

APPROVED

APRIL 21, 2023

BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

Attachment 4

RESOLUTION OF THE BOARD OF TRUSTEES
AUTHORIZING THE BORROWING OF FUNDS
TO MEET EXTRAORDINARY CASH FLOW NEEDS
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 previously entered into a revolving credit agreement with a commercial bank (the “Existing Credit Agreement”) pursuant to which the Board obtained a revolving line of credit in the maximum available amount of \$75,000,000 from time to time outstanding for the purpose of maintaining the required operating cash reserves of the University and providing necessary funds to meet extraordinary cash flow needs; and

WHEREAS, the Board, in the exercise of its constitutional duties, has determined that it is necessary to amend the Existing Credit Agreement, or to establish one or more new lines of credit, or any combination thereof, whereby the Board may borrow the aggregate principal sum of up to \$75,000,000 from time to time outstanding, on a revolving loan basis, on the terms set forth herein, for the purpose of maintaining the required operating cash reserves of the University and providing necessary funds to meet extraordinary cash flow needs; and

WHEREAS, in order to provide the Board with access to one or more lines of credit for the foregoing purposes (each such line of credit being a “Line of Credit”), it will be necessary for the Board to enter into one or more new revolving credit agreements, line of credit agreements or similar agreements with one or more banks or financial institutions and/or to enter into one or more amendments to the Existing Credit Agreement (each such new agreement, and the Existing Credit Agreement, if and as amended in accordance with the terms of this Resolution, being a “Credit Agreement”); and

WHEREAS, it is necessary for the Board to authorize the President; the Senior Vice President, Chief Financial Officer and Treasurer; the Vice President of Financial Planning and Analysis; and the Assistant Vice President of Treasury and Financial Management (each an “Authorized Officer”), or any of them individually, to negotiate, execute and deliver, for and on behalf of the Board, one or more new Credit Agreements with one or more banks or financial institutions, and/or one or more amendments to the Existing Credit Agreement, and other related documents, all within the limitations set forth herein.

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

1. Authorization of Lines of Credit; Purpose and Terms. The Board hereby authorizes the establishment of one or more Lines of Credit, on a revolving loan basis, for the purpose of maintaining the required operating cash reserves of the University and providing necessary funds to meet extraordinary cash flow needs. The aggregate maximum principal

amount of borrowings permitted to be outstanding at any time under the Lines of Credit authorized by this Resolution shall not exceed \$75,000,000.

Draws or advances under any Credit Agreement shall be made at the request of any Authorized Officer, or any other officer or employee of the Board or of the University so designated in writing by an Authorized Officer.

Interest shall accrue on sums outstanding under each Line of Credit at the variable rate or rates of interest specified in the related Credit Agreement, subject, however, to adjustments in the applicable interest rate for increased costs of the bank or financial institution providing such Line of Credit, changes in applicable laws or regulations, rating changes, defaults and other specified factors, all as may be specified in the Credit Agreement, but in no event shall the applicable interest rate exceed the lesser of 25% per annum, the maximum rate permitted by law or the maximum rate, if any, specified in the Credit Agreement. Interest accrued on unpaid advances under each Line of Credit shall be payable on the dates and in the amounts as shall be provided in the related Credit Agreement. Advances under each Line of Credit shall be repaid with interest as provided in the related Credit Agreement; provided, however, that all unpaid principal of and accrued interest on all outstanding advances under each Line of Credit shall be finally due and payable not later than December 31, 2033, or such earlier date or dates as determined by an Authorized Officer.

2. Selection of Credit Providers; Approval of Credit Agreements and Notes. The Board further authorizes the Authorized Officers, or any of them individually, to select one or more banks or financial institutions to provide one or more Lines of Credit, and to negotiate, execute and deliver, for and on behalf of the Board and as its corporate act and deed, one or more new Credit Agreements and/or one or more amendments to the Existing Credit Agreement, with one or more banks or financial institutions providing the Lines of Credit, subject to the terms, conditions and limitations of this Resolution. Any Credit Agreement may provide for the delivery of a note (the "Note") to evidence all or part of the Board's obligations under such Credit Agreement, and each Authorized Officer is individually authorized to prescribe the form of the Note and to execute and deliver such Note for and on behalf of the Board and as its corporate act and deed.

3. Limited Obligations; Security. The Board's obligations under each Credit Agreement and related Note shall be limited and not general obligations of the Board, payable solely from General Revenues, as defined below, and may be unsecured or, if an Authorized Officer so determines, secured as set forth below; provided, that the Board reserves the right, but not the obligation, to pay the Board's obligations under any Credit Agreement and related Note from any legally available funds. The Authorized Officers, or any of them individually, are further authorized in the name of the Board and as its corporate act and deed to secure the Board's obligations under any Credit Agreement and related Note by a parity first lien or subordinated lien on the General Revenues (as shall be defined in the Credit Agreement in a manner generally consistent with the definition thereof contained in that certain Trust Agreement, dated March 1, 2022, between the Board and The Bank of New York Mellon Trust Company, N.A., as trustee). A first lien on the General Revenues permitted to be established by this Resolution securing the Board's obligations under a Credit Agreement and related Note shall

be on a parity basis with the first lien thereon established as security for certain outstanding debt of the Board. Any pledge of General Revenues shall be valid and binding from the date of the issuance and delivery of the Credit Agreement and related Note, 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.

No recourse shall be had for the payment of the principal amount of or interest or other amounts due under any Credit Agreement or related Note, or any claim based thereon, against the State of Michigan or the Board or the University, or any officer or agent thereof, as individuals, either directly or indirectly, nor shall the principal amount of or interest or other amounts due under any Credit Agreement or related Note be payable from or become a lien on or be secured by any property, real, personal or mixed, of the State of Michigan or the Board, other than the General Revenues and the moneys from time to time on deposit in funds or accounts, if any, established by the Credit Agreement.

4. Authorization of Other Actions. The Authorized Officers, or any one of them individually, are further authorized to perform all acts and deeds and to negotiate, execute and deliver, for and on behalf of the Board, any and all related agreements, amendments, instruments and certificates, and to make any determinations, elections and filings, necessary to obtain, maintain, renew or replace, and provide for the ongoing administration of, the Lines of Credit authorized by this Resolution.

5. Repeal of 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 on April 21, 2023, 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 and Chief of Staff to the Board of Trustees of Michigan State University.

I further certify as follows:

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

2. Absent from the meeting were the following Board members:

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

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

RESOLUTION DECLARED ADOPTED.

Secretary and Chief of Staff
Board of Trustees of Michigan State University