MINUTES OF THE NOVEMBER 5, 2010 MEETING
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ALABAMA

The Board of Trustees of The University of Alabama met in Sellers Auditorium of the Bryant Conference Center on The University of Alabama campus on November 5, 2010. Trustee Finis E. St. John IV chaired the meeting. Michael A. Bownes served as Secretary.

On roll call, the following Trustees were present:

Dr. Joseph B. Morton, State Superintendent of Education

The Honorable Angus R. Cooper II, Trustee from the First Congressional District

The Honorable Marietta M. Urquhart, Trustee from the First Congressional District

The Honorable Joseph C. Espy III, Trustee from the Second Congressional District

The Honorable W. Davis Malone III, Trustee from the Second Congressional District

The Honorable Vanessa Leonard, Trustee from the Third Congressional District

The Honorable James W. Wilson III, Trustee from the Third Congressional District

The Honorable Finis E. St. John IV, Trustee from the Fourth Congressional District

The Honorable William Britt Sexton, Trustee from the Fourth Congressional District

The Honorable Ronald W. Gray, Trustee from the Fifth Congressional District
The Honorable Joe H. Ritch, Trustee from the Fifth Congressional District

The Honorable Paul W. Bryant, Jr., Trustee from the Sixth Congressional District

The Honorable John J. McMahon, Jr., Trustee from the Sixth Congressional District

The Honorable Karen P. Brooks, Trustee from the Seventh Congressional District

The Honorable John H. England, Jr., Trustee from the Seventh Congressional District

The Honorable Andria Scott Hurst, Trustee from the Seventh Congressional District

The following Trustee was unable to attend:

The Honorable Bob Riley, Governor

The meeting also was attended by: Chancellor Malcolm Portera; UA President Robert E. Witt; UAB President Carol Z. Garrison; UAHuntsville President David B. Williams; staff members from the Office of the Chancellor, the three campuses, and the UAB Health System. Also in attendance were Student Representatives to the Board of Trustees James Fowler from UA and Anand Iyer from UAB. Faculty Representatives to the Board in attendance were Dr. Karen F. Steckol from UA and Dr. Mark Hickson from UAB.

Kellee Reinhart, Vice Chancellor for System Relations, introduced media representative Wayne Grayson from The Tuscaloosa News.
The University of Alabama Student Government Association and our 30,000 students for your continual leadership and support. Thank you.

Chairman St. John thanked Mr. Fowler for his report.

Chairman St. John said the Administrative Report has been distributed to all Trustees. After discussion, and on motion of Trustee McMahon, seconded by Trustee Espy, the Board accepted the Administrative Report. (Exhibit B)

Chairman St. John then recognized Trustee John H. England, Jr., for a report from the Finance Committee. Trustee England said the Finance Committee of the Board of Trustees met yesterday afternoon, November 4, 2010, with other Trustees in attendance. The Committee reviewed and approved six action items and one administrative item. The resolution confirming and authorizing bond issuance for UAB has been placed on the table and the resolution authorizing the issuance of bonds for UA was included in the Board mail out. The other items are in the Board Book on pages 44-66. The Committee recommends these items for approval, separately and severally.

After discussion, and on motion of Trustee England, seconded by Trustee Ritch, the Board adopted the following resolutions, separately and severally, with Trustee Bryant abstaining from the resolution authorizing the issuance of bonds for UA:

* * * * * * * * * * * * * *
RESOLUTION OF THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF ALABAMA AUTHORIZING THE ISSUANCE
OF (i) GENERAL REVENUE BONDS, THE UNIVERSITY OF
ALABAMA (TAXABLE RECOVERY ZONE ECONOMIC
DEVELOPMENT BONDS), SERIES 2010-B, (ii) GENERAL REVENUE
BONDS, THE UNIVERSITY OF ALABAMA (TAXABLE BUILD
AMERICA BONDS), SERIES 2010-C AND
(iii) GENERAL REVENUE BONDS, THE UNIVERSITY OF
ALABAMA (TAXABLE BONDS) SERIES 2010-D

WHEREAS, The Board of Trustees of The University of Alabama
(the “Board”) operates educational facilities in Tuscaloosa, Alabama,
through its division The University of Alabama (the “University”); and

WHEREAS, the Board has heretofore determined that it will be
advantageous for the Board to be able to incur indebtedness from time to
time in order to finance capital improvements at the University, to fund
working capital for the University, to refund existing indebtedness of the
University and to fund other requirements of the University on a basis in
which all of such legally available gross revenues derived by the Board
from the operation of the University, other than funds appropriated for the
University by the State of Alabama and certain restricted contributions,
grants and other revenues (all said pledged gross revenues being herein
called the “Pledged Revenues”), are pledged collectively under a single
Master Trust Indenture dated July 1, 2004 (the “Master Trust Indenture”),
to be supplemented by a supplemental indenture with respect to bonds
thereafter issued (the Master Trust Indenture, as so supplemented, being
herein called the “Indenture”); and

WHEREAS, the Board has heretofore issued various series of its
revenue bonds for the purpose of financing capital improvements on the
campus of the University pursuant to the Indenture; and

WHEREAS, the Board desires to finance the costs of acquiring,
constructing, renovating and equipping certain facilities (said facilities and
improvements being collectively referred to as the “Series 2010-BCD
Capital Improvements”); and

WHEREAS, in order to finance the Series 2010-BCD Capital
Improvements through the issuance of bonds, the Board, acting pursuant to
the authority granted by the constitution and laws of the State of Alabama,
including particularly Section 16-3-28 of the Code of Alabama 1975, has
determined that it will issue the following series of bonds not to exceed in the aggregate $149,995,000 in principal amount, as adjusted in accordance with paragraph 1 below: (i) General Revenue Bonds, The University of Alabama (Taxable Recovery Zone Economic Development Bonds), Series 2010-B (the “Series 2010-B Bonds"), (ii) General Revenue Bonds, The University of Alabama (Taxable Build America Bonds), Series 2010-C (the “Series 2010-C Bonds” ) and (iii) General Revenue Bonds, The University of Alabama (Taxable Bonds) Series 2010-D, (the “Series 2010-D Bonds”)

WHEREAS, the Series 2010-BCD Bonds will be issued under the Indenture as “Parity Bonds,” and the Board will enter into a supplemental indenture (the “Ninth Supplemental Indenture”) to evidence the terms of issuance of the Series 2010-BCD Bonds; and

WHEREAS, the Series 2010-BCD Bonds shall be limited obligations of the Board payable solely out of Pledged Revenues; and

WHEREAS, pursuant to the Indenture the Board has pledged and assigned the Pledged Revenues to the Trustee as security for the payment of the Series 2010-BCD Bonds and all other bonds and senior indebtedness issued or incurred pursuant to the terms of the Indenture; and

WHEREAS, the Series 2010-BCD Bonds shall be sold by public sale on competitive bids pursuant to a Notice of Sale (the “Notice of Sale”) and an Official Bid Form (the “Official Bid Form”) for each series of the Series 2010-BCD Bonds; and

WHEREAS, the Board has caused a Preliminary Official Statement with respect to the Series 2010-BCD Bonds to be prepared for distribution to prospective purchasers of the Series 2010-BCD Bonds; and

WHEREAS, bidders may offer to purchase the Series 2010-C Bonds either as “Build America Bonds” or as traditional tax-exempt bonds, with the bid awarded based on the lowest true interest cost, as specified in the Notice of Sale and Official Bid Form; if the accepted bid specifies both “Build America Bonds” and traditional tax-exempt bonds in order to achieve the lowest true interest cost, the final Official Statement and Ninth Supplemental Indenture shall be revised accordingly to reflect that the Series 2010-C Bonds are to be issued in subseries to accommodate such bid; and
WHEREAS, copies of the Preliminary Official Statement, the Notice of Sale, the Official Bid Forms and the proposed Ninth Supplemental Indenture (herein collectively referred to as the “Financing Documents”) have been presented to, considered and approved by the Board;

NOW, THEREFORE, BE IT RESOLVED by The Board of Trustees of The University of Alabama as follows:

1. The sale of the Series 2010-BCD Bonds by public sale on competitive bids is hereby authorized and directed, and the circulation of the Preliminary Official Statement, Notice of Sale and the Official Bid Forms by the Vice President for Financial Affairs and Treasurer of the University, together with such other offering documents in such forms as she shall deem necessary or advisable, is hereby confirmed, ratified and approved, and each series of the Series 2010-BCD Bonds is hereby authorized to be awarded and sold to the person submitting the bid complying with the provisions of the Notice of Sale and reflecting the lowest true interest cost therefor, computed as specified in the Notice of Sale; provided, however, that the principal amount of the Series 2010-BCD Bonds of each series and maturity may be increased or decreased by not to exceed 10% in order to account for original issue discount or premium. The President Pro Tempore is hereby further authorized to fix the time for the public sale of the Series 2010-BCD Bonds in the manner specified in the Notice of Sale, on any date within 60 days after the adoption of this resolution, to determine (in consultation with the Vice Chancellor for Financial Affairs and the University’s Vice President for Financial Affairs and Treasurer) the successful bidder (if any) on any sale and to otherwise conduct said sale in accordance with the provisions of this resolution; provided, however, that the President Pro Tempore is authorized to reject all bids and, if he deems it appropriate, to fix another sale date.

2. The Board does hereby ratify and approve the circulation by President of the University or the Vice President for Financial Affairs and Treasurer of the University, for and in the name and behalf of the Board, of the Preliminary Official Statement with respect to the Series 2010-BCD Bonds in the form presented to the meeting of the Board at which this resolution is adopted and to be attached as an exhibit to the minutes of said meeting (which form is hereby adopted in all respects as if set out in full in this resolution). The Board does hereby further authorize and direct the President of the University or the Vice President for Financial Affairs and Treasurer of the University, for and in the name and behalf of the Board, to issue and sell the Series 2010-BCD Bonds in such form and manner as shall be necessary or advisable in the conduct of the affairs of the University.
Affairs and Treasurer of the University to execute, for and in the name and behalf of the Board, an Official Statement with respect to the Series 2010-BCD Bonds in substantially the form of the said Preliminary Official Statement, but to contain such provisions with respect to the Series 2010-BCD Bonds as shall enable the Board to comply with the provisions of the Notice of Sale. The Board does hereby declare the Official Statement so executed by the President of the University or the Vice President for Financial Affairs and Treasurer of the University to be the Official Statement of the Board with respect to the Series 2010-BCD Bonds.

3. The Board does hereby approve, authorize, ratify and confirm (i) the issuance of the Series 2010-BCD Bonds upon the terms specified above, (ii) the execution and delivery of the Official Statement and the other Financing Documents, (iii) the distribution of the Preliminary Official Statement and the Official Statement to prospective purchasers of the Series 2010-BCD Bonds, (iv) the financing of the Series 2010-BCD Capital Improvements and (v) the consummation of all other transactions described in the recitals to this resolution and contemplated by the Financing Documents (the "Plan of Financing").

4. The President of the University or the Vice President for Financial Affairs and Treasurer of the University is hereby authorized and directed to execute and deliver the Official Statement and the other Financing Documents to which the Board will be a party in substantially the forms presented to the Board at this meeting or as shall be presented to the Board’s Executive Committee prior to the issuance of the Series 2010-BCD Bonds, with such changes or additions thereto or deletions therefrom as the officer executing the same shall approve, which approval shall be conclusively evidenced by his or her execution of such instruments. The Secretary or any Assistant Secretary of the Board is hereby authorized and directed to affix the official seal of the Board to such instruments and to attest the same.

5. The Series 2010-BCD Bonds shall be issued under and secured by the Indenture as therein provided. The Series 2010-BCD Bonds shall be in the form and shall contain the terms and provisions provided in the Indenture and the related supplemental indenture. To the extent that the Indenture provides alternative methods for execution of the Series 2010-BCD Bonds, the officers of the Board executing the Series 2010-BCD Bonds are hereby authorized to
select the method of execution. The President of the University or the Vice President for Financial Affairs and Treasurer of the University is hereby authorized and directed to execute the Series 2010-BCD Bonds on behalf of the Board, and the Secretary or any Assistant Secretary of the Board is hereby authorized and directed to affix the official seal of the Board to the Series 2010-BCD Bonds and to attest the same. The officers executing the Series 2010-BCD Bonds are hereby authorized and directed to deliver the Bonds so executed to the Trustee for authentication and delivery to the purchasers thereof.

6. The President of the University, the Vice President for Financial Affairs and Treasurer of the University, the Secretary of the Board, and any person or persons designated and authorized by any such officer to act in the name and on behalf of the Board, or any one or more of them, are authorized to do and perform or cause to be done and performed in the name and on behalf of the Board such other acts, to pay or cause to be paid on behalf of the Board such related costs and expenses, and to execute and deliver or cause to be executed and delivered in the name and on behalf of the Board such other notices, requests, demands, directions, consents, approvals, orders, applications, certificates, agreements, further assurances, or other instruments or communications, under the seal of the Board, or otherwise, as they or any of them may deem necessary, advisable, or appropriate in order to (i) complete the Plan of Financing, (ii) carry into effect the intent of the provisions of this resolution and the Financing Documents, and (iii) demonstrate the validity of the Series 2010-BCD Bonds, the absence of any pending or threatened litigation with respect to the Series 2010-BCD Bonds, the Financing Documents and the Plan of Financing, the qualification of the Series 2010-B Bonds as “Recovery Zone Economic Development Bonds” within the meaning of Section 1400U-2 of the Internal Revenue Code of 1986, as amended, the qualification of the Series 2010-C Bonds as “Build America Bonds” within the meaning of Section 54AA of the Internal Revenue Code of 1986, as amended, and the exemption of interest on the Series 2010-BCD Bonds from federal and State of Alabama income taxation, as applicable.

7. Each act of any officer or officers of the Board or any person or persons designated and authorized to act by any officer of the Board, which act would have been authorized by the foregoing provisions of this resolution except that such action was taken prior
to the adoption of this resolution, is hereby ratified, confirmed, approved and adopted.