A attached hereto and incorporated herein by reference.

Section 210. Delivery of Series 2023 Bonds. The Series 2023 Bonds shall be delivered to the Underwriters upon compliance with the provisions of Section 3.02 of the Master Resolution.

Section 211. Delegation Pursuant to Section 53B-21-102(3)(m) of the Utah Code; Further Authority. (a) As authorized by Section 53B-21-102(3)(m) of the Utah Code, the Board hereby delegates to the Designated Officers of the Board and the University the authority for and on behalf of the Board and the University to approve, prior to the original issuance of each Series of the Series 2023 Bonds, the following terms for the Series 2023 Bonds within the applicable parameters for such terms as set forth in Exhibit A:

(i) the final principal amount of such Series of the Series 2023 Bonds;

(ii) the maturity dates (whether by term or serial maturities), principal amount maturing on each such date, the interest payment dates, and interest rates for such Series of the Series 2023 Bonds;

(iii) any redemption provisions;

(iv) the aggregate price to be paid for the Series;

(v) the manner of sale (public sale or direct purchase and using an official notice of sale or Bond Purchase Agreement);

(vi) the type of credit enhancement, if any, and the terms for such credit enhancement; and

(vii) such other terms and provisions for such Series of the Series 2023 Bonds as the Designated Officers, as appropriate, shall determine are necessary or advisable in connection with the issuance, sale and delivery of the Series 2023 Bonds and as are consistent with the terms and provisions of this Series 2023 Supplemental Resolution. In the event that the Designated Officers determine that all or any portion of the Bonds should be privately placed, the Bond Purchase Agreement and Terms Certificate may be modified to conform to the agreement with such purchasers, including agreement to pay breakage fees, default rates, taxable rates and other similar provisions customary in such placements, provided that such obligations are limited to the sources provided under the Resolution. The Designated Officers may also amend the definition of “Student Housing System” found in the Master Resolution (as previously amended) to update the references to the various properties included in the system, including as a result of the construction of the Series 2023 Project and other projects and the elimination of properties replaced by such projects. In the event that the Utah Legislature modifies the authorization for bonds for the East Parking Terrace, to include other or additional projects, the Designated Officers may modify the description of such project accordingly, including after the issuance of the Series 2023 Bonds.

(b) As authorized by Section 53B-21-102(3)(m) of the Utah Code, the Board hereby further delegates to the Designated Officers the authority for and on behalf of the Board to (i) approve the amounts of the proceeds of sale of such Series of the Series 2023 Bonds and certain other moneys to be used and deposited as provided in Section 302 and (ii) determine the related Series 2023 Debt Service Reserve Requirement, if any and the terms for use of a reserve surety, if any.

(c) The Designated Officers, the Secretary of the Board, and all other officers of the Board and the University are, and each of them is, hereby authorized to do or perform all such acts and to execute all such certificates, documents and other instruments as may be necessary or advisable to provide for the issuance, sale and delivery of the Series 2023 Bonds.

Section 212. Book-Entry System.

(a) Unless otherwise provided in the related Terms Certificate and except as provided in paragraphs (b) and (c) of this Section 212 the Registered Owner of all Series 2023 Bonds and the Series 2023 Bonds shall be registered in the name of Cede & Co. (“Cede”), as nominee of The Depository Trust Company, New York, New York (together with any substitute securities depository appointed pursuant to paragraph (c)(ii) of this Section 212, “DTC”). Payment of the interest on any Series 2023 Bonds shall be made in accordance with the provisions of this Supplemental Resolution to the account of Cede on the Interest Payment Dates for the Series 2023 Bonds at the address indicated for Cede in the registration books of the Bond Registrar.

(b) The Series 2023 Bonds shall be initially issued in the form of a separate single fully registered Bond in the amount of each separate stated maturity and interest rate of the Series 2023 Bonds. Upon initial issuance, the ownership of each such Series 2023 Bond shall be registered in the registration books of the Board kept by the Registrar, in the name of Cede, as nominee of DTC. With respect to Series 2023 Bonds so registered in the name of Cede, the Board, Registrar and any Paying Agent shall have no responsibility or obligation to any DTC participant or to any beneficial owner of any of such Series 2023 Bonds. Without limiting the immediately preceding sentence, the Board, Registrar and any Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any DTC participant with respect to any beneficial ownership interest in the Series 2023 Bonds, (ii) the delivery to any DTC participant, beneficial owner or other person, other than DTC, of any notice with respect to the Series 2023 Bonds, including any notice of redemption, or (iii) the payment to any DTC participant, beneficial owner or other person, other than DTC, of any amount with respect to the principal or redemption price of, or interest on, any of the Series 2023 Bonds. The Board, the Bond Registrar and any Paying Agent may treat DTC as, and deem DTC to be, absolute owner of each Series 2023 Bond for all purposes whatsoever, including (but not limited to) (1) payment of the principal or redemption price of, and interest on, each Series 2023 Bond, (2) giving notices of redemption and other matters with respect to such Series 2023 Bonds and (3)

registering transfers with respect to such Bonds. So long as the Series 2023 Bonds are registered in the name of Cede & Co., the Paying Agent shall pay the principal or redemption price of, and interest on, all Series 2023 Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to satisfy fully and discharge the Board's obligations with respect to such principal or redemption price, and interest, to the extent of the sum or sums so paid. Except as provided in paragraph (c) of this Section 212, no person other than DTC shall receive a Bond evidencing the obligation of the Board to make payments of principal or redemption price of, and interest on, any such Bond pursuant to this Supplemental Resolution. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the transfer provisions of this Supplemental Resolution, the word "Cede" in this Supplemental Resolution shall refer to such new nominee of DTC.

Except as provided in paragraph (c)(iii) of this Section 212, and notwithstanding any other provisions of this Supplemental Resolution, the Series 2023 Bonds may be transferred, in whole but not in part, only to a nominee of DTC, or by a nominee of DTC to DTC or a nominee of DTC, or by DTC or a nominee of DTC to any successor securities depository or any nominee thereof.

(c) (i) DTC may determine to discontinue providing its services with respect to the Series 2023 Bonds at any time by giving written notice to the Board, the Registrar, and the Paying Agent, which notice shall certify that DTC has discharged its responsibilities with respect to the Series 2023 Bonds under applicable law.

(ii) The Board, in its sole discretion and without the consent of any other person, may, by notice to the Registrar, terminate the services of DTC with respect to the Series 2023 Bonds if the Board determines that the continuation of the system of book-entry-only transfers through DTC is not in the best interests of the beneficial owners of the Series 2023 Bonds or the Board; and the Board shall, by notice to the Registrar, terminate the services of DTC with respect to the Series 2023 Bonds upon receipt by the Board, the Registrar, and the Paying Agent of written notice from DTC to the effect that DTC has received written notice from DTC participants having interests, as shown in the records of DTC, in an aggregate principal amount of not less than fifty percent (50%) of the aggregate principal amount of the then outstanding Series 2023 Bonds to the effect that: (1) DTC is unable to discharge its responsibilities with respect to the Series 2023 Bonds; or (2) a continuation of the requirement that all of the outstanding Series 2023 Bonds be registered in the registration books kept by the Registrar in the name of Cede, as nominee of DTC, is not in the best interests of the beneficial owners of the Series 2023 Bonds.

(iii) Upon the termination of the services of DTC with respect to the Series 2023 Bonds pursuant to subsection (c)(ii)(2) hereof, or upon the discontinuance or termination of the services of DTC with respect to the

Series 2023 Bonds pursuant to subsection (c)(i) or subsection (c)(ii)(I) hereof the Board may within 90 days thereafter appoint a substitute securities depository which, in the opinion of the Board, is willing and able to undertake the functions of DTC hereunder upon reasonable and customary terms. If no such successor can be found within such period, the Series 2023 Bonds shall no longer be restricted to being registered in the registration books kept by the Registrar in the name of Cede, as nominee of DTC. In such event, the Board shall execute and the Registrar shall authenticate Series 2023 Bond certificates as requested by DTC of like principal amount, maturity and Series, in authorized denominations to the identifiable beneficial owners in replacement of such beneficial owners' beneficial interest in the Series 2023 Bonds.

The Designated Officers may specify in the related Terms Certificate that a Series of the Series 2023 Bonds be issued in other than book entry form.

Section 213. Letter of Representations. The Letter of Representations has been executed and delivered by the Board to DTC. The execution and delivery of the Letter of Representations shall not in any way limit the provisions of Section 212 hereof or in any other way impose upon the Board or the University any obligation whatsoever with respect to Persons having interests in the Series 2023 Bonds other than the Bondowners, as shown on the registration books kept by the Trustee. In the written acceptance of each Paying Agent and Trustee, such Paying Agent and Trustee, respectively, shall agree to take all action necessary for all representations of the Board in the Letter of Representations with respect to the Paying Agent and Trustee, respectively, to at all times be complied with.

Section 214. Notices. In connection with any notice or other communication to be provided to Holders of Series 2023 Bonds registered in the name of Cede pursuant to this Supplemental Resolution by the Board or the Registrar with respect to any consent or other action to be taken by such Holders, the Board shall establish a record date for such consent or other action by such Holders and give DTC notice of such record date not less than fifteen (15) days in advance of such record date to the extent possible.

Section 215. Payments to Cede. Notwithstanding any other provision of this Series 2023 Supplemental Resolution to the contrary, so long as any Series 2023 Bond is registered in the name of Cede, as nominee of DTC, all payments with respect to principal of and premium, if any, and interest on such Series 2023 Bond and all notices with respect to such Series 2023 Bond shall be made and given, respectively, in the manner provided in the appropriate Letter of Representations.

Section 216. Legislative Appropriation. In order to (a) assure the maintenance of a Series 2023 Debt Service Reserve Subaccount in an amount equal to the related Series 2023 Debt Service Reserve Requirement or pay Reserve Instrument Repayment Obligations and (b) assure the payment of principal and interest on the Series 2023 Bonds, the Board shall cause the Chair, not later than the first day of December in each year, to certify to the Governor and Director of Finance of the State, the amount, if any, required to (i) restore such Series 2023 Debt Service Reserve Subaccount to the related Series 2023

Debt Service Reserve Requirement or pay Reserve Instrument Repayment Obligations or (ii) meet any projected shortfalls of payment of principal or interest or both for the following year on any Series 2023 Bonds issued hereunder. A copy of such Certificate shall be promptly delivered by the Chair to the Trustee. The Governor may request from the Legislature an appropriation of the amount so certified in the second preceding sentence. All sums appropriated by the Legislature, if any, and paid to the Board pursuant to the foregoing procedure shall be deposited respectively in the related Series 2023 Debt Service Reserve Subaccount or Series 2023 Debt Service Subaccount or to repay Reserve Instrument Repayment Obligations, as applicable.

ARTICLE III

ESTABLISHMENT OF ACCOUNTS AND SUBACCOUNTS AND APPLICATION
OF SERIES 2023 BOND PROCEEDS AND OTHER MONEYS

Section 301. Series 2023 Project Account and Series 2023 Cost of Issuance Account.

(a) Upon the issuance of each Series of the Series 2023 Bonds, there shall be established in the Construction Fund a Series 2023 Project Account (as further named by Series) which shall be held by the Trustee and used as provided in Section 5.03 of the Master Resolution to pay cost of the Series 2023 Project.

(b) Upon the issuance of each Series of the Series 2023 Bonds, there shall be established a separate account designated as the “Series 2023 Cost of Issuance Account” (as further named by Series) to be held by the Trustee, moneys in which shall be used for the purpose of paying costs of issuance of the related Series of the Series 2023 Bonds. Any moneys remaining in the Series 2023 Cost of Issuance Account on the date of the full and final payment of all costs of issuance of the Series 2023 Bonds, shall be transferred promptly to the related Project Account.

Section 302. Application of Proceeds of Series 2023 Bonds and Other Moneys. From the proceeds of sale of each Series of the Series 2023 Bonds, together with other available money of the University, if any, there shall be paid to the Trustee for use and deposited as follows:

(a) Into the related Series 2023 Debt Service Reserve Subaccount, the amount specified in the Terms Certificate or a surety bond in the amount of the related Series 2023 Debt Service Reserve Requirement determined pursuant to the authority delegated under Section 211(b) hereof;

(b) Into the related Series 2023 Project Account, the amount specified in the Terms Certificate; and

(c) Into the related Series 2023 Cost of Issuance Account, the amount specified in the Terms Certificate.

Section 303. Establishment of Series 2023 Debt Service Subaccount. Pursuant to Section 5.06(a) of the Master Resolution, there shall be established a Series Subaccount in the Debt Service Account in the Principal and Interest Fund designated as the “Series 2023 Debt Service Subaccount” (with any further Series designation). Moneys shall be deposited into and paid from the Series 2023 Debt Service Subaccount in accordance with Sections 5.05(a)(i)(A) and 5.06(b), respectively, of the Master Resolution to pay Debt Service on the related Series 2023 Bonds.

Section 304. Establishment of Series 2023 Debt Service Reserve Subaccount. Pursuant to Section 5.07(a) of the Master Resolution, there may be established a Series

Subaccount in the Debt Service Reserve Account in the Principal and Interest Fund designated as the “Series 2023 Debt Service Reserve Subaccount” (with further Series designation). Moneys shall be deposited into and paid from the Series 2023 Debt Service Reserve Subaccount if, when and as required by the Master Resolution, to remedy deficiencies in the related Series 2023 Debt Service Subaccount in accordance with Section 5.07 of the Master Resolution. The Series 2023 Debt Service Reserve Requirement shall be an amount determined pursuant to the authority delegated under Section 211(b) hereof and may be funded with a reserve surety if provided in related the Terms Certificate.

ARTICLE IV

FORM OF SERIES 2023 BOND

Section 401. Form of Series 2023 Bonds. Subject to the provisions of the Master Resolution, each Series 2023 Bond shall be in substantially the following form, with such insertions or variations as to any redemption or amortization provisions and such other insertions or omissions, endorsements and variations as may be required or permitted by the Resolution (including, but not limited to, such changes as may be necessary if the Series 2023 Bonds at any time are no longer held in book-entry form as permitted hereby):

[FORM OF BOND]

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA STATE OF UTAH
UTAH BOARD OF HIGHER EDUCATION
UTAH STATE UNIVERSITY
AUXILIARY SYSTEM REVENUE BOND, SERIES 2023

Number R- _____ \$ _____

Interest Rate Maturity Date Dated Date CUSIP

Registered Owner: CEDE & CO.

Principal Amount: _____ DOLLARS*****

KNOW ALL MEN BY THESE PRESENTS that Utah State University, a body politic and corporate of the State of Utah (the "University") acting by and through the Utah Board of Higher Education, its governing body (the "Board"), acknowledges itself indebted and for value received hereby promises to pay, in the manner and from the sources hereinafter provided, to the registered owner identified above or registered assigns, on the maturity date specified above, upon presentation and surrender hereof, the principal amount identified above (the "Principal Amount"), and to pay to the registered owner hereof interest on the balance of the Principal Amount from time to time remaining unpaid from the interest payment date next preceding the date of registration and authentication of this Bond, unless this Bond is registered and authenticated as of an interest payment date, in which event this Bond shall bear interest from such interest payment date, or unless this Bond is registered and authenticated prior to the first interest payment date, in which event this Bond shall bear interest from the dated date identified above (the "Dated Date"), or unless, as shown by the records of the hereinafter referred to Trustee, interest on the hereinafter referred to Bonds shall be in default, in which event this Bond shall bear interest from the date to which interest has been paid in full, or unless no interest has been paid on this Bond, in which event it shall bear interest from the Dated Date, at the interest rate per annum (calculated on the basis of a year of 360 days consisting of twelve 30-day months) specified above (the "Interest Rate"), payable semiannually on _____ 1 and _____ 1 each year, beginning _____, until payment in full of the Principal Amount. This Bond shall bear interest on overdue principal at the Interest Rate.

Principal of and premium, if any, on this Bond shall be payable at the corporate trust office of U.S. Bank Trust Company, National Association, the paying agent of the Board, or its successor as such paying agent, in any coin or currency of the United States of America that at the time of payment is legal tender for the payment of public and private debts. Payment of the semiannual interest hereon shall be made to the registered owner hereof and shall be paid by check or draft mailed to the person who is the registered owner of record as of the close of business on the fifteenth (15) day of the month next preceding each interest payment date at the address of such registered owner as it appears on the registration books of the Board maintained by the Trustee (as hereinafter defined), or at such other address as is furnished in writing by such registered owner to the Trustee as provided in the Bond Resolution (as hereinafter defined).

This Bond is a special obligation of the University and is one of the Utah State University Auxiliary System Revenue Bonds (the “Bonds”) issued under and by virtue of the provisions of Chapter 21 of Title 53B of the Utah Code Annotated 1953, as amended, Sections 63B-33-101(5) and (6) of the Utah Code Annotated 1953, as amended [and the Registered Public Obligations Act, Chapter 7 of Title 15 of the Utah Code Annotated 1953, as amended] (collectively, the “Act”), and under and pursuant to the Resolution Providing For the Issuance of Utah State University of Agriculture and Applied Science Student Fee and Housing System Revenue Bonds, adopted on March 25, 1994 (the “Master Resolution”), as the same from time to time may be amended or supplemented by further resolutions of the Board, including the Supplemental Resolution authorizing the issuance of this Series of Bonds, adopted on May 18, 2023 (such Master Resolution and Supplemental Resolution and any and all such further resolutions being herein collectively called the “Bond Resolution”), for the purpose of providing funds (a) to finance the construction of the South Campus Residence Hall and the South Campus Parking Terrace for the University, (b) to provide necessary reserves and (c) to pay expenses incident thereto and to the issuance of the Series 2023 Bonds (as defined below).

THE UNIVERSITY IS OBLIGATED TO PAY PRINCIPAL AND REDEMPTION PRICE OF AND INTEREST ON THIS BOND SOLELY FROM THE REVENUES AND OTHER FUNDS OF THE UNIVERSITY PLEDGED THEREFOR UNDER THE TERMS OF THE BOND RESOLUTION. THIS BOND IS NOT A DEBT OF THE STATE OF UTAH, THE BOARD OR THE UNIVERSITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION OF INDEBTEDNESS. PURSUANT TO THE BOND RESOLUTION, SUFFICIENT REVENUES HAVE BEEN PLEDGED AND WILL BE SET ASIDE INTO SPECIAL FUNDS BY THE UNIVERSITY TO PROVIDE FOR THE PROMPT PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THIS BOND AND ALL BONDS OF THE SERIES OF WHICH IT IS A PART.

As provided in the Bond Resolution, bonds, notes and other obligations may be issued from time to time in one or more series in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the Bond Resolution, and the aggregate principal amount of such bonds, notes and other obligations that may be issued is not limited. In addition to bonds, notes and other obligations issued pursuant to the Bond Resolution, the University may execute Contracts

and incur Security Instrument Repayment Obligations as provided in the Bond Resolution. All bonds, notes and other obligations issued and to be issued under the Bond Resolution (including, but not limited to, the Series 2023 Bonds), all Contracts and all Security Instrument Repayment Obligations are and will be equally and ratably secured by the pledge and covenants made in the Bond Resolution, except as otherwise expressly provided or permitted in or pursuant to the Bond Resolution.

This Bond is one of a Series of Bonds designated as “Utah State University Auxiliary System Revenue Bonds, Series 2023” (herein called the “Series 2023 Bonds”), limited to the aggregate principal amount of _____ Dollars (\$_____), and duly issued under and by virtue of the Act and under and pursuant to the Bond Resolution. Copies of the Bond Resolution are on file at the office of the Secretary of the Board, in Salt Lake City, Utah, at the office of the Vice President for Finance and Administrative Services of the University, in Logan, Utah, and at the respective corporate trust office of U.S. Bank Trust Company, National Association, as trustee under the Bond Resolution (said trustee and any successors thereto under the Bond Resolution being herein called the “Trustee”). Reference to the Bond Resolution and to the Act is made for a description of the pledge and covenants securing the Series 2023 Bonds, the nature, manner and extent of enforcement of such pledge and covenants, the terms and conditions upon which the Series 2023 Bonds are issued, and upon which additional Bonds, notes and other obligations may be issued thereunder, Contracts may be executed thereunder and Security Instrument Repayment Obligations may be incurred thereunder, and a statement of the rights, duties, immunities and obligations of the Board, the University and the Trustee. Such pledge and other obligations of the Board and the University under the Bond Resolution may be discharged at or prior to the maturity or redemption of the Series 2023 Bonds upon the making of provision for the payment thereof on the terms and conditions set forth in the Bond Resolution.

To the extent and in the respects permitted by the Bond Resolution, the Bond Resolution may be modified or amended by action on behalf of the Board taken in the manner and subject to the conditions and exceptions prescribed in the Bond Resolution. The owner of this Bond shall have no right to enforce the provisions of the Bond Resolution or to institute action to enforce the pledge or covenants made therein or to take any action with respect to an event of default under the Bond Resolution or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Bond Resolution.

This Bond is transferable, as provided in the Bond Resolution, only upon the books of the University kept for that purpose at the principal corporate trust office of the Trustee, by the registered owner hereof in person or by such owner’s attorney duly authorized in writing, upon surrender hereof to the Trustee together with a written instrument of transfer satisfactory to the Trustee, duly executed by the registered owner or such duly authorized attorney. Thereupon, the Board and the University shall issue in the name of the transferee a new Series 2023 Bond of the same aggregate principal amount and Series, designation, maturity and interest rate as the surrendered Series 2023 Bond, all as provided in the Bond Resolution and upon the payment of the charges therein prescribed. The Board, the University, the Trustee and any paying agent may treat and consider the person in whose

name this Series 2023 Bond is registered as the holder and absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or Redemption Price hereof and interest due hereon and for all other purposes whatsoever, and neither the Board, the University, the Trustee nor any paying agent shall be affected by any notice to the contrary.

The Series 2023 Bonds are issuable solely in the form of fully registered Bonds, without coupons, in denominations of \$5,000 and any whole multiple thereof.

The Series 2023 Bonds are subject to redemption prior to maturity as follows:

[to be inserted from Terms Certificate]

Except as otherwise provided herein and unless the context clearly indicates otherwise, words and phrases used herein shall have the same meanings as such words and phrases in the Bond Resolution.

This Bond shall not be valid until the Certificate of Authentication hereon shall have been manually signed by the Trustee.

This Bond is one of a Series of Bonds which were certified as legal obligations by the Attorney General of the State of Utah on May 18, 2023.

(Signature page follows.)

IN WITNESS WHEREOF, THE UTAH BOARD OF HIGHER EDUCATION has caused this Bond to be executed on behalf of the University by the manual or facsimile signature of the Chair of the Board, countersigned by the manual or facsimile signature of the Vice President for Finance and Administrative Services of the University and attested by the manual or facsimile signature of the Secretary of the Board and has caused the official seal of the Board or a facsimile thereof to be impressed hereon, all as of the Dated Date.

UTAH BOARD OF HIGHER
EDUCATION

(SEAL)

By: /s/ (Do Not Sign)
Chair

COUNTERSIGNED:

By: /s/ (Do Not Sign)
Vice President for Finance and Administrative Services
of Utah State University

ATTEST:

 (Do Not Sign)
Secretary

[FORM OF TRUSTEE'S CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the Utah State University Auxiliary System Revenue Bonds, Series 2023.

U.S. BANK TRUST COMPANY,
NATIONAL ASSOCIATION, as Trustee

By: _____
Authorized Officer

Date of registration and authentication: _____

[FORM OF ASSIGNMENT]

The following abbreviations, when used in the inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations.

- TEN COM - as tenants in common
- TEN ENT - as tenants by the entireties
- JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT _____
(Cust.)

Custodian for _____
(Minor)

Under Uniform Gifts to Minors Act of _____
(State)

Additional abbreviations may also be used though not in the above list.

ASSIGNMENT

FOR VALUE RECEIVED, _____ the undersigned hereby sells, assigns and transfers unto:

(Social Security or Other Identifying Number of Assignee)

(Please Print or Typewrite Name and Address of Transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney for registration thereof, with full power of substitution in the premises.

DATED:

Signature: _____
NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by an "eligible guarantor institution" that is a member of or a participant in a "signature guarantee program" (e.g., the Securities Transfer Agents Medallion Program, the Stock Exchange Medallion Program or the New York Stock Exchange, Inc. Medallion Signature Program).

ARTICLE V

AMENDMENT OF MASTER RESOLUTION

Section 501. Amendment of Section 2.03 of the Master Resolution. Section 2.03(d)(i) of the Master Resolution is hereby amended to read as follows:

(i) an Accountant’s Certificate, or alternately, a certificate of an Authorized Representative of the University, setting forth (A) for any Year within the 24 calendar months next preceding the authentication and delivery of such Series of Bonds, the Net Revenues for such period, and (B) the Aggregate Debt Service during the Year so selected with respect to all Series of Bonds, Contracts and Repayment Obligations that were then Outstanding; and showing that such Net Revenues were at least equal to 1.10 times such Aggregate Debt Service for such period;

In the event that a certificate of an Authorized Representative of the University is used, such Net Revenues shall be calculated using the most recently available audited financial report of the University.

Section 502. Amendment to Name of Bonds and Name of Definition of Student Housing System. Effective as of the date of this Series 2023 Supplemental Resolution, the name of all Series of Bonds hereafter issued under the Master Resolution shall be “Auxiliary System Revenue Bonds.” The name of all Series of Bonds issued heretofore shall not change.

The term “Student Housing System” is hereby amended to “Auxiliary System”.

Section 503. Amendment to “Student Housing System” (now known as “Auxiliary System”) Definition in Master Resolution. The definition of “Student Housing System” (now known as “Auxiliary System”) in the Master Resolution is hereby amended to read as follows:

“Auxiliary System” means (a) the Living Learning Community comprised of 6 buildings; (b) the Mountain View Tower (which may be removed from the Student Housing System upon its replacement as part of the Series 2023 Project), Central Suites (replaced the Valley View Tower as part of the Series 2015 Project), and Richards Hall; (c) the Blue Square comprised of 3 apartment buildings; (d) the 8 apartment buildings known as the Student Living Center comprised of the Davis Hall, Jones Hall, Morgan Hall, Rich Hall, San Juan Hall, Summit Hall, Snow Hall and Wasatch Hall; (e) the apartment style facilities comprised of Merrill Hall, Bullen Hall, Moen Hall, Greaves Hall, and Reeder Hall; (f) the 3 Darwin Avenue Apartment buildings and the Old Main Hill West apartment building; (g) the apartment housing comprised of the 39 buildings known as Aggie Village, the 6 buildings known as West Stadium Villa, and the 10 buildings known as the Townhouses; (h) all parking services, including the Big Blue Terrace, the Aggie Terrace, and the other parking areas; (i) the Taggart Student Center, including, but

not limited to, the dining services operations therein known as Quick Stop, The HUB, Aggie Marketplace, but excluding the Campus Store, (j) the dining operation facilities known as The Junction; and (k) all other facilities financed as projects under the Resolution (but excluding facilities replaced as part of the projects financed under the Resolution) together, in each instance, with all appurtenances and properties, real, personal and mixed, of every nature used or useful in connection with any of the above-described buildings and facilities while any of the Bonds authorized under the Resolution remain outstanding.

In connection with the amendments made to the above definition, the Board hereby finds and determines that, in the judgement of the Board, the Campus Store revenues removed from the Student Housing System has become inexpedient to use in connection with the Student Housing System since it has not, and isn't expected to, generate net revenue, and other property of equal (or greater) value has previously been substituted therefor or will be substituted therefor in connection with the issuance of Bonds under the Master Resolution.”

Section 504. Effective Date of Amendments. The above amendments shall become effective immediately upon compliance with the terms of the Master Resolution. The bondholders of the Series 2023 Bonds shall have deemed to have consented to the above amendments.

ARTICLE VI

MISCELLANEOUS

Section 601. Arbitrage Covenant for Series 2023 Bonds; Covenant to Maintain Tax Exemption. The Designated Officers and other appropriate officials of the Board and the University are hereby authorized and directed to execute such tax certificates as shall be necessary to establish that (i) the Series 2023 Bonds are not “arbitrage bonds” within the meaning of Section 148 of the Code and the regulations promulgated or proposed thereunder, (ii) the Series 2023 Bonds are not and will not become “private activity bonds” within the meaning of Section 141 of the Code, (iii) all applicable requirements of Section 149 of the Code are and will be met, (iv) the covenants of the Board and the University contained in this Section will be complied with and (v) interest on the Series 2023 Bonds is not and will not become includible in gross income of the Owners thereof for federal income tax purposes under the Code and applicable regulations promulgated or proposed thereunder.

Section 602. Ratification. All proceedings, resolutions and actions of the Board, the University and their respective officers taken in connection with the sale and issuance of the Series 2023 Bonds are hereby ratified, confirmed and approved.

Section 603. Severability. It is hereby declared that all parts of this Series 2023 Supplemental Resolution are severable, and if any section, paragraph, clause or provision of this Series 2023 Supplemental Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of any such section, paragraph, clause or provision shall not affect the remaining sections, paragraphs, clauses or provisions of this Series 2023 Supplemental Resolution.

Section 604. Conflict. All resolutions, orders and regulations or parts thereof heretofore adopted or passed that are in conflict with any of the provisions of this Series 2023 Supplemental Resolution are, to the extent of such conflict, hereby repealed.

Section 605. Captions. The table of contents and captions or headings herein are for convenience of reference only and in no way define, limit or describe the scope or intent of any provisions or sections of this Series 2023 Supplemental Resolution.

Section 606. Effective Date. This Series 2023 Supplemental Resolution shall take effect immediately upon its adoption and approval.

Section 607. Resolution Irrepealable. After any of the Bonds are delivered by the Trustee to or for the account of the Purchaser and upon receipt of payment therefor, this Resolution shall be and remain irrepealable until the principal of, premium, if any, and interest on the Bonds are deemed to have been fully discharged in accordance with the terms and provisions of the Indenture.

(Signature page follows.)

ADOPTED AND APPROVED this May 18, 2023.

UTAH BOARD OF HIGHER
EDUCATION

(SEAL)

By: _____
Chair

ATTEST:

Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, Geoffrey Landward, do hereby certify that I am the duly qualified and acting Secretary of the Utah Board of Higher Education.

I further certify that the above and foregoing constitutes a true and correct copy of an excerpt of the minutes of a meeting of said Board held on May 18, 2023 and of a resolution adopted at said meeting, as said minutes and resolution are officially of record in my possession.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed hereon the official seal of said Board this May 18, 2023.

Secretary

(SEAL)

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, Geoffrey Landward, the undersigned, the duly qualified and acting Secretary of the Utah Board of Higher Education, do hereby certify, according to the records of said Utah Board of Higher Education in my official possession, and upon my own knowledge and belief, that:

(a) the Utah Board of Higher Education has adopted written procedures in accordance with the requirements of Section 52-4-202, Utah Code Annotated 1953, as amended, public notice was given of the agenda, date, time and place of the May 18, 2023 public meeting held by the Members of the Utah Board of Higher Education by causing a Notice of Public Meeting, in the form attached hereto as Schedule 1 to be: (i) posted at the principal office of the Utah Board of Higher Education at 60 South 400 West, Salt Lake City, Utah, at least 24 hours prior to the convening of such meeting, said Notice of Public Meeting having continuously remained so posted and available for public inspection during the regular office hours of the Utah Board of Higher Education until the convening of the meeting; (ii) published on the Utah Public Notice Website (<http://pmn.utah.gov>), at least 24 hours prior to the convening of such meeting; and (iii) posted on the Board's official website at least 24 hours prior to the convening of such meeting;

(b) in accordance with the requirements of Section 52-4-202, Utah Code Annotated 1953, as amended, public notice of the 2022-2023 Annual Meeting Schedule of the Utah Board of Higher Education was given, specifying the date, time and place of the regular meetings of the Utah Board of Higher Education scheduled to be held during said years, by causing a Notice of Annual Meeting Schedule for the Utah Board of Higher Education, in the form attached hereto as Schedule 2, to be (i) posted at the principal office of the Utah Board of Higher Education at 60 South 400 West, Salt Lake City, Utah in _____ 2022, (ii) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year, and (iii) posted on the Board's official website; and

(c) governing the holding of electronic meetings in accordance with Section 52-4-207 Utah Code Annotated 1953, as amended (a copy of which is attached hereto as Schedule 3). In accordance with said Section and the aforementioned procedures, notice was given to each member of the Utah Board of Higher Education and to members of the public at least 24 hours before the meeting to allow members of the Utah Board of Higher Education and the public to participate in the meeting, including a description of how they could be connected to the meeting. The Utah Board of Higher Education held the meeting (the anchor location) in the building where it normally meets and provided space and facilities at the anchor location so that interested persons and the public could attend and participate.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed hereon the official seal of the Utah Board of Higher Education, this May 18, 2023.

Secretary

(SEAL)

SCHEDULE 1

NOTICE OF PUBLIC MEETING

SCHEDULE 2

NOTICE OF ANNUAL MEETING SCHEDULE

SCHEDULE 3

ELECTRONIC MEETING POLICY

EXHIBIT A

PARAMETERS OF THE BONDS

Principal amount not to exceed:	\$84,000,000
Interest rate not to exceed:	5.0%
Discount from par not to exceed:	2.0%
Final maturity not to exceed:	34 years from the date thereof
May be non-callable or callable at the option of University as determined at the time of sale	