

FCR 9

Office of the President

September 15, 2009

Members, Board of Trustees:

PROVIDING FOR THE AUTHORIZATION, ISSUANCE AND SALE OF APPROXIMATELY \$105,000,000 GENERAL RECEIPTS OBLIGATIONS (HOSPITAL PHASE III PROJECT) OF THE UNIVERSITY OF KENTUCKY, PURSUANT TO THE TRUST AGREEMENT DATED AS OF NOVEMBER 1, 2005

Recommendation: That the Board of Trustees approve a Resolution authorizing the issuance of approximately \$105,000,000 of University of Kentucky General Receipts Obligations (Hospital Phase III Project), to be designated General Receipts Bonds, 2009 Series B (the "2009 Series B Bonds") and to be dated as of a date determined by the Treasurer.

The Resolution approves the issuance of approximately \$105,000,000 of 2009 Series B Bonds for the purpose of financing the project identified in H.B. 4 of the General Assembly of the Commonwealth of Kentucky, 2009 First Extraordinary Session as Expand Patient Care Facility-Hospital Phase III (the "2009 Series B Project"). The 2009 Series B Bonds are the obligations referred to in a "Reimbursement Resolution" adopted by the Board on June 9, 2009 in which the Board expressed its expectation that cash expenditures made for the 2009 Series B Project would be reimbursed with bond proceeds.

The Resolution also approves the offering for sale of the 2009 Series B Bonds on a date to be determined by the Treasurer of the University, upon the advice of the Financial Advisor to the University. The Resolution further authorizes the acceptance of the bid for the sale of the 2009 Series B Bonds by the Treasurer. The exact principal amount of 2009 Series B Bonds to be sold will be determined on the date of sale as the amount required to (i) pay the budgeted costs of the 2009 Series B Project and (ii) pay the costs of issuing the 2009 Series B Bonds.

Background: The General Assembly, at its 2009 Special Session, authorized the issuance of revenue bonds to finance the 2009 Series B Project.

The Board adopted a resolution approving a Trust Agreement dated as of November 1, 2005 (the "Trust Agreement") authorizing the issuance, from time to time, of Obligations (as defined in the Trust Agreement) to finance capital projects. The 2009 Series B Bonds will be issued under the Trust Agreement. The Resolution authorizes the issuance of the 2009 Series B Bonds, establishes the specific terms of the 2009 Series B Bonds, provides for a competitive sale of the 2009 Series B Bonds, including approval of a Notice of Bond Sale, Official Terms and Conditions of Bond Sale, Official Bid Form and an Official Statement, and authorizes a Supplemental Trust Agreement and Continuing Disclosure Agreement with respect to the 2009 Series B Bonds.

Action taken: Approved Disapproved Other _____

SERIES RESOLUTION

PROVIDING FOR THE AUTHORIZATION, ISSUANCE AND SALE OF APPROXIMATELY \$105,000,000 GENERAL RECEIPTS OBLIGATIONS (HOSPITAL PHASE III PROJECT) OF THE UNIVERSITY OF KENTUCKY, PURSUANT TO THE TRUST AGREEMENT DATED AS OF NOVEMBER 1, 2005.

WHEREAS, the University of Kentucky (herein called the "University"), a public body corporate and an educational institution and agency of the Commonwealth of Kentucky, by resolution adopted by the Board of Trustees of the University on September 20, 2005 (herein called the "General Bond Resolution"), and by a Trust Agreement, dated as of November 1, 2005, as supplemented (herein called the "Trust Agreement"), comprised in part of the General Bond Resolution, has provided for the issuance from time to time of Obligations (as defined in the Trust Agreement) of the University secured by a pledge of the University's "General Receipts" (as defined in the Trust Agreement), each such issue to be authorized by a Series Resolution, as required by the Trust Agreement; and

WHEREAS, the Board has determined that it is necessary to finance the costs of the acquisition, construction, installation and equipping of the project identified in H.B. 4 of the General Assembly of the Commonwealth of Kentucky, 2009 First Extraordinary Session as Expand Patient Care Facility-Hospital Phase III (the "Project"); and

WHEREAS, by authority of Sections 162.340 to 162.380 of the Kentucky Revised Statutes, Chapter 56 of the Kentucky Revised Statutes and Sections 58.010 to 58.140 of the Kentucky Revised Statutes (collectively, the "Act"), the University is authorized to issue its obligations to pay all or part of the costs of educational buildings, and to secure said obligations by a pledge of and lien on all or such part of the revenues and receipts of the University; and

WHEREAS, the Board of Trustees desires to provide for issuance and sale of University of Kentucky General Receipts Bonds and for other matters in connection therewith, by the adoption of this Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF KENTUCKY, AS FOLLOWS:

SECTION 1. Definitions and Interpretations. All words and terms defined in Section 1 of the Trust Agreement and all interpretations therein provided shall have the same meanings, respectively, and be subject to the same interpretations as therein provided where used in this Resolution, unless the context or use clearly indicates another or different meaning or intent, except that this Resolution is sometimes herein called and may be known as the "Hospital Phase III Project Resolution," the Obligations authorized by this Resolution are referred to herein (and in the Supplemental Trust Agreement hereby authorized) as the "Hospital Phase III Project Obligations," and the terms "hereof," "hereby," "hereto," "herein," and "hereunder," and similar terms, mean this Resolution.

SECTION 2. Authority. This Resolution is adopted pursuant to the General Bond Resolution, the Trust Agreement, and the Act.

SECTION 3. Authorization, Designation and Purpose of Hospital Phase III Project Obligations. It is hereby declared to be necessary to, and the Board shall, issue, sell and deliver, as provided and authorized herein, approximately \$105,000,000 principal amount of General Receipts Obligations which shall be issued as General Receipts Bonds ("Bonds"). Such Obligations shall be designated "University of Kentucky General Receipts Bonds" or, if the Bonds are issued as Build America Bonds, as hereinafter defined, "University of Kentucky General Receipts Bonds Taxable Build America Bonds," and shall bear such further series designation as the Fiscal Officer (as defined in the Trust Agreement) deems appropriate. Such Obligations shall be issued for the purpose of (i) financing the costs of the Project and (ii) paying costs of issuance in connection with such Obligations. The proceeds from the sale of such Obligations shall be deposited and allocated as provided in Section 6 hereof.

SECTION 4. Terms and Provisions Applicable to the Hospital Phase III Project Obligations.

(a) Form, Numbering and Designation. The Hospital Phase III Project Obligations shall be issued in the form of fully registered Obligations as approved by the Fiscal Officer, shall be numbered from 1 upwards, and shall bear such series designation as the Fiscal Officer deems appropriate.

(b) Denomination and Dates. The Hospital Phase III Project Obligations shall be in such denominations as requested by the Original Purchaser (hereafter defined), and shall be dated on the date determined by the Fiscal Officer and may be issued in installments (each installment being a part of the Hospital Phase III Project Obligations herein authorized) with maturity dates approved by the Fiscal Officer, having a final maturity that is no later than thirty years from the date the Hospital Phase III Project Obligations are issued.

(c) Interest. The Hospital Phase III Project Obligations shall bear interest from their respective dates payable on dates approved by the Fiscal Officer, beginning on a date approved by the Fiscal Officer, at the rate or rates per annum determined pursuant to Section 5 hereof.

(d) Maturities. The Hospital Phase III Project Obligations shall mature on such dates, in the years and in the principal amounts set forth in the maturity schedule approved by the Fiscal Officer pursuant to Section 5 hereof.

(e) Redemption Terms and Prices. The Hospital Phase III Project Obligations shall be subject to optional and mandatory redemption on such dates and terms as approved by the Fiscal Officer, with the advice of the Financial Advisor (hereinafter identified) and set forth in the Supplemental Trust Agreement. If less than all of the outstanding Hospital Phase III Project Obligations are called for redemption at one time, they shall be called in the order of the maturities as directed by the Fiscal Officer. If less than all of the outstanding Hospital Phase III Project Obligations of one maturity are to be called, the selection of such Hospital Phase III Project Obligations or portions of Hospital Phase III Project Obligations of such maturity to be called shall be made by lot in the manner provided in the Trust Agreement. Notice of call for redemption of Hospital Phase III Project Obligations shall be given in the manner provided in the Trust Agreement.

(f) Other Provisions. The Hospital Phase III Project Obligations may, at the option of the Fiscal Officer, be secured by municipal bond insurance or similar instrument issued by a financial or insurance institution acceptable to the Fiscal Officer.

(g) Place of Payment and Paying Agents. The principal, interest and any redemption premium on registered Hospital Phase III Project Obligations shall be payable by check or draft, as provided in the Trust Agreement.

(h) Execution. The Hospital Phase III Project Obligations shall be executed in the manner provided in the General Bond Resolution.

(i) Build America Bond Designation. The Board hereby retains the option that the Hospital Phase III Project Obligations or a portion of the Hospital Phase III Project Obligations may be designated as Build America Bonds (the "Build America Bonds") as permitted by the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"). The Fiscal Officer is hereby authorized and directed to designate all or a portion of the Hospital Phase III Project Obligations as Build America Bonds, which Hospital Phase III Project Obligations, if so designated, shall bear interest which shall be included in gross income of bondholders for federal income tax purposes. Build America Bonds are any obligation (other than a private activity bond) the interest on which would otherwise be excludable from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Therefore, with respect to any Hospital Phase III Project Obligations designated as Build America Bonds, such Hospital Phase III Project Obligations will comply with all requirements applicable to the issuance of tax-exempt governmental bonds.

With respect to any Hospital Phase III Project Obligations designated as Build America Bonds, the Board, hereby authorizes the Fiscal Officer to irrevocably elect, pursuant to Section 54AA(g) of the Code, the direct credit payment to issuer option as provided in Section 6431 of the Code under which the United States Treasury will pay to the Board 35% of the interest payable on such Hospital Phase III Project Obligations (the "Credit Payments") (contemporaneously with each interest payment date for such Hospital Phase III Project Obligations) so long as the Hospital Phase III Project Obligations comply with all federal tax requirements of the Build America Bonds.

The Fiscal Officer or his or her designee is hereby authorized and directed to execute and file on behalf of the Board a "Return for Credit Payments to Issuers of Qualified Bonds" (Form 8038-CP) with the United States Department of the Treasury on the dates and at the place designated in Form 8038-CP and applicable provisions of the Code and Treasury Regulations issued thereunder for the Build America Bonds. Funds received by the Board pursuant to the filing of Form 8038-CP shall be deposited to the credit of the Revenue Fund or the Debt Service Payment Account for the Hospital Phase III Project Obligations, established within the University of Kentucky General Receipts Obligations Debt Service Fund, established under Section 4.01 of the Indenture, as appropriate to provide for the timely payment of principal or interest on any Build America Bonds.

SECTION 5. Award and Sale of Hospital Phase III Project Obligations. The Hospital Phase III Project Obligations shall be offered publicly for sale upon the basis of competitive bids at such time as the Fiscal Officer, upon advice of the Financial Advisor to the University, shall designate.

The Fiscal Officer is hereby authorized and directed to cause an appropriate form or forms of a Notice of Sale of Bonds to be published in *The Lexington Herald Leader*, a legal newspaper published in the City of Lexington, Kentucky, which will afford local notice of the sale, *The Courier Journal*, a legal newspaper published in the City of Louisville, Kentucky, which will afford statewide notice of the sale, and, to the extent required by law, in *The Bond Buyer*, a financial journal published in the City of New York, New York, which is a publication having general circulation among bond buyers; and said newspapers and financial journal are hereby declared to be qualified to publish such notice for the Board within the meaning and provisions of Chapter 424 of the Kentucky Revised Statutes. Such notice shall be published in said newspapers and financial journal at least once not less than seven nor more than twenty-one days prior to the scheduled date of sale of the Hospital Phase III Project Obligations.

The forms of Notice of Bond Sale, Official Terms and Conditions of Sale of Bonds, Bid Form and Official Statement, shall be in such form as approved by Bond Counsel for the University, by the Financial Advisor, by the General Counsel of the University and by the Fiscal Officer.

Bidders shall be advised that the fee of the Financial Advisor for services rendered with respect to the sale of the Hospital Phase III Project Obligations is contingent upon the issuance and delivery of the Hospital Phase III Project Obligations, and that the Financial Advisor may submit a bid for the purchase of the Hospital Phase III Project Obligations at the time of the advertised public sale of the Hospital Phase III Project Obligations, either individually or as the member of a syndicate organized to submit a bid for the purchase of the Hospital Phase III Project Obligations.

Upon the date and at the respective hour set forth for the submission and consideration of purchase bids, as provided in the instruments hereinabove approved, bids shall be reviewed as provided in such instruments. If there shall be one or more bids which conform in all respects to the prescribed terms and conditions, such bids shall be compared, and the Fiscal Officer, upon the advice of the Financial Advisor, is authorized to accept the best of such bids, as measured in terms of the lowest interest cost to the Board, as calculated in the manner prescribed in the Official Terms and Conditions of Sale of Bonds. Calculations shall be performed as are necessary to determine the exact amount of Hospital Phase III Project Obligations that are required to be issued in order to (i) pay the budgeted costs of the Project and (ii) pay the costs of issuing the Hospital Phase III Project Obligations and the final principal amount, interest rates and maturities of the Hospital Phase III Project Obligations shall thereupon be established, as prescribed in the Official Terms and Conditions of Sale of Bonds.

SECTION 6. Allocation of Proceeds of Hospital Phase III Project Obligations. All of the proceeds from the sale of the Hospital Phase III Project Obligations and other lawfully available funds of the University shall be received and receipted for by the Fiscal Officer and shall be deposited and allocated as set forth in the Supplemental Trust Agreement approved hereby.

SECTION 7. Additional Covenants with Respect to Internal Revenue Code of 1986, as Amended. This Board hereby finds and determines that all of the proceeds from the sale of the Hospital Phase III Project Obligations will be needed for the purposes set forth in Section 6 hereof. This Board hereby covenants for and on behalf of the University, that it will restrict the use of the proceeds of the Hospital Phase III Project Obligations in such manner and to such

extent, if any, and take such other actions as may be necessary, in view of reasonable expectations at the time of issuance of the Hospital Phase III Project Obligations, so that, as applicable, (i) the Hospital Phase III Project Obligations will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and regulations prescribed under such Sections and/or (ii) will continue to qualify as Build America Bonds under Sections 54AA and 6431 of the Code. The Fiscal Officer or any other officer of the University having responsibility with respect to issuance of the Hospital Phase III Project Obligations is hereby authorized and directed to give an appropriate certificate for inclusion in the transcript of proceedings with respect to the Hospital Phase III Project Obligations, setting forth the facts, estimates and reasonable expectations pertinent under said Sections 103(b)(2) and 148 of the Code and an election, if appropriate, with respect to Section 148(f)(4)(B)(IV)(V) of the Code. The Fiscal Officer is hereby authorized and directed to create a Rebate Account (which shall be held by either the University or the Trustee, at the discretion of the Fiscal Officer) if the Fiscal Officer determines such account is necessary so that the University complies with the rules concerning "rebate" as set forth in the Code, as they apply to the Hospital Phase III Project Obligations.

SECTION 8. Supplemental Trust Agreement. The Chairman of the Board is authorized and directed to execute, acknowledge and deliver to the Trustee, in the name of and on behalf of the University, a Supplemental Trust Agreement pursuant to the Trust Agreement and in connection with the issuance of the Hospital Phase III Project Obligations, in substantially the form submitted to this Board with such changes therein not substantially adverse to the University as may be permitted by the Act and the Trust Agreement and approved by the officer executing the same on behalf of the University. The approval of such changes, and that such changes are not substantially adverse to the University, shall be conclusively evidenced by the execution of such Supplemental Trust Agreement by such officer.

SECTION 9. Official Statement. The Chairman is hereby authorized and directed to execute and deliver an Official Statement with respect to the Hospital Phase III Project Obligations for the purpose of making available to potential investors the information therein contained, which describes the interest rates and other terms to be borne by and the price to be paid for the Hospital Phase III Project Obligations, and such other information with respect to the University and the Hospital Phase III Project Obligations, necessary in the judgment of the Chairman with the advice of the Fiscal Officer and the Financial Advisors. The Chairman and the Fiscal Officer are each hereby authorized to deem the Preliminary Official Statement and final Official Statement "near final" and "final" for purposes of Securities Exchange Commission Rule 15c2-12, as amended and interpreted from time to time, promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 (the "Rule").

SECTION 10. Compliance With Rule 15c2-12. The Board of Trustees hereby agrees, to comply with the provisions of the Rule. In order to comply with the Rule, a Continuing Disclosure Agreement in the usual and customary form is hereby authorized and approved, with such modifications and additions as may be approved by the officer of the University executing the same. The Chairman and the Fiscal Officer are each hereby authorized to execute and deliver such Continuing Disclosure Agreement.

SECTION 11. Open Meetings. This Board hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Board,

and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

SECTION 12. Further Authorization. That the proper and appropriate officers of the Board and of the University, to the extent authorized by law, are hereby authorized to execute and deliver the closing certificates, if any, with such modifications thereto as may be required by the purchasers of the Hospital Phase III Project Obligations and approved by special bond counsel to the University as well as such other documents, certificates and statements as may be so required and so approved in connection with sale and delivery of the Hospital Phase III Project Obligations.

SECTION 13. Provisions in conflict are Repealed. All resolutions or parts thereof in conflict with the provisions of this Resolution are hereby rescinded to the extent of such conflict.

SECTION 14. Effective Date. This resolution shall take effect from and after its passage.

SECTION 15. Copy to be Filed with Trustee. A certified copy of this Resolution shall be filed with the Trustee

Adopted September 15, 2009.

Chairman, Board of Trustees
University of Kentucky

(SEAL)

Attest:

Secretary, Board of Trustees

CERTIFICATION

The undersigned, Secretary of the Board of Trustees of the University of Kentucky, Lexington, Kentucky, hereby certifies that the foregoing is a true copy of a Resolution adopted by the Board of Trustees of said University at a meeting held on September 15, 2009, as recorded in the official Minute Book of said Board of Trustees, which is in my custody and under my control, that said meeting was held in accordance with all applicable requirements of Kentucky law, including KRS 61.810, 61.815, 61.820, and 61.825, that a quorum was present at said meeting, and that the aforesaid Resolution is of record in the office of the Board, has not been modified, amended, or rescinded, and is in full force and effect at this date.

WITNESS my signature and the Seal of said Board this ____ day of _____, 2009.

Assistant Secretary, Board of Trustees
University of Kentucky

(SEAL)

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