

**RESOLUTION OF THE BOARD OF TRUSTEES OF
WESTERN CAROLINA UNIVERSITY
APPROVING THE ISSUANCE OF SPECIAL OBLIGATION BONDS AND
DECLARING ITS INTENT TO REIMBURSE FROM PROCEEDS OF BONDS**

WHEREAS, under Article 3, Section 116D General Statutes of North Carolina (the “Act”) the Board of Governors (the “Board of Governors”) of the University of North Carolina (the “University”) may issue special obligation bonds, payable from obligated resources to pay the costs of acquiring, constructing or providing special obligation projects at one of the constituent institutions of the University or refunding any obligations previously issued by the Board of Governors;

WHEREAS, Western Carolina University (“WCU”) will request the Board of Governors to issue its special obligation bonds (the “Bonds”), the proceeds of which will be applied by WCU for the construction, equipping and furnishing of an upper campus new residence hall on WCU’s campus as authorized by Chapter 394 of the 2013 Session Laws of the North Carolina General Assembly (the “Special Obligation Project”);

WHEREAS, Section 116D-26(b) of the Act requires the Board of Trustees of WCU to approve the issuance of the Bonds for the Special Obligation Project;

WHEREAS, WCU expects to proceed with the Special Obligation Project and to incur and pay certain expenditures in connection with the Special Obligation Project prior to the date of issuance of the Bonds (the “Original Expenditures”), such Original Expenditures to be paid for originally from a source other than the proceeds of the Bonds, and the Board of Trustees intends WCU to be reimbursed for such Original Expenditures from a portion of the proceeds of the Bonds to be issued at a date occurring after the dates of such Original Expenditures;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Western Carolina University as follows:

Section 1. **Approval of Issuance of the Bonds.** The issuance of the Bonds for the Special Obligation Project is approved.

Section 2. **Official Declaration of Intent to Reimburse.** The Board of Trustees presently intends, and reasonably expects, WCU to be reimbursed for the Original Expenditures incurred and paid by WCU on or after the date occurring 60 days prior to the date of adoption of this Resolution from a portion of the proceeds of the Bonds. The Board of Trustees reasonably expects that the Board of Governors will issue the Bonds to finance the Special Obligation Project and the maximum principal amount of Bonds expected to be issued to pay for the Special Obligation Project is \$48,000,000. This Resolution is a declaration of official intent of the Board of Trustees under Section 1.150-2 of the Treasury Regulations promulgated under Section 103 of the Internal Revenue Code of 1986, as amended, to evidence the Board of Trustees’ intent to cause WCU to be reimbursed for the Original Expenditures from proceeds of the Bonds. The Vice Chancellor for Administration and Finance of WCU or his designee, with advice from bond counsel, is hereby authorized, directed and designated to act on behalf of WCU in determining and itemizing all of the Original Expenditures incurred and paid by WCU in connection with the Special Obligation Project.

Section 3. **Documents Authorized.** The Chairman of the Board of Trustees, the Chancellor and the Vice Chancellor for Administration and Finance are hereby authorized, empowered and directed to do any and all other acts and to execute any and all documents, which they, in their discretion, deem necessary and appropriate in order to consummate the transactions contemplated by this Resolution.

Section 4. **Effective Date.** This Resolution is effective immediately.

ADOPTED AND APPROVED this 15th day of September, 2017.

THE BOARD OF TRUSTEES OF WESTERN CAROLINA UNIVERSITY

By: _____
Secretary

STATE OF NORTH CAROLINA)
)
COUNTY OF JACKSON) SS:

I, _____, the duly elected Secretary of the Board of Trustees of Western Carolina University, ***DO HEREBY CERTIFY*** that (1) the foregoing is a full, true and correct copy of the Resolution adopted by the Board of Trustees of Western Carolina University at its meeting of September 18, 2017 and appearing in the minutes of such meeting, (2) notice of the meeting of the Board of Trustees of Western Carolina University held on September 18, 2017 was sent to each member of the Board, and (3) a quorum was present at the meeting on September 18, 2017 at which time the foregoing Resolution was adopted.

WITNESS, my hand this ____ day of September, 2017.

Secretary