

**BUDGET, FINANCE AND INVESTMENT COMMITTEE
BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE**

A meeting of the Budget, Finance and Investment Committee of the Board of Trustees of the University of Vermont State and Agricultural College was held on Friday, May 16, 2008 at 9:30 a.m., in the Livak Ballroom, room 417-419 Dudley H. Davis Center.

MEMBERS PRESENT: Chair Debbie McAneny, Co-Vice Chairs Robert Cioffi and Robert Young, Edwin Amidon, Jr., Samuel Bain, Bill Botzow, Harry Chen, Jason DePatie, Daniel Fogel, John Hilton, Jr., Susan Hudson-Wilson, Bill Ruprecht, John Snow, and Donna Sweaney

REPRESENTATIVES PRESENT: Faculty Representative Bud Meyers, Alumni Representative Meg Guziwicz, Staff Representatives Kit Ardell and Rodman Corey, and Student Representatives Ben Porter and Vasilis Varsakopoulos (attending for Kevin Issadore)

ABSENT: Faculty Representative Albert Joy and Alumni Representative Walt Blasberg

OTHER TRUSTEES PRESENT: Board Chair Ian Boyce and Board Vice Chair Frank Cioffi

PERSONS ALSO PARTICIPATING: Associate Vice President for Budget and Resource Management Ted Winfield, Chief Information Officer David Todd, Jon Speare* and David Herten*, Co-Managing Directors, Commonfund

*via teleconference

Chair Debbie McAneny called the meeting to order at 10:03 a.m.

Chair McAneny began the meeting by welcoming the new trustees, staff representatives, and student representatives to the Budget, Finance, and Investment Committee.

Approval of Minutes

A motion was made, seconded, and voted to approve the minutes of the April 14, 2008 meeting.

Acceptance of Gifts and Grants

The resolution to accept gifts and grants was approved unanimously by the Committee for recommendation to the full Board.

Acceptance of Gifts and Grants

RESOLVED, that the Board of Trustees hereby accepts grants and contracts in the amount of \$22,266,868 for the period January 1, 2008, through March 31, 2008, and gifts in the amount of \$6,572,445 for the period January 1, 2008, through March 31, 2008.

Limited Term Asset Pool Report

Mr. Speare and Mr. Hertan gave a brief overview of the “Limited Term Asset Pool” Investment Program; its objectives, cash level analysis and strategies for investing since its development in 2005 and inception in 2006. Mr. Speare reviewed the policy target allocations of the Limited Term Asset Portfolio and current actual allocations and stated that the annual review would happen at the September Budget, Finance, and Investment (BFI) Committee meeting. He noted that for over two years, Commonfund and the University Treasury Team have had an ongoing partnership with continuous discussions on a frequent basis to agree on and direct management of the portfolio. The results produced are from a combination of market return and the work done with the Treasury Team taking into account expected cash positioning.

Mr. Hertan discussed the portfolio and the challenges of the current market and its impact on the FY 2008 and FY 2009 budgets. The portfolio rate of return for the quarter was 117 bps, 143 bps less than the T-bill rate. He noted that FY 2008 has been a difficult time for the diversifying strategies due to rising market volatility and wider credit spreads. The Federal Reserve has taken aggressive steps and as a result, some improvement of the portfolio has occurred in April.

Trustee Snow gave a brief overview on the background of the short term pools of money, stating that the Investment Subcommittee agreed this process lies with the Treasurer’s Office and the Subcommittee was in charge of the Endowment. Trustee Bain commented that the portfolio has produced earnings, but that the results are lower than the budgeted expectation. The BFI Committee asked that the allocation asset target policy be reviewed and approved by the Investment Subcommittee with operations remaining under the daily management of the Treasury Team.

There was agreement that the portfolio has provided positive results and is also producing revenue in this year. The shortfall is a budget issue and needs to be addressed as such. The projected return will likely be \$3 million less than the \$5.5 million that was budgeted.

Updated Budget Forecast FY 2008

Associate Vice President Winfield highlighted the major income and expense variations that have occurred since the start of FY 2008. A report on current general fund income and expenses to date and the impact of the decline in the Limited Term Asset Pool was provided to the Committee as Handout 2. This shows that current operations, including the shortfall in the Limited Term Asset Pool, will use almost all available resources. In addition there is also a range of unbudgeted expenses projected to be \$7-\$9.5 million related to Huron Consulting, small capital projects and planning expenses, and special audit expenses. He noted that the expected shortfall is still being defined, and work is underway to identify potential revenue and expense offsets in the current year. A plan will be formulated by administration to address the deficit. The progress on the plan will be reported to the Executive Committee this summer and brought before the BFI Committee in September. The Committee discussed the implications of the projected shortfall on current and future year budgets.

FY 2009 Budget – General Fund

Associate Vice President Winfield presented an overview of the FY 2009 total operating and general fund budgets. At the April meeting, the Committee reviewed the FY 2009 general fund budget parameters and discussed the balanced budget that was presented, projecting a total of \$270.9M in revenues and expenses. Since the April meeting, two major assumptions have needed revision and an amended budget projection has been built. Recent market results for the Limited Term Asset Pool necessitate reducing projected FY 2009 income by \$2.5M. Further review of the overall income revealed that not all new student fee revenue had been recognized, adding over \$600K of revenue. At the same time, current assessment of the benefit rate resulted in a decrease in the FY 2009 rate from 40.2% to 39.5%, resulting in a budgeted expense reduction of nearly \$900K. The Committee was provided with an updated FY 2009 budget, Revised Attachment 5.1, which projects a total of \$269M in revenues and expenses. Additionally, a line has been added, recognizing \$6M in projected unbudgeted expense. Chair McAneny noted that this figure is a placeholder, which represents the possible FY 2009 impact of the issues that have been recognized in FY 2008. Further refinement of the placeholder amount will occur as part of the work leading up to the September Board meeting.

In order to proceed with the FY 2009 budget an amended resolution was prepared, which called for actions to address the identified range of deficits projected for FY 2008 and FY 2009 and any modifications to the FY 2009 budget, be brought forward for approval by the Board at its September meeting. After further discussion, the revised FY 2009 general fund budget resolution was approved unanimously by the Committee for recommendation to the full Board.

Fiscal Year 2009 Budget Premises: General Fund

RESOLVED, that the Board of Trustees hereby approves the budget premises for Fiscal Year 2009, which lead to a General Fund operating budget for the University of \$269,019,000, and authorizes the President to proceed with detailed budget preparation in accordance with these premises.

FURTHER RESOLVED, that in light of currently unbudgeted costs in FY 2008 and FY 2009 associated with actions required to address ongoing operations of elements of the University's financial and human resources systems, especially grants management, and as yet undefined costs associated with the Board's engagement of special external auditors, that the President proceed to assess the level and nature of these costs and be prepared to present to the Trustees at their September meeting a full analysis of the costs, the operations plan that they will support and a budget and/or financing plan to address them together with any modifications of the Fiscal Year 2009 budget that may be appropriate.

Tuition Rates for FY 2009

Tuition rate increases of 6.0% for both Vermont and out-of-state students were proposed. Also included in the resolution are proposed tuition rate increases for the College of Medicine of 4.8% for first year through third year classes, and 5.5% for the fourth year class, for both Vermont and out-of-state students.

The following tuition rates resolution was approved unanimously by the Committee for recommendation to the full Board.

Tuition Charges for Fiscal Year 2009

RESOLVED, that the Board of Trustees hereby approves increases in the following tuition rates effective with the 2008-2009 academic year:

- a. In-state tuition from \$10,422 to \$11,048 per year, or \$460 per credit hour.
- b. Out-of-state tuition from \$26,306 to \$27,886 per year, or \$1,162 per credit hour.
- c. Medical student in-state tuition from \$25,460 to \$26,680 per year for first-year students; from \$25,460 to \$26,680 for second-year students; from \$25,460 to \$26,680 for third-year students; and from \$25,290 to \$26,680 for fourth-year students.
Medical student out-of-state tuition from \$44,560 to \$46,700 per year for first-year students; from \$44,560 to \$46,700 for second-year students; from \$44,560 to \$46,700 for third-year students; and from \$44,250 to \$46,700 for fourth-year students.

Student Fees for FY 2009

An increase of \$164 (10.0%), from \$1,632 to \$1,796, is proposed for FY 2009. This represents the result of both inflation and enhancements to existing components. Additionally, two new fees are included: The Clean Energy Fee and The Academic Support Program Fee. The student fees resolution was approved unanimously by the Committee for recommendation to the full Board.

Fees for Fiscal Year 2009

RESOLVED, that the Board of Trustees approves increases to student fees from \$1,632 to \$1,796 effective with the 2008-2009 academic year.

Room and Meal Rates for FY 2009

The predominate traditional double room rate is proposed to increase 6.0% to \$5,752 for the 2008-2009 academic year and the proposed average meal plan rate will increase 7.1% to \$2,782, for a total combined room and meal plan increase of 6.4% for FY 2009. The room and meal rate resolution was approved unanimously by the Committee for recommendation to the full Board.

Room and Meal Plan Rates, Fiscal Year 2009

RESOLVED, that the Board of Trustees hereby approves room and meal plan rates for Fiscal Year 2009 as follows:

	<u>per year</u>
Private Single with Bath	\$7,180
Private Double with Bath	\$7,012
Suite Single with Shared Bath	\$6,790
Suite Double with Shared Bath	\$5,864
Traditional Single	\$6,622

Traditional Double	\$5,752
Traditional Triple	\$4,586
Traditional Quad	\$3,842
Basic Meal Plan	\$2,188
Average Meal Plan	\$2,782
Carte Blanche Meal Plan	\$3,110

FY 2009 Budget - Morgan Horse Farm

The UVM Morgan Horse Farm is a self-sustaining operation that generates the majority of its revenue from the sale of horses. The proposed FY 2009 operating budget of \$357,600 represents a 1.4% decrease over FY 2008. The Committee unanimously approved the Morgan Horse Farm resolution presented for recommendation to the full Board.

Fiscal Year 2009 Operating Budget: Morgan Horse Farm

RESOLVED, that the Board of Trustees approves the recommended operating budget for the Morgan Horse Farm for Fiscal Year 2009 in the amount of \$357,600.

Report of the Investment Subcommittee

Performance and Manager Review

Chair Cioffi briefly reviewed the performance for the most recent quarter and fiscal year to date. UVM returns were -1.5% for the fiscal year-to-date and -5.3% for the last quarter, outperforming the composite index (S&P 500 75%/LB Agg 25%) for the fiscal year-to-date (-6.2%) by 470 bps and for the quarter (-6.6%) by 130 bps. The UVM long term pool did well in comparison to the Cambridge (CA) endowment median, exceeding the CA median for the fiscal year-to-date (-2.0) by 50 bps but was below the median for the quarter (-4.6%) by 70 bps. He also noted that this was the first negative quarter in absolute terms in over four years and the first quarter in a few years that UVM's endowment did not meet/beat Cambridge's median. Diversification across manager and asset classes has served us well. He noted that returns are more positive for the month of April 2008 with an overall return of 4.056% for the portfolio for the month.

In July, the Investment Subcommittee will have its annual meeting for review of asset allocation targets and possibly decide on additional new managers.

Investment Advisor Contract Renewal

A motion was made, seconded and approved to continue the contract with Cambridge Associates at a fee to be determined by the Investment Subcommittee Chair for the fiscal year July 1, 2008 through June 30, 2009.

Resolution Regarding Investment Advisory Services

BE IT RESOLVED, that the President, Provost, Vice President for Finance and Administration, Associate Vice President for Finance and Controller, or any officer holding

the above positions on an interim basis, singly is authorized to enter into a contract with Cambridge Associates LLC for the purpose of serving as an investment advisor to the University for the period July 1, 2008 to June 30, 2009, at a fee to be determined by the Investment Subcommittee Chair.

This resolution supersedes all previous authorizations.

Socially Responsible Investing Work Group (SRIWG) Update

Trustee Snow reported on the May 1, 2008 meeting of the Socially Responsible Investing Work Group. There is an automatic sunset requiring action on an annual basis, so the work group reviewed reaffirmation of the Resolution for Divestment from Sudan. The SRIWG unanimously agreed that the University should remain divested since the conditions are still deplorable in Sudan.

Another resolution was addressed regarding proxy voting in favor of shareholder proposals that address climate change. The work group finalized the Resolution Regarding Proxy Voting in Favor of Climate Change Action that is being brought to the BFI Committee for approval to move to the full Board.

A motion was made, seconded and approved for the Resolution for Divestment from Sudan and the Resolution Regarding Proxy Voting in Favor of Climate Change Action.

Trustee Snow had three issues that he would like the BFI Committee to address in the future. First, the SRIWG should report to the Investment Subcommittee rather than directly to the BFI. Second, recommends that the SRIWG be a standing committee rather than an adhoc working group. And third, to insure a stronger commitment the members of the SRIWG should be assigned for a longer set period of time.

Reaffirm Divestiture from Sudan

RESOLVED, that the Board of Trustees approves the re-affirmation of the resolution for Divestment from Sudan adopted by the Board of Trustees on May 18, 2006, and amended by the Executive Committee on June 12, 2006 (stated below);

BE IT FUTHER RESOLVED, that the Budget, Finance and Investment Committee, as successor to the Committee on Socially Responsible Investing, will review and reaffirm this resolution on an annual basis.

Amended Resolution for Divestment from Sudan

WHEREAS, the University's Policy Statement on Moral, Social and Ethical Considerations in Investment and Shareholder Resolutions holds that the primary objective of investment by the University is to provide a satisfactory return on investment for the support of University operations based upon the Prudent Investor Rule; and

WHEREAS, the Policy Statement also holds, however, that the policy of fiscal prudence shall not preclude the University from considering moral, ethical, and social criteria in determining companies in which to invest; and

WHEREAS, a balanced group of the University community has been convened as the Committee on Socially Responsible Investing and has studied the issue of genocide in the Darfur region of Sudan and has made recommendations to the Investment Committee of the Board of Trustees;

THEREFORE, BE IT RESOLVED that the University adopt and implement a policy of targeted divestment from companies doing business with or otherwise aiding the governing regime of Sudan based on the model developed by the Sudan Divestment Task Force;

BE IT FURTHER RESOLVED that the University implement its divestment policy to the fullest extent consistent with its fiduciary responsibilities; and

BE IT FURTHER RESOLVED that the Socially Responsible Investment Work Group will review and reaffirm this resolution on an annual basis.

Resolution Regarding Proxy Voting in Favor of Climate Change Action

BE IT RESOLVED, the University of Vermont will vote in favor of shareholder proposals that address climate change by calling for actions, reports or disclosures including but not limited to:

- Report on a company's climate change and /or carbon reduction strategies
- Disclosure of total greenhouse gas (GHG) emissions
- Report and/or reduction of greenhouse gas (GHG) emissions
- Increase energy efficiency of operations and/or products
- Increase investment in renewable energy sources
- Report on activities related to the development of renewable energy sources
- Report on company's compliance plans with international, national or regional climate agreements
- Report on company's efforts to adopt a recycling strategy
- Disclosure of risk assessment related to climate change

Capital Project Financial Feasibility Review

The Committee performed the financial feasibility review phase on two capital projects previously reviewed and endorsed by the Educational Policy & Institutional Resources Committee: *Energy Projects and Regional Fiber Ring IRU Conversion*. A summarization of the two projects was presented by Associate Vice President Winfield. The Committee was asked to approve financing for the Energy Projects totaling \$1.0M in project costs and \$1,055,000 in net borrowing authority. The Fiber Ring IRU Conversion totals \$1,430,850 and will be covered by previously authorized borrowing and the telecommunications reserve fund. A motion was made, seconded and passed to approve the two project resolutions for recommendation to the full Board.

Energy Conservation Projects FY '09

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of \$1,000,000 for the Energy Conservation Projects FY .09 (the "Project") at its February 2008 meeting and found it an institutional priority, consistent with the Strategic Capital Plan and worthy of further consideration; and,

WHEREAS, the Educational Policy and Institutional Resources Committee endorsed the Project at its February 2008 meeting and remitted it to the Budget, Finance, and Investment Committee for financial review and approval at the May 2008 meeting; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Energy Conservation Projects FY 09 and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$1,000,000;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$1,055,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$20,000, and capitalized interest in an amount not to exceed \$35,000; and
BE IT FINALLY RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and
WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$1,055,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

Regional Optical Fiber Ring IRU Conversion

WHEREAS, the University has contracted to lease broadband communications (“Regional Optical Fiber Ring”) between campus and off-campus locations; and

WHEREAS, the University has the option of entering into an Indefeasible Right of Use (“IRU”) agreement for the long-term use of that Optical Fiber Ring; and

WHEREAS, it would be financially advantageous for the University to convert that lease into an IRU;

NOW THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to execute an Agreement with Teljet Longhaul, Inc., for an Indefeasible Right of Use for that Regional Optical Fiber Ring at a cost of \$1,430,850;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to apply toward the cost of that Agreement: \$700,000 of debt financing authorized by the Board for that purpose in May, 2007, and \$730,850 in funds maintained in the Telecommunications Reserve Fund for such purposes;

BE IT FINALLY RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

Debt Management Issues

Chair McAneny and Associate Vice President Winfield tabled the Interest Rate Swap Discussion to a future meeting.

In November 2004, the University appointed UBS and Citigroup Global Markets Inc. as its senior managing underwriters, and UBS as Dealer for its commercial paper program. On Monday, May 5, 2008, UBS announced that it would be closing its municipal finance department. Currently, the University has \$5.685 million of CP outstanding, which matures on September 3, 2008. Appointing Citigroup as substitute Dealer would minimize any disruption if the University elects to issue additional CP in the coming months, as well as with the September roll-over. Associate Vice President Winfield referred the Committee to the Dealer agreement that would be entered into with Citigroup. This agreement is essentially the same form and terms of the current agreement that has been in effect with UBS. There was general agreement to proceed, though several trustees encouraged that a second Dealer, in addition to Citigroup, be secured as soon as practicable. The Committee was asked to approve a resolution relating to the removal of certain agents, the appointment of certain other agents and the approval of certain documents, naming Citigroup as dealer for the University's commercial paper program. A motion was made, seconded, and approved for the resolution to go to the full Board.

A RESOLUTION RELATING TO THE REMOVAL OF CERTAIN AGENTS, THE APPOINTMENT OF CERTAIN OTHER AGENTS AND THE APPROVAL OF CERTAIN DOCUMENTS

WHEREAS, The University of Vermont and State Agricultural College (the "University") adopted its Commercial Paper Note Resolution (the "CP Resolution") on November 13, 2004, and thereby established a commercial paper program (the "Commercial Paper Program");

WHEREAS, in connection with the sale of the notes (the "Notes") under the Commercial Paper Program, the University appointed UBS Securities LLC (formerly UBS Financial Inc.) as Dealer under the CP Resolution and executed and delivered an agreement (the "UBS Dealer Agreement") between the University and UBS Securities LLC;

WHEREAS, the University desires to terminate UBS Securities LLC as Dealer under the CP Resolution and to terminate the UBS Dealer Agreement;

WHEREAS, the University desires to appoint Citigroup Global Markets Inc. as Dealer under the CP Resolution and to execute and deliver an agreement (the "Citigroup Dealer Agreement") between the University and Citigroup Global Markets Inc.;

WHEREAS, a copy of the form of the Citigroup Dealer Agreement has been filed with the University;

WHEREAS, the University desires to amend the documents executed, delivered or prepared in connection with the Commercial Paper Program to reflect the appointment of Citigroup Global Markets Inc. as Dealer; and

WHEREAS, in connection with the sale of Notes under the Commercial Paper Program, an Offering Memorandum will be prepared which will present information about the University, the terms of the Notes and the security for the Notes, among other things.

NOW THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. Termination of UBS Securities LLC as Dealer. The University hereby authorizes the termination of UBS Securities LLC as Dealer for the Notes under the CP Resolution;

Section 2. Appointment of Citigroup Global Markets Inc. as Dealer. The University hereby authorizes the appointment of Citigroup Global Markets Inc. as Dealer for the Notes under the CP Resolution;

Section 3. Actions Effecting Termination and Appointment. Any Officer of the Board, the President, Senior Vice President and Provost, Vice President for Finance and Administration and Treasurer, Associate Vice President for Finance and Controller, Associate Vice President for Budget and Resource Management or their successors (each an "Authorized Officer") is each hereby authorized to take such actions as may be necessary or desirable to effect the termination of UBS Securities LLC as Dealer for the Notes under the CP Resolution and the appointment of Citigroup Global Markets Inc. as Dealer for the Notes under the CP Resolution;

Section 4. Form of Dealer Agreement. The form of the Citigroup Dealer Agreement, by and between the University and Citigroup Global Markets Inc., as presented at this meeting, is hereby approved (including the fee to be paid to Citigroup Global Markets Inc. set forth in such agreement); and each Authorized Officer is hereby authorized to execute such agreement in the name and on behalf of the University, substantially in such form, with such changes, insertions and omissions as may be approved by said Authorized Officer, said execution being conclusive evidence of such approval;

Section 5. Other Documents. The University hereby authorizes any Authorized Officer of the University to amend any document executed, delivered or prepared in connection with the Commercial Paper Program to reflect the appointment of Citigroup Global Markets Inc. as Dealer under the CP Resolution;

Section 6. Offering Memorandum. The University hereby approves the inclusion of information about the University in the Offering Memorandum consistent with the information in the last official statement or continuing disclosure filing of the University prepared in connection with the University's bonds with such changes, modifications, additions or deletions therein as shall seem necessary, desirable or appropriate to an Authorized Officer and authorizes the use by the Dealer of such information in connection with the offering and sale of the Notes.

Section 7. Actions of Officers. Each Authorized Officer is hereby authorized, empowered and directed to do any and all other acts and to execute any and all other documents, which they, in their discretion, deem necessary and appropriate to

consummate the transactions contemplated by (i) this Resolution and (ii) the Citigroup Dealer Agreement; except that none of the above shall be authorized or empowered to do anything or execute any document which is in contravention, in any way, of (a) the specific provisions of this Resolution, (b) the Citigroup Dealer Agreement, (c) any agreement to which the University is bound, (d) any rule or regulation of the University or (e) any applicable law, statute, ordinance, rule or regulation of the United States of America or the State of Vermont.

Section 8. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or shall be determined to be against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements, or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Citigroup Dealer Agreement authorized hereunder.

Section 9. Conflicting Provisions. All resolutions or parts thereof of the Board of Trustees of the University in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 10. Effective Date. This Resolution shall take effect upon its adoption.

Other Business

Chair McAneny passed out meeting assessment forms with a request for members to complete.

Adjournment

There being no further business, the meeting was adjourned at 12:13 p.m.

Respectfully submitted,

Debbie McAneny, Chair