

RESOLUTION OF THE BOARD OF TRUSTEES OF MICHIGAN STATE UNIVERSITY
AUTHORIZING THE ISSUANCE AND DELIVERY OF GENERAL REVENUE BONDS
AND PROVIDING FOR OTHER MATTERS RELATING THERETO

WHEREAS, the Board of Trustees of Michigan State University (the “Board”) is a body corporate created by and existing under the Constitution of the State of Michigan of 1963 with full constitutional authority over and general supervision of Michigan State University (the “University”) and control and direction of all expenditures from the University’s funds; and

WHEREAS, the Board has determined that it is appropriate and in the best interests of the University to finance certain multi-year strategic initiatives of the University, including, but not limited to, new capital projects and improvements to existing University facilities and infrastructure, current and deferred maintenance needs, new health science and health care initiatives, and other general corporate purposes (collectively, the “Program Purposes”); and

WHEREAS, the Board has previously issued and has outstanding certain series of General Revenue Bonds and General Revenue Refunding Bonds (collectively, the “Prior Bonds”), which are payable from and secured by a lien on General Revenues (hereinafter defined); and

WHEREAS, the Board has previously authorized the issuance of its Commercial Paper Notes, Series B (Taxable) and Commercial Paper Notes, Series G (Tax-Exempt) (collectively, the “Notes,” and together with the Prior Bonds, the “Outstanding Obligations”), which are payable from and secured by a lien on General Revenues; and

WHEREAS, the Board has previously entered into certain interest rate swap agreements related to the debt service on certain of the Outstanding Obligations, which are payable from and secured by a lien on General Revenues (collectively, the “Existing Swap Agreements”); and

WHEREAS, the Board has determined it may be appropriate and in the best interests of the University to refund all or a portion of the Prior Bonds and/or all or a portion of the Notes as shall be determined by an Authorized Officer (hereinafter defined) (the portions of the Prior Bonds and/or the Prior Notes to be refunded, if any, being herein called the “Refunded Obligations”); and

WHEREAS, in the exercise of its constitutional duties, and in order to prudently control and direct expenditures from the University’s funds, the Board has determined it is necessary and desirable to authorize the issuance and delivery of General Revenue Bonds of the Board, in one or more series (the “Bonds”), to be payable from and secured by a pledge of General Revenues, in order to provide funds that, together with other available funds of the University, will be used to finance costs of the Program Purposes, to pay all or part of the costs of refunding the Refunded Obligations, if any, and to pay costs related to the issuance of the Bonds; and

WHEREAS, the issuance of the Bonds for the purposes described herein will serve proper and appropriate public purposes; and

WHEREAS, one or more trust agreements (collectively, the “Trust Agreement”) must be entered into by and between the Board and a trustee (the “Trustee”) to be designated by an Authorized Officer, pursuant to which the Bonds will be issued and secured; and

WHEREAS, it is necessary to authorize the Authorized Officers, or any one of them individually, to negotiate the sale of the Bonds with an underwriter or group of underwriters to be selected by an Authorized Officer (collectively, the “Underwriter”) and to enter into one or more bond purchase agreements with the Underwriter (collectively, the “Bond Purchase Agreement”) setting forth the terms and conditions upon which the Underwriter will agree to purchase the Bonds and the interest rates thereof and the purchase price therefor; and

WHEREAS, in order to be able to market the Bonds at the most opportune time, it is appropriate for the Board to ratify and confirm its authorization of the President, the Senior Vice President, Chief Financial Officer and Treasurer, and the Director of Treasury and Financial Management (each an “Authorized Officer”), or any one of them individually, to negotiate, execute and deliver on behalf of the Board, the Trust Agreement, the Bond Purchase Agreement, one or more remarketing agreements with the Underwriter or other parties (collectively, the “Remarketing Agreement”), and other related documents, to establish the specific terms of the Bonds and to accept the offer of the Underwriter to purchase the Bonds, all within the limitations set forth herein; and

WHEREAS, the trust agreements and other documents authorizing the Outstanding Obligations create certain conditions for the issuance of obligations payable from and secured by a pledge of General Revenues on a parity basis with the Outstanding Obligations; and

WHEREAS, an Authorized Officer shall, on or prior to the date of delivery of the Bonds, certify that the conditions for issuing the Bonds, secured by General Revenues on a parity basis with the Outstanding Obligations, have been met; and

WHEREAS, the Board has full power under its constitutional authority and supervision of the University, and control and direction of expenditures from the University’s funds, to issue the Bonds for the purposes described herein and to secure payment of the Bonds by a pledge of General Revenues.

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

1. Authorization of the Bonds and Related Agreements; Bond Terms. The Board hereby authorizes the issuance, execution and delivery of the Bonds, in one or more series, to be designated GENERAL REVENUE BONDS, with appropriate series designations, in the aggregate original principal amount established by an Authorized Officer, but not to exceed the aggregate principal amount necessary to produce proceeds of FIVE HUNDRED MILLION DOLLARS (\$500,000,000). The Bonds shall be issued for the purpose of providing funds which, together with other available funds, will be used to: (a) finance costs of the Program Purposes, as provided in Section 2 of this Resolution; (b) pay all or a portion of the costs of refunding the Refunded Obligations, if any, and the costs of modifying or terminating any Existing Swap Agreements, in each case as determined to be appropriate by an Authorized Officer as provided in Section 2 of this Resolution; and (c) pay costs related to the issuance of

the Bonds, including the costs of municipal bond insurance premiums, if an Authorized Officer determines such insurance to be appropriate. The Bonds shall mature on the date or dates (which may be a single bullet maturity) as shall be established by an Authorized Officer, but the final maturity date shall be not later than one hundred one (101) years from the date of issuance of the Bonds. The Bonds may be issued as federally tax-exempt bonds or as federally taxable bonds, or any combination thereof, as shall be determined by an Authorized Officer. The Bonds may bear interest at stated fixed rates for the respective maturities thereof as shall be established by an Authorized Officer, but the weighted average yield of the Bonds (computed using the stated coupon and the stated original offering price) shall not exceed 4.75% per annum. Alternatively, all or part of the Bonds may bear interest at a variable rate of interest, determined on the basis of an index or a spread to an index or through market procedures, or both, for all or a portion of their term, and the variable rate of interest shall not exceed the lesser of 25% per annum, the maximum rate permitted by law or the maximum rate, if any, specified in the Trust Agreement. The Bonds may be subject to redemption or call for purchase prior to maturity at the times and at the prices (which may be expressed as a percentage of the principal amount being redeemed or be based on a “make-whole” formula, or both) as shall be determined by an Authorized Officer. Interest on the Bonds shall be payable at such times as shall be specified by an Authorized Officer. The Bonds shall be issued in fully-registered form in the denominations, shall be payable as to principal and interest in the manner, shall be subject to transfer and exchange, and shall be executed and authenticated, and may be issued in book-entry-only form, all as shall be provided in the Trust Agreement. The Bonds shall be sold to the Underwriter for a price to be established by an Authorized Officer (but the Underwriter’s discount, exclusive of original issue discount, shall not exceed 1.50% of the principal amount thereof) plus accrued interest, if any, from the dated date of the Bonds to the date of delivery thereof.

Any or all of the Bonds may be made subject to tender for purchase at the option of the holder thereof or to mandatory tender for purchase. The obligation of the Board to purchase any Bonds subject to tender for purchase may be limited to the remarketing proceeds of such Bonds, or may be made payable from General Revenues (as defined in Section 3 below), from available cash reserves of the University, subject to such limitations as may be specified in the Trust Agreement, or from, directly or as support for the cash reserves of the University, a letter of credit, line of credit, standby bond purchase agreement or other liquidity device (the “Liquidity Device”), or any combination thereof, all as shall be determined by an Authorized Officer. Any reimbursement obligation for draws under the Liquidity Device shall be a limited and not a general obligation of the Board, payable from, and may be secured by a pledge of, General Revenues. Each Authorized Officer is individually authorized to execute and deliver at any time, for and on behalf of the Board, any agreements or instruments with a party or parties selected by an Authorized Officer necessary to obtain, maintain, renew or replace, and provide for repayments under, any Liquidity Device deemed by such officer to be required for the purposes of this Resolution.

In relation to the debt service on all or any portion of the Bonds, or in relation to the debt service on all or any portion of the Outstanding Obligations, any Authorized Officer may, at any time, on behalf of and as the act of the Board, enter into or modify an interest rate swap, cap, forward starting swap, option, swaption, rate lock or similar agreement or agreements (collectively, the “Swap Agreement”) with a counterparty or counterparties to be selected by the Authorized Officer. Such Swap Agreement shall provide for payments between the Board and

the counterparty related to interest on all or a portion of the Bonds or any series of Outstanding Obligations, at indexed or market established rates. If the Swap Agreement is entered into at approximately the same time as the issuance of the Bonds and is related to the Bonds, the expected effective interest rates on the Bonds to which the Swap Agreement relates, taking into account the effect of the Swap Agreement, shall be within the limitations set forth herein. Any Swap Agreement may, if determined necessary or appropriate by an Authorized Officer, be subsequently terminated, in whole or in part, which may result in termination payments due by the Board. Any such required payments and other costs of termination may be funded from available funds of the University or the proceeds of the Bonds or other indebtedness of the Board.

2. Financing of Program Purposes; Refunding of Refunded Obligations. Subject to the Board's policies regarding approval of capital projects and any other policies or procedures enacted by the Board with respect to the authorization or approval of specific Program Purposes or the expenditure of Bond proceeds or other University funds for Program Purposes, in each case as from time to time in effect, each Authorized Officer is individually authorized to determine the specific Program Purposes to be financed, in whole or in part, from the proceeds of the Bonds, and to determine the amount of each specific Program Purpose to be financed, in whole or in part, from the proceeds of the Bonds.

The Board further approves the refunding of all or any portion of the Outstanding Obligations and authorizes the Authorized Officers, or any one of them individually, to select the portion, if any, of the Outstanding Obligations to constitute the Refunded Obligations, in order to produce interest or other cost savings or a more favorable debt service structure, to reduce or eliminate risks associated with variable rate bonds and related interest rate swaps, to provide for more favorable terms or covenants, or to provide for permanent financing of projects previously financed from short-term debt, and to fund, if deemed appropriate, a portion of the costs of the refunding from available funds of the University and the balance of such costs from the proceeds of the Bonds, and to proceed with the refunding.

In connection with the refunding of all or any portions of any Outstanding Obligations, any Authorized Officer may, in the name and on behalf of the Board, and as its corporate act and deed, modify any of the Existing Swap Agreements, in whole or in part, and relate any of such Existing Swap Agreements to any portion of the debt service on the Bonds or any Outstanding Obligations, or terminate any Existing Swap Agreements, in whole or in part, and any fees or termination payments required in connection with any such modifications or terminations may be paid from the proceeds of the Bonds, or from available funds of the University, as determined by an Authorized Officer.

3. Limited Obligations of the Issuer; Pledge of General Revenues. The Bonds, and the obligations of the Board under the Swap Agreement and the Liquidity Device, if any, shall be limited and not general obligations of the Board payable from and, except as provided below in this Section 3, secured by a lien on, the General Revenues (as shall be defined in the Trust Agreement in a manner generally consistent with the definition thereof contained in the trust agreements pursuant to which the Prior Bonds were issued). Except as otherwise determined by an Authorized Officer, as provided below in this Section 3, the lien on General Revenues securing the Bonds, the Swap Agreement and the Liquidity Device, if any, shall be on a parity

basis with the liens on General Revenues securing the Outstanding Obligations. The Bonds, and the obligations of the Board under the Swap Agreement and the Liquidity Device, if any, may also be payable from and secured by a lien on moneys, securities or other investments from time to time on deposit in certain funds created pursuant to the Trust Agreement or agreements entered into in connection with a Swap Agreement or Liquidity Device.

No recourse shall be had for the payment of the principal amount of or interest or premium on the Bonds, or for the payment of any amounts owing under the Swap Agreement or the Liquidity Device, if any, or any claim based thereon, against the State of Michigan, or any member or agent of the Board (including, without limitation, any officer or employee of the University), as individuals, either directly or indirectly, or, except as specifically provided in the Trust Agreement or the instruments entered into in connection with the Swap Agreement or the Liquidity Device, if any, against the Board, nor shall the Bonds and interest or premium with respect thereto, or any obligations of the Board in connection with the Swap Agreement or Liquidity Device, if any, become a lien on or be secured by any property, real, personal or mixed, of the State of Michigan or the Board, other than General Revenues and the moneys, securities or other investments from time to time on deposit in certain funds established as pledged pursuant to the Trust Agreement or pursuant to agreements entered into in connection with the Swap Agreement or Liquidity Device, if any.

Any pledge of General Revenues, and funds specified in the Trust Agreement or in any agreements entered into in connection with the Swap Agreement or the Liquidity Device, if any, shall be valid and binding from the date of the issuance and delivery of the Bonds or such agreements, and all moneys or properties subject thereto which are thereafter received shall immediately be subject to the lien of the pledge without physical delivery or further act. The lien of said pledge shall be valid and binding against all parties (other than the holders of any other bonds, notes or other obligations secured by a parity first lien on General Revenues) having a claim in tort, contract or otherwise against the Board, irrespective of whether such parties have notice of the lien.

Notwithstanding anything herein to the contrary, any obligations of the Board under the Swap Agreement or any agreement with respect to the Liquidity Device may, if determined appropriate by an Authorized Officer, be payable and secured on a subordinated basis to the Bonds and other General Revenue obligations of the Board, or may be payable from General Revenues but be unsecured.

4. Issuance of Additional Obligations. The right is reserved to issue additional bonds, notes or other obligations payable from General Revenues and secured on a parity or subordinated basis with the Bonds and the Outstanding Obligations by a lien on General Revenues, upon compliance with the terms and conditions therefor as shall be set forth in the Trust Agreement.

5. Approval of Trust Agreement; Appointment of Trustee; Bond Insurance. Each Authorized Officer is hereby individually authorized and directed, in the name and on behalf of the Board, and as its corporate act and deed, to select the Trustee, if any, and to negotiate the terms of and execute and deliver the Trust Agreement. The Trust Agreement may contain such covenants on behalf of the Board and terms as such Authorized Officer deems appropriate and as shall be approved by the Office of the General Counsel, including, but not limited to, covenants

with respect to the establishment of General Revenues at levels expressed as a percentage of debt service on the Bonds or all General Revenue obligations of the Board, and with respect to the issuance of additional bonds, notes or other obligations payable from and secured by General Revenues. In addition, each Authorized Officer is hereby individually authorized, empowered and directed to negotiate, if deemed appropriate by an Authorized Officer in connection with the issuance of the Bonds, for the acquisition of bond insurance and to execute and deliver an insurance commitment or other documents or instruments required in connection with such insurance.

6. Selection of Underwriter; Sale of Bonds; Bond Purchase Agreement. Each Authorized Officer is hereby individually authorized and directed, in the name and on behalf of the Board and as its corporate act and deed, to select the Underwriter and to negotiate, execute and deliver the Bond Purchase Agreement with the Underwriter setting forth the terms of the Bonds and the sale thereof, and containing such other covenants and agreements of the Board as may be required by the Underwriter in connection therewith, in such form as an Authorized Officer may approve upon recommendation of the Office of the General Counsel, all within the limitations set forth herein. Each Authorized Officer is hereby further individually authorized and directed, in the name and on behalf of the Board and as its corporate act and deed, to negotiate, execute and deliver the Remarketing Agreement, if any, with the Underwriter or other party selected by the Authorized Officer.

7. Execution and Delivery of Bonds. The President and the Senior Vice President, Chief Financial Officer and Treasurer are each individually authorized, empowered and directed, in the name and on behalf of the Board, and as its corporate act and deed, to execute the Bonds by manual or facsimile signature, and to deliver the Bonds to the Underwriter in exchange for the purchase price therefor.

8. Ratings; Official Statement. Each Authorized Officer is hereby individually authorized to solicit ratings on the Bonds from any national rating services that the Authorized Officer deems appropriate and to cause the preparation of a Preliminary Official Statement and an Official Statement with respect to each series of the Bonds, to deem such official statements “final” in accordance with applicable law, and to execute and deliver the Official Statements. Each Authorized Officer or the Underwriter, as appropriate, is authorized to circulate and use, in accordance with applicable law, the Preliminary Official Statements and the Official Statements in connection with the offering, marketing and sale of the Bonds.

9. Authorization of Other Actions. Each Authorized Officer, the Secretary of the Board, the Vice President for Legal Affairs and General Counsel and any Associate or Assistant General Counsel, and all other appropriate officers or representatives of the Board or the University and each one of them, are authorized to perform all acts and deeds and to execute and deliver for and on behalf of the Board all instruments and documents required by this Resolution, the Trust Agreement, the Bond Purchase Agreement, the Remarketing Agreement, the Swap Agreement and the Liquidity Device, or necessary, expedient and proper in connection with the issuance, sale and delivery of the Bonds, as contemplated hereby, including, if deemed appropriate, one or more escrow deposit agreements with an escrow agent to be selected by an Authorized Officer as may be necessary to accomplish any refunding authorized hereby. Each Authorized Officer is further authorized to execute and deliver, for and on behalf of the Board or the University, all instruments and documents required, necessary or appropriate for the ongoing

administration or operation of the financing program represented by the Bonds, the Trust Indenture, the Bond Purchase Agreement, the Remarketing Agreement, the Liquidity Device and the Swap Agreement. Any action required under the Trust Agreement, the Bond Purchase Agreement, the Remarketing Agreement, the Swap Agreement or the Liquidity Device or any other instrument related to the Bonds, and any action necessary or appropriate in connection with the ongoing administration of the financing program authorized hereby, may be taken by and on behalf of the Board by an Authorized Officer. Any reference to any specified officer of the Board or the University in this Resolution shall include any interim or acting officer occupying such position or having been assigned all or a portion of the functions of such position.

10. Continuing Disclosure. In accordance with the requirements of Rule 15c2-12 of the United States Securities and Exchange Commission, the Board may be required in connection with the issuance of the Bonds to enter into one or more continuing disclosure undertakings for the benefit of the holders and beneficial owners of the Bonds. Each Authorized Officer is individually authorized to cause to be prepared and to execute and deliver, on behalf of the Board, the continuing disclosure undertakings.

11. Conflicting Resolutions. Any resolutions or parts of resolutions or other proceedings of the Board in conflict herewith are hereby repealed insofar as such conflict exists.

I hereby certify that the attached is a true and complete copy of a resolution adopted by the Board of Trustees of Michigan State University at a meeting held on December 17, 2021, in accordance with applicable law, and that the minutes of the meeting at which the resolution was adopted were kept and will be or have been made available at the Office of the Secretary of the Board of Trustees of Michigan State University.

I further certify as follows:

1. Present at the meeting were the following Board members:

Absent from the meeting were the following Board members:

2. The following members of the Board voted for the adoption of the Resolution:

The following members of the Board voted against adoption of the Resolution:

RESOLUTION DECLARED ADOPTED.

Brian T. Quinn, Acting Secretary
Board of Trustees of Michigan State University