
WHEREAS, the Trustees of the California State University (the “Board”) have previously adopted certain bond resolutions and indentures (the “Prior Bond Authorizations”) authorizing the issuance of not to exceed $145,210,000 aggregate principal amount of revenue bonds to finance those certain projects at the California State University (the “Previously Authorized Projects”) described in Appendix A hereto, which Prior Bond Authorizations were all made by the Board pursuant to The State University Revenue Bond Act of 1947; and

WHEREAS, the Board wishes to replace the Prior Bond Authorizations with a new authorization to sell not to exceed $145,210,000 of Trustees of the California State University Systemwide Revenue Bonds, Series 2002A (the “Series 2002A Bonds”) to finance the Previously Authorized Projects pursuant to an Indenture, dated as of March 1, 2002 (the “Systemwide Bond Indenture”), between the Board and the Treasurer of the State of California, as trustee (the “State Treasurer”), which Indenture in accordance with its terms shall constitute the Fifty-Second Supplemental Bond Resolution under the Resolution Authorizing the Issuance of California State University Housing System Revenue Bonds, originally adopted on April 25, 1968 and thereafter amended and supplemented (the “1968 Bond Resolution”); and

WHEREAS, it is desirable that the Series 2002A Bonds be offered for sale at the time and in the manner authorized herein;
NOW, THEREFORE, BE IT RESOLVED by the Trustees of the California State University, as follows:

1. **Approval of Systemwide Bond Indenture and Authorization of Series 2002A Bonds.** The Systemwide Bond Indenture and the issuance of the Series 2002A Bonds is hereby approved. The Systemwide Bond Indenture pursuant to its terms and in accordance with the terms of the 1968 Bond Resolution shall constitute the Fifty-Second Supplemental Bond Resolution under the 1968 Bond Resolution. The Chancellor, or the Executive Vice Chancellor and Chief Financial Officer or the Assistant Vice Chancellor, Financial Services or the Senior Director, Financing and Treasury (collectively, the “Chancellor”) and the Secretary and any Assistant Secretary are each hereby authorized and directed to execute and deliver the Systemwide Bond Indenture, in substantially the form presented to this meeting, subject to such additions or changes as the Chancellor upon consultation with the General Counsel, shall approve, such approval to be conclusively evidenced by the execution and delivery of the Systemwide Bond Indenture.

2. **Sale of Series 2002A Bonds.** The State Treasurer is authorized and requested to cause the Series 2002A Bonds to be sold at negotiated or competitive sale on such date as he may deem advisable. The State Treasurer shall determine the interest rates and purchase price for the Series 2002A Bonds based upon a bond purchase contract (if the sale of the Series 2002A Bonds is at negotiated sale) or an official notice of sale (if the sale of the Series 2002A Bonds is at competitive sale), which the Chancellor is hereby authorized and directed to prepare or cause to be prepared following consultation with the State Treasurer and the General Counsel. The State Treasurer is hereby requested to offer the Series 2002A Bonds for sale, and to sell the same, in the parcels and numbers set forth in such notice of sale on such date as the
3. Execution of the Series 2002A Bonds and Certificate of the Chancellor. Pursuant to and in accordance with the Systemwide Bond Indenture, the Chair and the Secretary are authorized and directed to execute, in the name and on behalf of the Board and under its seal, Trustees of the California State University Systemwide Revenue Bonds, Series 2002A in the aggregate principal amount of not to exceed one hundred forty-five million two hundred ten thousand dollars ($145,210,000).

4. Authentication and Delivery of the Series 2002A Bonds. The Series 2002A Bonds, when so executed, shall be delivered to the State Treasurer, as trustee, for authentication by the State Treasurer. The State Treasurer is hereby authorized and requested to authenticate the Series 2002A Bonds by executing the certificates of authentication appearing thereon, and to deliver the Series 2002A Bonds, when duly executed and authenticated, to the purchaser thereof, upon payment of the purchase price therefor.

5. Preparation of Bond Purchase Contract or Official Notice of Sale and Official Statement. The Chancellor is hereby authorized and directed prior to the sale of the Series 2002A Bonds, to prepare or cause to be prepared a preliminary official statement and either an official notice of sale and bid form or a bond purchase contract relating to the Series 2002A Bonds and to cause copies of such official notice of sale and bid form (if any) and of such preliminary official statement to be distributed to prospective bidders for the Series 2002A Bonds. The Chancellor is hereby further authorized and directed after the sale of the Series
2002A Bonds to prepare a final official statement to be distributed to all actual purchasers of the Series 2002A Bonds and to execute and deliver such final official statement in such form as the Chancellor, upon consultation with the General Counsel, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

6. Authorization to Take Certain Other Actions. The State Treasurer, the Chair and the Secretary of the Board and the Chancellor are each hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the issuance and sale of the Series 2002A Bonds, including without limitation, a continuing disclosure certificate, to provide for a book-entry only procedure for registering the Series 2002A Bonds with The Depository Trust Company in New York, to provide for a bond reserve fund credit facility (as that term is defined in 1968 Bond Resolution), if necessary or appropriate, and otherwise to effectuate the purposes of this resolution.

7. Effective Date. This resolution shall be effective upon the date that the Series 2002A Bonds are issued and the full and complete payment of any bond anticipation notes of the Board issued in connection with the Previously Authorized Projects has been made or provided for in accordance with the terms of such bond anticipation notes (the “Bond Issuance Date”). Up to and including the Bond Issuance Date, the Prior Bond Authorizations shall continue to remain in full force and effect. From and after the Bond Issuance Date, the Prior Bond Authorizations shall be terminated and rescinded. To the extent that any provision of any prior resolution of the Board concerning the sale of the Series 2002A Bonds is inconsistent with or contradicts this resolution, such provision is hereby repealed and rescinded.
## APPENDIX A

### PREVIOUSLY AUTHORIZED PROJECTS

<table>
<thead>
<tr>
<th>Project Description</th>
<th>Authorized Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fullerton Housing Project</td>
<td>$25,510,000</td>
</tr>
<tr>
<td>Humboldt Student Union Project</td>
<td>4,060,000</td>
</tr>
<tr>
<td>San Luis Obispo Housing Project</td>
<td>56,425,000</td>
</tr>
<tr>
<td>Sonoma Parking Project</td>
<td>10,785,000</td>
</tr>
<tr>
<td>San Bernardino Housing Phase II Project</td>
<td>18,725,000</td>
</tr>
<tr>
<td>Sacramento Parking Structure II Project</td>
<td>7,005,000</td>
</tr>
<tr>
<td>Sonoma Student Union Recreation Center Project</td>
<td>16,400,000</td>
</tr>
<tr>
<td>San Marcos Field House/Student Union Project</td>
<td>6,300,000</td>
</tr>
</tbody>
</table>

**TOTAL**                                          **$145,210,000**
CERTIFICATE OF THE ASSISTANT SECRETARY
OF THE TRUSTEES OF THE CALIFORNIA STATE UNIVERSITY

I, BRUCE M. RICHARDSON, Assistant Secretary of the Trustees of the California State University, hereby certify that the foregoing is a full, true and correct copy of a resolution approving the form and authorizing the execution and delivery of an indenture for the California State University Systemwide Revenue Bonds, duly adopted at a regular meeting of the Trustees of the California State University duly and regularly held at Sacramento, California, on the 13th day of March, 2002, of which meeting all of said Trustees had due notice; and that at said meeting said resolution was adopted.

I further certify that said resolution has not been amended, modified or rescinded in any manner since the date of its adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the Trustees of the California State University on the date set forth below.

Date: March 13, 2002

______________________________
Assistant Secretary of the Trustees of the California State University