



# UNIVERSITY OF FLORIDA

## BOARD OF TRUSTEES RESOLUTION

**NUMBER: R04-20**

**Subject: Resolution of Support for the Florida LambdaRail**

**Date: September 11, 2004**

The University of Florida Board of Trustees hereby resolves:

(1) The statements set forth in the President's letter of May 19, 2004 to Northern Trust Bank of Florida, N.A. set forth in Exhibit "A" attached hereto are ratified and confirmed.

(2) That Florida LambdaRail and Northern Trust Bank of Florida, N.A. may rely upon a copy of this Resolution certified by the Secretary of the Board of Trustees as evidence of said ratification and confirmation.

Adopted this 11<sup>th</sup> day of September, 2004, by the University of Florida Board of Trustees.

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Manny Fernandez, Chair

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J. Bernard Machen, President

**EXHIBIT A**

May 21, 2004

Northern Trust Bank of Florida, N.A.  
Attn.: Kevin McKenney, Sr. Vice President  
1515 Ringling Boulevard  
Sarasota, FL 34236

Ref: \$6,600,000.00 Construction Loan from Northern Trust of Florida, N.A. to Florida LambdaRail, LLC, a Florida limited liability company ("Florida LambdaRail")

Dear Mr. McKenney:

By virtue of the powers delegated to me by the University Board of Trustees, I am authorized to issue this letter on behalf of the University.

The University has deemed it is in its best interests to develop and maintain an advanced communication infrastructure for scientific and clinical research, technology, development and education by virtue of establishing and connecting to a state-wide high-bandwidth research and education network for Florida and potentially for the entire country. With respect thereto, the University has become a member of Florida LambdaRail, LLC, a Florida limited liability company.

The University acknowledges that Northern Trust Bank of Florida, N.A. has agreed to loan up to \$6,600,000.00 to Florida LambdaRail for the acquisition and development of certain fiber-optic cable leases, equipment and infrastructure necessary to meet Florida LambdaRail purposes. In connection therewith, and with the understanding that Northern Trust is acting in material reliance on the statements set forth in this letter, the University shall allocate the funds necessary to meet the University's membership interest's pro-rata share of the Florida LambdaRail loan payments to Northern Trust Bank of Florida, N.A. for fiscal year 2004 – 2005; the University hereby makes a non-binding, good faith commitment, subject to the availability of funds and other University considerations, to allocate annually the funds necessary to meet the University's membership interest's pro-rata share of the Florida LambdaRail loan payments to Northern Trust Bank of Florida, N.A., for the term of the loan, but not less than over the next five years. The University is aware of the terms, covenants and conditions of the loan agreement entered into by and between Northern Trust and Florida LambdaRail in connection with this loan, and the University, through its appointed Director to Florida LambdaRail, shall monitor its progress in the performance of certain affirmative loan covenants set forth in the loan agreement, which shall include, but not be limited to, strict adherence to a project schedule and a project cost budget approved by Florida LambdaRail and Northern Trust. The University agrees that it will notify Northern Trust in the event that the University takes ownership or action on or approves alternative or

replacement technology, support, services or infrastructure which overlaps with any portion of the same covered by Florida LambdaRail or National LambdaRail, and it is not already in place as of the date hereof.

Dr. Charles E. Frazier, Vice Provost for Information Technology, has been appointed by the University as its representative Director to Florida LambdaRail. The University will notify you of any changes in its representative Director.

Sincerely yours,

J. Bernard Machen