

APPROVED

APRIL 21, 2023

BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

Attachment 5

RESOLUTION OF THE BOARD OF TRUSTEES OF MICHIGAN STATE UNIVERSITY
AUTHORIZING A TERM LOAN AGREEMENT WITH MSU HEALTH CARE, INC.

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 the control and direction of all expenditures from the University’s funds; and

WHEREAS, the Board is the sole corporate member of MSU Health Care, Inc. (“MSU Health”), a Michigan nonprofit corporation, which has been organized by the Board to be the faculty practice plan of the University; and

WHEREAS, pursuant to MSU Health’s Articles of Incorporation, MSU Health is organized and at all times shall be operated exclusively for the benefit of, or to perform the functions of, or to carry out the purposes of, the Board; and

WHEREAS, MSU Health has requested that the Board make available to MSU Health a term loan facility under which MSU Health may request from the Board one or more term loans (each, a “Term Loan,” and collectively, the “Term Loans”), the proceeds of which will be used by MSU Health in furtherance of its nonprofit corporate purposes as the faculty practice plan of the University; and

WHEREAS, the Board has determined that the establishment of a term loan facility for the making of the Term Loans to MSU Health, upon the terms and conditions set forth herein, will provide MSU Health with a lower cost of capital than it might otherwise be able to obtain through commercial lending sources, thereby reducing its borrowing costs and enhancing its ability, as a supporting organization of the Board, to advance the research and academic missions of MSU Health Sciences; and

WHEREAS, in the exercise of its constitutional duties, the Board has determined that it is necessary and in the best interests of the University to authorize the execution and delivery of a term loan agreement (the “Term Loan Agreement”) with MSU Health, pursuant to which MSU Health may request, and the Board may extend to MSU Health, one or more Term Loans in the aggregate maximum original principal amount of not to exceed \$10,000,000; and

WHEREAS, it is necessary to authorize the Senior Vice President, Chief Financial Officer and Treasurer; the Vice President of Financial Planning and Analysis; and the Assistant Vice President for Treasury and Financial Management (each, an “Authorized Officer”), or either of them individually, to negotiate, execute and deliver the Term Loan Agreement on behalf of the Board, and to establish the specific terms of each Term Loan determined to be made thereunder, subject to the terms, conditions and limitations set forth herein.

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

1. Term Loan Agreement; Purpose of Term Loans. The Authorized Officers, or either of them individually, are hereby authorized to negotiate the terms of and to execute and deliver, in the name of the Board and as its corporate act and deed, the Term Loan Agreement. The Term

Loan Agreement shall contain such terms, conditions and covenants of MSU Health as an Authorized Officer deems appropriate and as shall be approved by the Office of the General Counsel. Under the terms of the Term Loan Agreement, MSU Health may from time to time request, and an Authorized Officer, acting for and on behalf of the Board by this specific delegation of the Board, may approve and fund, from available funds of the Board, one or more Term Loans to MSU Health, subject to the terms, conditions and limitations set forth herein. The purpose of each Term Loan shall be approved by an Authorized Officer prior to the funding of such Term Loan; provided, however, that the purpose of each Term Loan shall always be in furtherance of (i) the corporate purpose of MSU Health as the faculty practice plan of the University and (ii) the purpose or function constituting the basis for MSU Health's exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its status as a supporting organization of the Board as described in the Code.

2. Details of Term Loans. Each Term Loan determined to be made to MSU Health under the Term Loan Agreement shall be in the principal amount, shall bear interest at the rate or rates, shall payable as to principal and interest on such date or dates, and shall be subject to such other terms and conditions, as an Authorized Officer shall determine, subject to the following limitations: (i) each Term Loan shall be governed by, and subject to the terms and conditions of, the Term Loan Agreement; (ii) the aggregate maximum original principal amount of all Term Loans made to MSU Health under the Term Loan Agreement shall not exceed \$10,000,000; (iii) each Term Loan shall mature not later than ten (10) years from the date of funding of such Term Loan; and (iv) all Term Loans shall mature not later than ten (10) years from the date of funding of the first Term Loan made under the Term Loan Agreement. Each Term Loan shall be a general, unsecured obligation of MSU Health; provided, however, that an Authorized Officer may, as a condition to approving any Term Loan, require such security or additional assurances from MSU Health as may be determined by an Authorized Officer to be in the best interests of the University.

3. Authority of Authorized Officers. Any action required of the Board under the Term Loan Agreement, and any action necessary or appropriate in connection with the ongoing administration of the Term Loan Agreement and of any Term Loans made thereunder, 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.

4. Conflicting Resolutions. All resolutions or parts of resolutions 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 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:

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.

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