

Approval Item: GSFA Telephonic Meeting Minutes, June 5, 2008

Pursuant to notice, a telephonic Board of Directors meeting of the Georgia Student Finance Authority was held in Tucker, Georgia on Thursday, June 5, 2008 beginning at 2:00 p.m.

Members Present: Tom Bowen, Chair
Mr. Billy Jerles, Vice Chair
Dr. Pat Burd
Mr. John Cowherd
Mr. Joe Edwards
Ms. Molly Franklin
Mr. Patrick Millsaps
Mr. Lindsey Tippins
Mr. Gary Wisenbaker

Staff Present: Timothy A. Connell, President
David Benner, Executive Vice President of Operations
Dana Russell, Executive Vice President of Finance
Robyn Crittenden, General Counsel
Gerlda Hines, Vice President/Group Controller
Monica Cherry, Board Secretary

Tom Bowen, Chairman, called the meeting to order at 2:00 p.m.

Approval of Agenda

Upon motion made by John Cowherd and seconded by Pat Burd, and unanimously adopted, it was RESOLVED that the agenda for the June 5, 2008 telephonic called meeting of the Georgia Student Finance Authority Board of Directors be approved as presented.

Approval Item:

A Georgia Student Finance Authority (GSFA) Resolution to authorize the President, subject to the approval of the Georgia State Financing and Investment Commission, to enter into an agreement with SunTrust Bank for a \$75 million line of credit facility.

Recommended Action:

It is recommended that the Board of Directors of the Georgia Student Finance Authority (GSFA) adopt the Resolution authorizing the President, subject to the approval of the Georgia State Financing and Investment Commission (GSFIC) to enter into an agreement with SunTrust Bank for a \$75 million line of credit facility.

Upon motion made by John Cowherd, seconded by Molly Franklin, unanimously adopted, it was RESOLVED that the Resolution to authorize the President, subject to the approval of the Georgia State Financing and Investment Commission, to enter into an agreement with SunTrust Bank for a \$75 million line of credit facility be approved as submitted.

**RESOLUTION
OF
THE GEORGIA STUDENT FINANCE AUTHORITY**

WHEREAS, under the authority of the laws of the State of Georgia, including but not limited to the Georgia Student Finance Authority Act, O.C.G.A. § 20-3-310 et seq., the Georgia Student Finance Authority (the "Authority") exists for among other things, the purpose of providing educational scholarship, grant and loan assistance to students and their parents and is empowered to receive funds from loans and to expend such borrowed funds for any of its corporate purposes, including the administration of an educational loan program; and

WHEREAS, FURTHER, the Authority currently has a \$50 million line of credit facility from the Bank of America that is scheduled to expire on June 30, 2008;

WHEREAS, FURTHER, the Authority's loan volume for FY08 is up 18% over the previous fiscal year and very favorable market conditions for the Authority for the upcoming school year project a needed increase in the Authority's line of credit limit; and

WHEREAS, FURTHER, the Authority solicited proposals from the Bank of America, SunTrust Bank, Wachovia Bank and Wells Fargo for an increase in the Authority's line of credit limit to at least \$75 million; and

WHEREAS, FURTHER, the Authority received a Letter of Commitment from SunTrust Bank for a \$75 million line of credit under terms and conditions acceptable to the Authority; and

WHEREAS, FURTHER, the staff recommends that subject to the approval of the Georgia State Financing and Investment Commission, they be authorized to enter into an agreement for a \$75 million line of credit facility with SunTrust Bank substantially on the terms and conditions set forth on the Commitment Letter attached hereto and incorporated herein as Exhibit A; and

WHEREAS, FURTHER, the agreement shall be reviewed and approved as to legal form by the Attorney General of the State of Georgia; and

WHEREAS, FURTHER, such agreement shall be for a term of one year with renewal subject to the mutual agreement of SunTrust Bank and the Authority; and

NOW THEREFORE, BE IT RESOLVED BY THE GEORGIA STUDENT FINANCE AUTHORITY THAT:

The Board of Directors of the Georgia Student Finance Authority hereby approves and authorizes the staff to enter into an agreement for the provision of a \$75 million line of credit with SunTrust Bank in accordance with the foregoing recitals subject to the approval of the Georgia State Financing and Investment Commission. The President of the Authority is hereby authorized to take any and all actions necessary to effectuate this Resolution, including but not limited to the execution of the agreement and all other required documentation.

This 5th day of June, 2008.

Thomas E. Bowen, Chair

Monica Cherry, Secretary

With no further business to discuss, motion properly made and duly seconded, the telephonic meeting of the Georgia Student Finance Authority Board of Directors adjourned at 2:17 p.m.