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DEREK S. HANSEL  
*Executive Director*

**MINUTES OF THE SPECIAL MEETING OF THE  
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY  
HELD AT 103 COLLEGE ROAD EAST, PRINCETON, NEW JERSEY  
ON WEDNESDAY, MARCH 19, 2014**

The meeting was called to order at 3:03 p.m. by Chairman Jacobs. The New Jersey Educational Facilities Authority gave notice of the time, place and date of this meeting via fax and email on March 11, 2014, to The Star Ledger, The Times and the Secretary of State and by posting the notice at the offices of the Authority in Princeton, New Jersey. Pursuant to the New Jersey Open Public Meetings Act, a resolution must be passed by the New Jersey Educational Facilities Authority in order to hold a session from which the public is excluded.

**AUTHORITY MEMBERS PRESENT:**

Roger B. Jacobs, Esq., Chairman (via phone)  
Ridgeley Hutchinson, Vice Chairman (via phone)  
Andrew P. Sidamon-Eristoff, State Treasurer (represented by Steven Petrecca) (via phone)  
Rochelle Hendricks, Secretary of Higher Education (represented by Gregg Edwards  
(via phone)  
Louis Rodriguez (via phone)  
Katherine Ungar (via phone)

**AUTHORITY MEMBERS ABSENT:**

Joshua Hodes, Treasurer

**STAFF PRESENT:**

Derek S. Hansel, Executive Director  
Marie P. Mueller, Controller  
Katherine Newell, Director of Risk Management  
Sheryl Stitt, Dir. of Legislative Strategy and Public Communications  
Jennifer Soyka, Director of Project Management  
Steven P. Nelson, Project Manager  
Lisa Walker, Accountant  
Sheila Toles, Exec. Assistant/Human Resources Manager

## ALSO PRESENT:

Clifford Rones, Esq., Deputy Attorney General  
James Fearon, Esq., Gluck Walrath, LLP  
Kavin Mistry, Esq., Deputy Attorney General (via phone)  
Ryan Feeny, Office of Public Finance (via phone)  
Amanda Del Bene, Raymond James (via phone)

## ITEM OF DISCUSSION

During the roll call, Mr. Hansel announced acknowledged new staff member, Steven Nelson.

1. **Approval of Supplemental Resolution Determining the Details of up to \$225,000,000 NJEFA Revenue Bonds, Higher Education Capital Improvement Fund Issue, In One or More Series and Providing for Other Matters in Connection Therewith**

Ms. Soyka reported on the 8<sup>th</sup> supplemental resolution authorizing the issuance of up to \$225,000,000 bonds on a negotiated basis with Raymond James & Associates as Senior Managing Underwriter to fund grants under the Higher Education Capital Improvement Fund program. She reported that, in addition to approving the issuance of bonds, the resolution makes amendments to the general bond resolution to update the language, sets parameters on the sale of the bonds and approves the forms of various documents in connection with the sale of the bonds.

James Fearon, Esq., Bond Counsel of Gluck Walrath, LLP reported that the resolution sets forth the parameters for the bonds including a true interest cost limitation of 6% (if tax-exempt) or 7% (if taxable). He explained that public institutions must agree to pay 1/3 of the debt service and private institutions must agree to pay 1/2 of the debt service. He reported that the bonds will be sold on a negotiated basis to a syndicate headed by Raymond James & Associates, Inc. at an underwriting discount not to exceed 4% per \$1,000 par amount. He reported that the resolution confirms the appointment of The Bank of New York Mellon as Trustee and Escrow Agent and approves the form and execution of certain financing documents. Mr. Fearon advised that various matters (including the maturities, interest rates, redemption provisions and bonds to be refunded) will be determined by a series certificate executed by an authorized officer and that the State Treasurer must approve the 8<sup>th</sup> supplemental resolution and the series certificate, as well as the issuance of the bonds prior to closing.

Amanda Del Bene thanked the Authority and the State for their consideration.

Mr. Hansel advised that this issue represents the third of the four State-backed programs for which the Authority is responsible. He reported that the Authority issued the Higher Education Technology Infrastructure Fund and the Higher Education Equipment Leasing Fund earlier this year and that funds are moving to institutions out of those bond proceeds. He advised that staff anticipates selling the Capital Improvement Fund bonds within the next month, closing within a few weeks after the sale and distributing those proceeds as well. Mr. Hansel advised that staff is also

processing some of the first requisitions as part of their work with the Office of the Secretary of Higher Education on the Building our Future Bond Program. Mr. Hansel advised that staff is seeing significant and fairly rapid movement in terms of implementation of the five State-backed programs and distribution of funds to the higher education institutions throughout the state.

Mr. Jacobs thanked Mr. Hansel and advised that the Members appreciate the hard work of the staff and the work of the Office of the Secretary.

Mr. Petrecca moved the adoption of the following entitled resolution:

A SUPPLEMENTAL RESOLUTION DETERMINING THE DETAILS OF UP TO \$225,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, HIGHER EDUCATION CAPITAL IMPROVEMENT FUND ISSUE, IN ONE OR MORE SERIES, AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH

The motion was seconded by Mr. Rodriguez and passed unanimously.

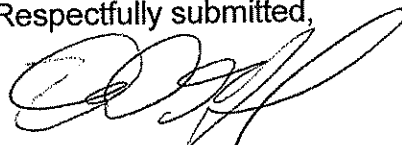
The adopted resolution is appended as Exhibit I.

**2. Next Meeting Date**

Mr. Jacobs thanked everyone and reminded them that the next regular meeting would be on Tuesday, March 25, 2014 at 10:00 a.m. at Kean University in Union, New Jersey and requested a motion to adjourn.

Mr. Hutchinson moved that the meeting be adjourned at 3:14 p.m.; the motion was seconded by Ms. Ungar and passed unanimously.

Respectfully submitted,



Derek S. Hansel  
Secretary

Draft of 3/14/14

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY**

**EIGHTH SUPPLEMENTAL HIGHER EDUCATION  
CAPITAL IMPROVEMENT FUND RESOLUTION**

**Adopted March 19, 2014**

**A SUPPLEMENTAL RESOLUTION DETERMINING THE DETAILS OF UP TO \$225,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, HIGHER EDUCATION CAPITAL IMPROVEMENT FUND ISSUE, IN ONE OR MORE SERIES, AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH**

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**EIGHTH SUPPLEMENTAL HIGHER EDUCATION  
CAPITAL IMPROVEMENT FUND RESOLUTION**

**A SUPPLEMENTAL RESOLUTION DETERMINING THE DETAILS OF UP TO \$225,000,000 NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, HIGHER EDUCATION CAPITAL IMPROVEMENT FUND ISSUE, IN ONE OR MORE SERIES, AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH**

**WHEREAS**, by resolution of the New Jersey Educational Facilities Authority (the "Authority") adopted June 21, 2000 and entitled "Higher Education Capital Improvement General Bond Resolution" (as amended by the hereinafter-defined Fifth Supplemental Resolution, the "General Bond Resolution"), the Authority has authorized the issuance of Revenue Bonds, Higher Education Capital Improvement Fund Issue of the Authority from time to time for the purposes set forth therein; and

**WHEREAS**, pursuant to the General Bond Resolution and a First Supplemental Higher Education Capital Improvement Fund Resolution adopted on June 21, 2000 (the "First Supplemental Resolution"), the Authority has heretofore issued its \$132,800,000 Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2000 A, none of which remain outstanding; and

**WHEREAS**, pursuant to the General Bond Resolution and a Second Supplemental Higher Education Capital Improvement Fund Resolution adopted on October 25, 2000 (the "Second Supplemental Resolution"), the Authority has heretofore issued its \$145,295,000 Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2000 B, none of which remain outstanding; and

**WHEREAS**, pursuant to the General Bond Resolution and a Third Supplemental Higher Education Capital Improvement Fund Resolution adopted on October 16, 2002, as amended on November 6, 2002 (collectively, the "Third Supplemental Resolution"), the Authority has heretofore issued its \$194,590,000 Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2002 A, of which \$3,140,000 in aggregate principal amount remains outstanding; and

**WHEREAS**, pursuant to the General Bond Resolution and a Fourth Supplemental Higher Education Capital Improvement Fund Resolution adopted on February 19, 2004 (the "Fourth Supplemental Resolution"), the Authority has heretofore issued its \$76,725,000 Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2004 A (the "Series 2004 A Bonds"), of which \$30,355,000 in aggregate principal amount remains outstanding; and

**WHEREAS**, on March 24, 2004, the Authority adopted a Fifth Supplemental Higher Education Capital Improvement Fund Resolution (the "Fifth Supplemental Resolution"), amending certain provisions of the General Bond Resolution; and

**WHEREAS**, pursuant to the General Bond Resolution and a Sixth Supplemental Higher Education Capital Improvement Fund Resolution adopted on February 23, 2005 (the "Sixth Supplemental Resolution"), the Authority has heretofore issued its \$169,790,000 Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series 2005 A, of which \$145,355,000 in aggregate principal amount remains outstanding; and

**WHEREAS**, pursuant to the General Bond Resolution and a Seventh Supplemental Higher Education Capital Improvement Fund Resolution adopted on September 27, 2006 (the "Seventh Supplemental Resolution"), the Authority has heretofore issued its \$155,460,000 Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series 2006 A (the "Series 2006 A Bonds"), of which \$151,695,000 in aggregate principal amount remains outstanding; and

**WHEREAS**, the Series 2006 A Bonds refunded portions of various prior Authority bond issues, including a portion of the Series 2004 A Bonds; and

**WHEREAS**, the Authority has determined that all or a portion of the remaining Series 2004 A Bonds may be refunded for debt service savings; and

**WHEREAS**, in connection with the issuance of the Series 2004 A Bonds, the Authority has heretofore entered into various grant agreements (collectively, the "Existing Grant Agreements") with various public and private institutions of higher education within the State of New Jersey (the "State") in accordance with the hereinafter-defined Act; and

**WHEREAS**, pursuant to the hereinafter-defined Act, on April 29, 2013, the Secretary of Higher Education of the State of New Jersey certified a list of approved projects (the "2013 Projects") to be funded through the issuance of bonds under the hereinafter-defined Act and submitted the 2013 Projects to the New Jersey Legislature for review pursuant to N.J.S.A. 18A:72A-77, and the statutory review period expired without the New Jersey Legislature adopting a concurrent resolution disapproving the 2013 Projects; and

**WHEREAS**, on September 24, 2013, the Authority adopted a resolution (as the same may be amended or supplemented, the "Grant Approval Resolution"), authorizing the execution of certain Grant Agreements to implement the funding of the 2013 Projects; and

**WHEREAS**, in accordance with the provisions of the General Bond Resolution, the Authority desires to (i) amend certain provisions of the General Bond Resolution and (ii) authorize the issuance and sale of its Revenue Bonds, Higher Education Capital Improvement Fund Issue, in one or more series, for the purposes described herein and (iii) provide terms and conditions with respect to such bonds in addition to those which have been previously established by the General Bond Resolution;

**NOW, THEREFORE, BE IT RESOLVED**, by the New Jersey Educational Facilities Authority that the General Bond Resolution shall, in accordance with its terms and the terms hereof, be further amended and supplemented as follows:



## ARTICLE I

### DEFINITIONS AND AUTHORITY; AMENDMENTS TO GENERAL BOND RESOLUTION

#### Section 1.1. Definitions.

Except as otherwise provided in this Section 1.1, all terms defined in Section 101 of the General Bond Resolution shall have the same meanings in this Eighth Supplemental Resolution as such terms are given in the General Bond Resolution (including as amended by Section 1.3 hereof). In addition, unless the context shall otherwise require, the following terms shall have the following respective meanings in this Eighth Supplemental Resolution:

“Act” shall mean the Higher Education Capital Improvement Fund Act (being Chapter 217 of the Public Laws of 1999, as amended and supplemented by Chapter 308 of the Public Laws of 2009 and Chapter 42 of the Public Laws of 2012), which amended and supplemented the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A, Education Law of the New Jersey Statutes, as amended and supplemented), as the same may be amended and supplemented.

“Bond Insurance Policy” shall mean the respective policy insuring payment of all or a portion of the principal of and interest on the Series 2014 Bonds by a Bond Insurer.

“Bond Insurer” shall mean a company or companies issuing any Bond Insurance Policy.

“Bonds to be Refunded” shall mean all or a portion of the remaining Series 2004 A Bonds, as shall be determined by an Authorized Officer of the Authority in the Series 2014 Certificate.

“Continuing Disclosure Agreement” shall mean the Continuing Disclosure Agreement, by and among the Authority, the Treasurer and the Dissemination Agent named therein, relating to the Series 2014 Bonds, as the same may be amended from time to time.

“Contract of Purchase” shall mean the Contract of Purchase for the Series 2014 Bonds, to be dated the date of sale of the Series 2014 Bonds and to be executed by the Authority and Raymond James & Associates, Inc., as manager on behalf of itself and any other underwriters named therein.

“DTC” shall mean The Depository Trust Company, New York, New York.

“Eighth Supplemental Resolution” shall mean this Eighth Supplemental Higher Education Capital Improvement Fund Resolution adopted in connection with the issuance of the Series 2014 Bonds.

“Escrow Deposit Agreement” shall mean the Escrow Deposit Agreement in respect of the Bonds to be Refunded, by and between the Authority and the Trustee, as escrow agent.

“Series 2014 Bonds” shall mean not to exceed \$225,000,000 aggregate principal amount of Revenue Bonds, Higher Education Capital Improvement Fund Issue, in one or more series, authorized pursuant to the General Bond Resolution and Article II of this Eighth Supplemental Resolution. If the designation of any Series 2014 Bonds is changed or supplemented pursuant to Sections 2.1 and/or 4.6(a) hereof, all references to such designations in this Eighth Supplemental Resolution shall be deemed to be changed to conform to such designation.

“Series 2014 Certificate” shall mean the Series Certificate executed by an Authorized Officer of the Authority on the date of issuance of the Series 2014 Bonds.

Section 1.2. Authority for This Eighth Supplemental Resolution.

This Eighth Supplemental Resolution is adopted pursuant to the provisions of the Act and the General Bond Resolution, specifically Sections 1001(1), 1001(3), 1001(5) and/or 1002 thereof.

Section 1.3. Amendments to the General Bond Resolution.

(a) The definition of “Authorized Officer of the Authority” set forth in Section 101 (Definitions) of the General Bond Resolution is hereby amended to read as follows:

“**Authorized Officer of the Authority**” shall mean the Chair, Vice Chair, Assistant Treasurer, Secretary, any Assistant Secretary, Executive Director, Deputy Executive Director, Director of Project Management or Director of Risk Management, and any other person authorized by resolution to act on behalf of the Authority under the Resolution, and any such officers designated as “acting” or “interim”.

(b) The definition of “Business Day” set forth in Section 101 (Definitions) of the General Bond Resolution is hereby amended to read as follows:

“**Business Day**” shall mean any day that is not a Saturday, a Sunday or a legal holiday or State of Emergency Closure in the State or the State of New York, a day when the New York Stock Exchange is closed or a day on which the Trustee, the Bond Registrar, or any Paying Agent is legally authorized to close.

(c) The definition of “Public Institution of Higher Education” set forth in Section 101 (Definitions) of the General Bond Resolution is hereby amended to read as follows:

**“Public Institution of Higher Education”** shall mean Rutgers, The State University of New Jersey, Rowan University of New Jersey, the New Jersey Institute of Technology, University Hospital (as a successor to the University of Medicine and Dentistry of New Jersey), the State colleges, the county colleges and any other public university or college now or hereafter established or authorized by law.

(d) Section 101 (Definitions) of the General Bond Resolution is hereby amended to add thereto a new definition of “Eighth Supplemental Resolution,” to read as follows:

**“Eighth Supplemental Resolution”** shall mean the Eighth Supplemental Higher Education Capital Improvement Fund Resolution adopted by the Authority on March 19, 2014, amending and supplementing the Resolution.

(e) Section 303 (Execution and Authentication) of the General Bond Resolution is hereby amended by deleting from the first sentence thereof the phrase “its Chairperson or Vice Chairperson” and by inserting in its place the phrase “its Chair, Vice Chair or Executive Director”.

(f) Section 405 (Notice of Redemption) of the General Bond Resolution is hereby amended to delete therefrom the second sentence thereof (beginning with “Such notice shall further state that . . .”), and to insert in its place two new sentences, to read as follows:

In the case of any Bonds issued after the adoption of the Eighth Supplemental Resolution, any notice of redemption (other than mandatory sinking fund redemption) may specify that the redemption is contingent upon the deposit of moneys with the Trustee in an amount sufficient to pay the Redemption Price of all Bonds or portions thereof which are to be redeemed on such date. Such notice shall further state that on such date there shall become due and payable upon each Bond to be redeemed the Redemption Price thereof, or the Redemption Price of a specified portion of the principal amount thereof in the case of Bonds to be redeemed in part only, together with interest accrued to the redemption date, and that from and after such date (unless the notice stated that the redemption is contingent upon the deposit of funds and such deposit has not been made) interest thereon shall cease to accrue and be payable.

(g) Section 503 (Higher Education Capital Improvement Fund) of the General Bond Resolution is hereby amended to add at the end thereof a new sentence, to read as follows:

The Trustee shall pay costs of issuance of any Bonds and administrative costs associated with the approval process from the

Higher Education Capital Improvement Fund at the direction of the Authority.

(h) Section 508 (Rebate Fund) of the General Bond Resolution is hereby amended in its entirety, to read as follows:

The Authority and the Trustee shall deposit amounts in the Rebate Fund, and the Trustee shall apply such amounts to make payments to the United States pursuant to Section 148 of the Code, at the times and in the amounts set forth in the arbitrage and tax certificate or similar certificates delivered in connection with each Series of Bonds or as otherwise advised in writing by Bond Counsel.

In the case of any Bonds issued after the adoption of the Eighth Supplemental Resolution, the Trustee shall, upon receipt of the written direction of the Authority, withdraw from and pay out of the Rebate Fund, any amount which is then on deposit in the Rebate Fund in excess of the amount which is then reasonably required, in the opinion of the Authority, to be reserved for payment to the United States in respect of such Bonds pursuant to Section 148 of the Code. All amounts which are so withdrawn by the Trustee from the Rebate Fund shall forthwith upon withdrawal be paid and/or deposited in accordance with the written direction of the Authority.

## ARTICLE II

### AUTHORIZATION AND TERMS OF THE SERIES 2014 BONDS

#### Section 2.1. Authorization for the Series 2014 Bonds; Principal Amount; Designation and Series.

The Series 2014 Bonds, in one or more series, are authorized to be issued pursuant to the provisions of the Act, the General Bond Resolution and this Eighth Supplemental Resolution. The Series 2014 Bonds shall be issued in an aggregate principal amount not to exceed \$225,000,000 and shall be designated "Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 \_\_", with such additional series designation or designations as may be determined by an Authorized Officer of the Authority in the Series 2014 Certificate. The Series 2014 Bonds may be issued as tax-exempt governmental bonds, tax-exempt qualified 501(c)(3) bonds, taxable bonds or a combination thereof, and all or a portion thereof shall be issued as Refunding Bonds, all as shall be determined by an Authorized Officer of the Authority in the Series 2014 Certificate. The portion, if any, of the Series 2014 Bonds issued for the purposes described in the second sentence of Section 2.2 hereof (collectively, the "Refunding Bonds") shall constitute Refunding Bonds and shall include the word "Refunding" in their title. The remaining portion, if any, of the Series 2014 Bonds (collectively, the "New Money Bonds") shall be issued for the purposes described in the first sentence of Section 2.2 hereof, and shall be limited in aggregate principal amount to \$193,000,000.

#### Section 2.2. Purposes.

The Series 2014 Bonds constituting New Money Bonds shall be issued for the purposes of the General Bond Resolution and this Eighth Supplemental Resolution, specifically to: (i) provide funds to make Grants to Public Institutions of Higher Education and Private Institutions of Higher Education within the State in accordance with the Act; (ii) pay the costs of issuing the New Money Bonds; and (iii) pay the administrative costs associated with the approval process for the 2013 Projects. The Series 2014 Bonds constituting Refunding Bonds shall be issued for the purposes of the General Bond Resolution and this Eighth Supplemental Resolution, specifically to: (i) refund and defease the Bonds to be Refunded; and (ii) pay the costs of issuing the Refunding Bonds.

#### Section 2.3. Dates, Maturities and Interest Rates.

The Series 2014 Bonds shall be dated, shall mature on such dates and in such principal amounts, shall bear interest from their date at such rates payable on such dates and shall be subject to redemption prior to maturity on such terms and conditions, as shall be determined by an Authorized Officer of the Authority in the Series 2014 Certificate and approved in writing by the Treasurer; provided, however, that (i) the final maturity of the Series 2014 Bonds shall be not later than thirty (30) years from the date of issuance, (ii) the true interest cost of the Series 2014

Bonds issued on a tax-exempt basis shall not exceed six percent (6%) per annum, and the true interest cost of the Series 2014 Bonds issued as taxable bonds shall not exceed seven percent (7%) per annum; and (iii) the Redemption Price for any Series 2014 Bonds shall not exceed one hundred three percent (103%) of the Principal Amount of such Series 2014 Bond.

Section 2.4. Redemption Provisions.

(a) Optional Redemption. The Series 2014 Bonds may be subject to optional redemption prior to their stated maturities as shall be set forth in the Series 2014 Certificate either in whole or in part by lot within a series and maturity from maturities selected by the Authority at a Redemption Price to be set forth in the Series 2014 Certificate.

(b) Mandatory Sinking Fund Redemption. The Series 2014 Bonds may be subject to mandatory sinking fund redemption, as may be set forth in the Series 2014 Certificate (if less than all Series 2014 Bonds of a single series and maturity are to be redeemed, the Series 2014 Bonds of that series and maturity to be redeemed shall be selected by lot by the Authority) upon payment of a Redemption Price equal to the principal amount being redeemed, plus accrued interest to the redemption date.

(c) Notice of Redemption. Notice of Redemption shall be given at the times and in the manner as set forth in the form of the Series 2014 Bond in Section 3.2 hereof.

Section 2.5. Appointment of Trustee, Paying Agent, Bond Registrar, Escrow Agent and Dissemination Agent.

The Bank of New York Mellon, Woodland Park, New Jersey, is hereby appointed to serve as (i) Trustee under the General Bond Resolution and Paying Agent and Bond Registrar for the Series 2014 Bonds, (ii) Escrow Agent under the Escrow Deposit Agreement and (iii) Dissemination Agent under the Continuing Disclosure Agreement. Such appointment shall become effective upon execution and delivery to the Authority of an acceptance thereof.

Section 2.6. Place of Payment.

The principal of the Series 2014 Bonds shall be payable at the principal corporate trust office of the Trustee, as Paying Agent. Interest on the Series 2014 Bonds shall be payable by (i) check or draft mailed by the Trustee, as Paying Agent, to the registered owners thereof as the same appear as of the Record Date on the registration books of the Authority maintained by the Trustee, as Bond Registrar, or (ii) by electronic transfer in immediately available funds, if the Series 2014 Bonds are held by a securities depository in accordance with Section 2.7 of this Eighth Supplemental Resolution, or at the written request addressed to the Trustee by any holder of Series 2014 Bonds in the aggregate principal amount of at least \$1,000,000, such request to be signed by such holder, containing the name of the bank (which shall be in the continental United State), its address, its ABA routing number, the name and account number to which credit

shall be made and an acknowledgment that an electronic transfer fee is payable, and to be filed with the Trustee no later than ten (10) Business Days before the applicable Record Date preceding such Interest Payment Date.

Section 2.7. The Depository Trust Company.

(a) Except as provided in subparagraph (e) of this Section 2.7, the registered Owner of all of the Series 2014 Bonds shall be, and the Series 2014 Bonds shall be registered in the name of, Cede & Co. ("Cede") as nominee of DTC. With respect to all Series 2014 Bonds for which Cede shall be the registered Owner, payment of semiannual interest on such Series 2014 Bonds shall be made by wire transfer to the account of Cede on the Interest Payment Dates for the Series 2014 Bonds at the address indicated for Cede in the register maintained by the Trustee, as Bond Registrar.

(b) The Series 2014 Bonds shall be initially issued in the form of a separate fully registered bond in the amount of each separate series and maturity of the Series 2014 Bonds. Upon initial issuance, the ownership of each such Series 2014 Bond shall be registered in the registration books of the Authority kept by the Bond Registrar in the name of Cede, as nominee of DTC. No beneficial owners will receive certificates representing their respective interests in the Series 2014 Bonds, except in the event the Trustee issues replacement bonds as provided in paragraph (e) below. With respect to Series 2014 Bonds so registered in the name of Cede, the Authority and the Trustee shall have no responsibility or obligation to any DTC participant, indirect DTC participant, or any beneficial owner of such Series 2014 Bonds. Without limiting the immediately preceding sentence, the Authority and the Trustee shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any DTC participant or indirect DTC participant with respect to any beneficial ownership interest in the Series 2014 Bonds, (ii) the delivery to any DTC participant, indirect DTC participant, beneficial owner or any other person, other than DTC or Cede, of any notice with respect to such Series 2014 Bonds, or (iii) the payment to any DTC participant, indirect DTC participant, beneficial owner or any other person, other than DTC or Cede, of any amount with respect to the principal or Redemption Price of or interest on such Series 2014 Bonds. The Authority and the Trustee may treat DTC as, and deem DTC to be, the absolute registered Holder of each such Series 2014 Bond for the purpose of (i) payment of the principal or Redemption Price of and interest on each such Series 2014 Bond, (ii) giving notices with respect to such Series 2014 Bonds, (iii) registering transfers with respect to the Series 2014 Bonds and (iv) for all other purposes whatsoever. The Trustee shall pay the principal or Redemption Price of and interest on such Series 2014 Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Authority's obligations with respect to such principal, redemption premium, if any, and interest to the extent of the sum or sums so paid. Except as otherwise set forth in this Section 2.7, no person other than DTC shall receive a Bond certificate evidencing the obligation of the Authority to make payments of principal thereof, redemption premium, if any, and interest thereon pursuant to the General Bond Resolution and this Eighth Supplemental Resolution. Upon delivery by DTC to the Trustee of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the

transfer provisions hereof, the word "Cede" in this Eighth Supplemental Resolution shall refer to such new nominee of DTC.

(c) DTC may determine to discontinue providing its services with respect to all or any portion of the Series 2014 Bonds at any time by giving written notice to the Authority and discharging its responsibilities with respect thereto under applicable law. Upon receipt of such notice, the Authority shall promptly deliver a copy of same to the Trustee.

(d) The Authority, (i) in its sole discretion and without the consent of any other person, may discontinue the use of the system of book-entry only transfers through DTC (or a successor depository) with respect to the Series 2014 Bonds, in which event certificates for such Series 2014 Bonds are required to be printed and delivered to DTC and (ii) shall terminate the services of DTC with respect to such Series 2014 Bonds upon receipt by the Authority and the Trustee of written notice from DTC to the effect that DTC has received written notice from DTC participants or indirect DTC participants having interests, as shown in the records of DTC, of not less than fifty percent (50%) of the aggregate principal amount of the then Outstanding Series 2014 Bonds so registered in the name of Cede to the effect that (A) DTC is unable to discharge its responsibilities with respect to such Series 2014 Bonds or (B) a continuation of the requirement that all such Outstanding Series 2014 Bonds be registered in the registration books kept by the Trustee in the name of Cede, as nominee of DTC, is not in the best interest of the beneficial owners of such Series 2014 Bonds.

(e) Upon discontinuance or termination of the services of DTC with respect to all or any portion of the Series 2014 Bonds or upon the discontinuance or termination of the services of DTC with respect to all or any portion of such Series 2014 Bonds after which no substitute securities depository willing to undertake the functions of DTC hereunder can be found which, in the opinion of the Authority, is willing and able to undertake such functions upon reasonable and customary terms, such Series 2014 Bonds (or the applicable portion thereof) shall no longer be restricted to being registered in the registration books kept by the Trustee in the name of Cede, as nominee of DTC, but may be registered in whatever name or names Bondholders transferring or exchanging such Series 2014 Bonds shall designate, in accordance with the provisions of the General Bond Resolution and this Eighth Supplemental Resolution. Upon the determination by any party authorized herein that such Series 2014 Bonds (or any portion thereof) shall no longer be registered in the name of Cede, DTC shall immediately advise the Trustee in writing of the procedures for transfer of such Series 2014 Bonds to new registered Holders, whereupon the Trustee shall register in the name of, and authenticate and deliver replacement Series 2014 Bonds to, the beneficial owners or their nominees in principal amounts representing the interest of each. The Trustee may rely on information from DTC and its participants as to the names, addresses, taxpayer identification numbers of and principal amounts held by the beneficial owners of the Series 2014 Bonds.

(f) Notwithstanding any other provision of the General Bond Resolution or this Eighth Supplemental Resolution to the contrary, so long as any portion of the Series 2014 Bonds is registered in the name of Cede, as nominee of DTC, all payments with respect to the principal or Redemption Price of and interest on, and all notices with respect to, such Series 2014 Bonds shall be made and given to DTC as provided in the Blanket Letter of Representations by and



between the Authority and DTC executed in connection with all bonds issued or to be issued by the Authority, addressed to DTC, with respect to such Series 2014 Bonds.

(g) In connection with any notice or other communication to be provided to Bondholders pursuant to the General Bond Resolution or this Eighth Supplemental Resolution by the Authority or the Trustee with respect to any consent or other action to be taken by Bondholders, the Authority or the Trustee, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than fifteen (15) calendar days in advance of such record date to the extent possible.

(h) The Authority hereby authorizes the Treasurer, on behalf of the Authority and in consultation with an Authorized Officer of the Authority, to determine from time to time, subject to confirmation and ratification by the Authority, whether or not it is advisable for the Authority to continue the book-entry only system for the Series 2014 Bonds or to replace DTC with another qualified securities depository as successor to DTC.

(i) Any substitute securities depository hereunder shall be a registered clearing agency under the Securities Exchange Act of 1934, as amended, or other applicable statute or regulations that operates a securities depository upon reasonable and customary terms.

#### Section 2.8. Sale and Delivery of the Series 2014 Bonds.

(a) Subject to the limitation set forth in Section 2.8(d) hereof, the power to determine the Bonds to be Refunded and to fix the date and place for the sale of all or any part of the Series 2014 Bonds in such manner as he or she shall deem to be in the best interests of the Authority is hereby delegated to an Authorized Officer of the Authority and shall be determined by an Authorized Officer of the Authority in the Series 2014 Certificate.

(b) In accordance with Executive Order No. 26 (Whitman 1994) ("Executive Order 26"), the Authority hereby determines to sell the Series 2014 Bonds pursuant to a "negotiated sale" and finds that a negotiated sale is permissible as a result of the complex financing structure and volatile market conditions. Upon recommendation of the Treasurer based upon Department of the Treasury's competitive RFP/RFQ process and in accordance with Executive Order 26, the Authority hereby (i) approves the selection of and appoints Raymond James & Associates, Inc. as Manager for the Series 2014 Bonds and (ii) authorizes an Authorized Officer of the Authority to select and appoint any additional co-senior manager(s), co-manager(s) and/or underwriter(s) of the Series 2014 Bonds, upon recommendation of the Treasurer based upon the Department of the Treasury's competitive RFP/RFQ process, such appointment(s) to be evidenced by the execution of the Contract of Purchase.

(c) Subject to the limitation set forth in Section 2.8(d) hereof, any Authorized Officer of the Authority, in consultation with GluckWalrath LLP ("Bond Counsel") and the Attorney General of the State (the "State Attorney General"), is hereby authorized and directed to negotiate and approve the Contract of Purchase for the Series 2014 Bonds, to be executed by Raymond James & Associates, Inc., as manager (the "Manager") on behalf of itself and any

other members of an underwriting syndicate headed by such firm (the "Underwriters"), which terms shall be consistent with the General Bond Resolution, this Eighth Supplemental Resolution and the Series 2014 Certificate. Subject to the limitation set forth in Section 2.8(d) hereof, the Authority hereby approves the form of and authorized the execution and delivery of the Contract of Purchase in substantially the form presented at this meeting with such changes, omissions, insertions and revisions as an Authorized Officer of the Authority shall deem necessary or advisable or as advised by Bond Counsel or the State Attorney General, such approval to be evidenced by such Authorized Officer's execution thereof; provided, however, that the Underwriters' discount for the Series 2014 Bonds shall not exceed \$4.00 per \$1,000 of principal amount.

(d) The Contract of Purchase may not be executed prior to the satisfaction of the "public approval requirement" set forth in the Tax Equity and Fiscal Responsibility Act ("TEFRA").

(e) Any Authorized Officer of the Authority, in consultation with the Treasurer, is hereby authorized to select one or more Bond Insurers for the Series 2014 Bonds, if any, execute a commitment letter for the issuance of a Bond Insurance Policy with each such Bond Insurer and carry out the Authority's obligations thereunder (including payment of the premium for the respective Bond Insurance Policy), accept terms and conditions relating to the Series 2014 Bonds required by each Bond Insurer as a condition to the issuance of the respective Bond Insurance Policy (including deeming each Bond Insurer the holder of its respective portion of the Series 2014 Bonds for the purpose of providing consents under the General Bond Resolution), include in the Series 2014 Certificate such provisions relating to the Bond Insurance Policy as such Authorized Officer of the Authority, with the advice of Bond Counsel and the State Attorney General, deems appropriate and to include on the form of any Series 2014 Bond that is insured by a Bond Insurance Policy a statement of insurance in the form requested by the Bond Insurer, as such Authorized Officer deems necessary and appropriate with the advice of Bond Counsel and the State Attorney General.

(f) Any Authorized Officer of the Authority is hereby authorized and directed to deliver the Series 2014 Bonds to the Trustee for authentication and, after authentication, to deliver the Series 2014 Bonds to the Underwriters thereof against receipt of the purchase price or the unpaid balance thereof, and to approve, execute and deliver all documents and instruments required in connection therewith, with such changes, omissions, insertions and revisions as shall be deemed necessary or advisable by the Authorized Officer of the Authority executing same.

## ARTICLE III

### FORM OF THE SERIES 2014 BONDS

Section 3.1. Denominations; Numbers and Letters.

The Series 2014 Bonds may be issued in the denominations of \$5,000 or any integral multiple thereof not exceeding the maximum amount of each stated maturity. Each Series 2014 Bond shall be identified by the letter "R" and the number of such Series 2014 Bond and shall be numbered consecutively from 1 upwards.

Section 3.2. Form of the Series 2014 Bonds and Trustee's Certificate of Authentication.

The form of the Series 2014 Bonds and the Trustee's Certificate of Authentication therefor shall be of substantially the form set forth below, with necessary or appropriate variations, omissions and insertions as permitted or required hereby:

UNLESS THIS CERTIFICATE IS PRESENTED BY THE AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY TO THE AUTHORITY OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO., OR ANY OTHER NAME AS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY (AND ANY PAYMENT IS MADE TO CEDE & CO., OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE OR TO ANY PERSON IS WRONGFUL, SINCE THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

R-\_\_

UNITED STATES OF AMERICA

STATE OF NEW JERSEY

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

REVENUE [REFUNDING] BONDS, HIGHER EDUCATION CAPITAL  
IMPROVEMENT FUND ISSUE, SERIES 2014 \_\_

THE AUTHORITY IS OBLIGATED TO PAY THE PRINCIPAL OR REDEMPTION PRICE, IF ANY, HEREOF AND INTEREST HEREON ONLY FROM THE REVENUES AND OTHER FUNDS PLEDGED UNDER THE RESOLUTION. NEITHER THE STATE OF NEW JERSEY (THE "STATE") NOR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION) IS OBLIGATED TO PAY, AND NEITHER THE FAITH AND CREDIT NOR TAXING POWER OF THE STATE OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION) IS PLEDGED TO THE PAYMENT OF, THE PRINCIPAL OR REDEMPTION PRICE, IF ANY, OF OR INTEREST ON THIS BOND. THIS BOND IS A SPECIAL AND LIMITED OBLIGATION OF THE AUTHORITY, PAYABLE SOLELY OUT OF THE REVENUES OR OTHER RECEIPTS, FUNDS OR MONEYS OF THE AUTHORITY PLEDGED UNDER THE RESOLUTION AND FROM ANY OTHER AMOUNTS OTHERWISE AVAILABLE UNDER THE RESOLUTION. THIS BOND DOES NOT NOW AND SHALL NEVER CONSTITUTE A CHARGE AGAINST THE GENERAL CREDIT OF THE AUTHORITY. THE AUTHORITY HAS NO TAXING POWER.

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: \$ \_\_\_\_\_  
INTEREST RATE: \_\_\_\_\_%  
MATURITY DATE: September 1, 20\_\_  
DATED DATE: \_\_\_\_\_, 2014  
CUSIP: \_\_\_\_\_

The **NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY** (the "Authority"), a body corporate and politic with corporate succession, constituting a political subdivision organized and existing under and by virtue of the laws of the State of New Jersey (the "State"), acknowledges itself indebted and for value received hereby promises to pay to the Registered Owner named above, or registered assigns, on the Maturity Date stated above, upon presentation and surrender of this bond at the principal corporate trust office of the Trustee hereinafter mentioned, in lawful money of the United States of America, the Principal Sum set forth above and to pay interest thereon until the Principal Sum is paid from the most recent interest payment date next preceding the date of authentication hereof, unless the date of authentication hereof is an interest payment date, in which case from the date of authentication hereof, or unless the date of authentication hereof is prior to the first interest payment date, in which case from the Dated Date or unless the date of authentication hereof is between a record date (the "Record Date") for such interest, which shall be the fifteenth (15<sup>th</sup>) day (whether or not a business day) of the calendar month next preceding an interest payment date, and the next succeeding interest payment date, in which case from such interest payment date, at the Interest Rate stated above, payable September 1, 2014, and semi-annually thereafter on the first day of March and September of each year, until maturity or earlier redemption. Payment of the interest on this Bond shall be payable (i) by check or draft and mailed to the registered owner hereof at the address of such registered owner as it shall appear on the registration books of the Authority, which shall be kept at the principal corporate trust office of the Trustee hereinafter mentioned, at the close of business on the Record Date, or (ii) by electronic transfer in immediately available funds, if the Series 2014 Bonds (as defined in the hereinafter-defined Resolution) are held by a securities depository, or at the written request addressed to the Trustee by any holder of Series 2014 Bonds in the aggregate principal amount of at least \$1,000,000, such request to be signed by such holder, containing the name of the bank (which shall be in the continental United States), its address, its ABA routing number, the name and account number to which credit shall be made and an acknowledgment that an electronic transfer fee is payable, and to be filed with the Trustee no later than ten (10) Business Days before the applicable Record Date. The principal of this Bond is payable upon surrender at the principal corporate trust office of The Bank of New York Mellon, Woodland Park, New Jersey, the Trustee, Paying Agent and Bond Registrar. However, so long as the Bonds are registered in the name of Cede, the procedures of DTC shall govern repayment of principal of, redemption price, if any, and interest on the Bonds.

This Bond is one of a duly authorized issue of bonds of the Authority designated "New Jersey Educational Facilities Authority Revenue [Refunding] Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 \_\_" (the "Bonds"), which have been duly issued by the Authority under and pursuant to the laws of the State of New Jersey, particularly the Higher Education Capital Improvement Fund Act (being Chapter 217 of the Public Laws of 1999, as

amended and supplemented by Chapter 308 of the Public Laws of 2009 and Chapter 42 of the Public Laws of 2012), which amended and supplemented the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A, Education Law of the New Jersey Statutes, as amended and supplemented), as the same may be amended and supplemented (hereinafter, collectively called the "Act"), and pursuant to the Higher Education Capital Improvement General Bond Resolution, adopted by the Authority on June 21, 2000, as amended and supplemented, including by the Eighth Supplemental Higher Education Capital Improvement Fund Resolution adopted by the Authority on March 19, 2014 and a certificate executed by an Authorized Officer of the Authority on the date of issuance of the Series 2014 Bonds (hereinafter, collectively called the "Resolution"). This Bond and the issue of which it is a part is a special and limited obligation of the Authority payable from and secured by a pledge of and lien on the Pledged Property (as defined in the Resolution) equally and ratably with all other Bonds of this issue, any "Bonds" (as defined in the Resolution) previously issued and any "Bonds" (as defined in the Resolution) to be issued hereafter as permitted by the Resolution.

**THE PAYMENT OF THE PRINCIPAL OF, REDEMPTION PREMIUM, IF ANY, AND INTEREST ON THIS BOND IS TO BE DERIVED FROM PAYMENTS TO BE MADE BY THE STATE TO THE AUTHORITY UNDER THE CONTRACT BETWEEN THE TREASURER OF THE STATE OF NEW JERSEY AND THE AUTHORITY DATED AS OF JULY 1, 2000 (THE "STATE CONTRACT") AND AMOUNTS HELD UNDER THE RESOLUTION. ALL AMOUNTS PAID TO THE AUTHORITY UNDER THE STATE CONTRACT TO PAY THE PRINCIPAL OF, REDEMPTION PREMIUM, IF ANY, AND INTEREST ON THE BONDS ARE SUBJECT TO AND DEPENDENT UPON APPROPRIATIONS BEING MADE FROM TIME TO TIME BY THE NEW JERSEY STATE LEGISLATURE (THE "STATE LEGISLATURE") FOR SUCH PURPOSE. THE STATE LEGISLATURE HAS NO LEGAL OBLIGATION TO MAKE ANY SUCH APPROPRIATIONS.**

**NEITHER THE STATE NOR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION) IS OBLIGATED TO PAY, AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION) IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OR REDEMPTION PRICE, IF ANY, OF OR INTEREST ON THIS BOND. THIS BOND IS A SPECIAL AND LIMITED OBLIGATION OF THE AUTHORITY, PAYABLE SOLELY OUT OF THE REVENUES AND OTHER RECEIPTS, FUNDS OR MONEYS OF THE AUTHORITY PLEDGED UNDER THE RESOLUTION AND FROM ANY AMOUNTS OTHERWISE AVAILABLE UNDER THE RESOLUTION FOR THE PAYMENT OF THIS BOND. THIS BOND DOES NOT NOW AND SHALL NEVER CONSTITUTE A CHARGE AGAINST THE GENERAL CREDIT OF THE AUTHORITY. THE AUTHORITY HAS NO TAXING POWER.**

Reference to the Resolution and any and all resolutions supplemental thereto and any modifications and amendments thereof and to the Act is made for a description of the nature and extent of the security for the Bonds, the funds pledged for the payment thereof, the nature,

manner and extent of the enforcement of such pledge, the rights and remedies of the holders of the Bonds with respect thereto, the terms and conditions upon which the Bonds are issued and upon which they may be issued thereunder, and a statement of the rights, duties, immunities and obligations of the Authority and of the Trustee. Certified copies of the Resolution are on file in the principal corporate trust office of the Trustee and in the office of the Authority.

This Bond is one of an authorized issue of \$ \_\_\_\_\_, all of like date and tenor except as to number, interest rate, maturity date, denomination and redemption provisions, issued to [refund bonds originally issued to] [obtain funds to] make Grants to Public Institutions of Higher Education and Private Institutions of Higher Education within the State.

Pursuant to the Resolution, the Authority may hereafter issue additional bonds (herein called "Additional Bonds") for the purposes, in the amounts and on the conditions prescribed in the Resolution. All bonds issued and to be issued under the Resolution, including Additional Bonds, are and will be equally secured by the pledge of funds and Revenues provided in the Resolution except as otherwise provided in or pursuant to the Resolution. The aggregate principal amount of Bonds which may be outstanding at any one time, exclusive of certain refunding bonds, may not exceed \$550,000,000.

[The Bonds maturing on or after September 1, 20\_\_ are subject to optional redemption prior to their stated maturities at the option of the Authority, in whole or in part, in any order of maturity and by lot within a maturity if less than all the Bonds of such maturity are to be redeemed, at any time on and after September 1, 20\_\_, at a redemption price equal to 100% of the principal amount of the Bonds to be so redeemed, plus accrued interest to the date fixed for redemption.

The Bonds maturing on September 1, 20\_\_ and September 1, 20\_\_ are subject to mandatory sinking fund redemption prior to their stated maturities, on September 1 in the years and in the amounts set forth in the tables below, through selection by the Trustee by lot and upon the giving of notice as provided in the Resolution, at a redemption price of one hundred percent (100%) of the principal amount thereof and accrued interest thereon to the date fixed for redemption, from moneys deposited in the Debt Service Fund established under the Resolution:

<u>Bonds Maturing September 1, 20__</u>		<u>Bonds Maturing September 1, 20__</u>	
<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>

\*

\*

\* Final maturity.

If the Bonds are registered in book-entry only form and so long as The Depository Trust Company ("DTC"), or a successor securities depository, is the sole registered owner of the Bonds and if less than all of the Bonds of a maturity are called for prior redemption, the particular Bonds or portions thereof to be redeemed shall be selected in accordance with DTC procedures

A notice of redemption shall be given at least once not less than thirty (30) days nor more than sixty (60) days prior to the redemption date. The Trustee shall mail a copy of such notice, postage prepaid, not less than thirty days prior to such redemption date, to the Registered Owner of any Bonds all or a portion of which are to be redeemed, at his last address, if any, appearing upon the registration books of the Authority held by the Registrar. Any notice of redemption (other than mandatory sinking fund redemption) may specify that the redemption is contingent upon the deposit of moneys with the Trustee in an amount sufficient to pay the Redemption Price of all Bonds or portions thereof which are to be redeemed on such date. If notice of redemption shall have been given as aforesaid, the Bonds which are specified in said notice shall become due and payable at the applicable Redemption Price on the redemption date therein designated, and if, on the redemption date, moneys for payment of the Redemption Price of all of the Bonds which are to be redeemed, together with interest accrued thereon to the redemption date, shall be available for such payment on said date, then from and after the redemption date (unless the notice stated that the redemption is contingent upon the deposit of funds and such deposit has not been made), interest on such Bonds shall cease to accrue and become payable to the holders who are entitled to receive payment thereof upon such redemption.

So long as DTC is acting as securities depository for the Bonds, all notices of redemption required to be given to the registered owners of the Bonds will be given to DTC.]

To the extent and in the respects permitted by the Resolution, the provisions of the Resolution or any resolution amendatory thereof or supplemental thereto may be modified or amended by action taken on behalf of the Authority in the manner and subject to the conditions and exceptions which are set forth in the Resolution. The pledge of moneys and securities and other obligations of the Authority under the terms of the Resolution may be discharged at or prior to the maturity or redemption of the Bonds upon the making of provision for the payment thereof on the terms set forth in the Resolution.

This Bond is transferable, as provided in the Resolution, only upon the registration books of the Authority which are kept and maintained for that purpose at the principal corporate trust office of the Trustee, as Bond Registrar, or its successor as Bond Registrar, by the Registered Owner hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer which is satisfactory to the Trustee, as Bond Registrar and which is duly executed by the Registered Owner or by such duly authorized attorney, together with the required signature guarantee, and thereupon the Authority shall issue in the name of the transferee a new registered bond or bonds, of the same aggregate principal amount and series, designation, maturity and interest rate as the surrendered bond as provided in the Resolution upon payment of the charges therein prescribed. The Authority, the Trustee, the Trustee, as Bond Registrar, and any Paying Agent of the Authority may treat and consider the person in whose name this bond is registered as the Holder and absolute owner of this Bond for



the purpose of receiving payment of the principal or Redemption Price of and interest due thereon and for all other purposes whatsoever.

In case an Event of Default, as defined in the Resolution, shall occur, the principal of this Bond may be declared due and payable in the manner and with the effect provided in the Resolution.

**No recourse shall be had for the payment of the principal of, redemption premium, if any, or interest on this Bond against any member, employee or officer of the Authority, or any person executing this Bond, all such liability, if any, being hereby expressly waived and released by every registered owner of this Bond by the acceptance hereof and as a part of the consideration hereof, as provided in the Resolution.**

**THE BOND SHALL NOT, IN ANY WAY, BE A DEBT OR LIABILITY OF THE STATE OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION) AND SHALL NOT CREATE OR CONSTITUTE ANY INDEBTEDNESS, LIABILITY OR OBLIGATION OF THE STATE OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION), OR BE OR CONSTITUTE A PLEDGE OF THE FAITH AND CREDIT OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF.**

It is hereby certified, recited and declared by the Authority that all acts, conditions and things required by the constitution and statutes of the State and the Resolution to exist, to happen and to be performed precedent to and in the issuance of the Bonds in order to make them the legal, valid and binding obligations of the Authority in accordance with their terms, exist, have happened and have been performed in regular and due time, form and manner as required by law, and that the issuance of such Bonds does not exceed or violate any constitutional, statutory or other limitation upon the amount of the bonded indebtedness of the Authority.

This Bond shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the execution by the Trustee, or by any authenticating agent of the Trustee approved by the Authority, of the Trustee's Certificate of Authentication hereon.

**IN WITNESS WHEREOF**, the New Jersey Educational Facilities Authority has caused this Bond to be executed in its name by the manual or facsimile signature of its Chair or Vice Chair and its corporate seal (or a facsimile thereof) to be hereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Executive Director or Assistant Secretary, all as of the Dated Date hereof.

[SEAL]

**NEW JERSEY EDUCATIONAL FACILITIES  
AUTHORITY**

By: \_\_\_\_\_  
Name:  
Title:

ATTEST:

By: \_\_\_\_\_  
Name:  
Title:

**CERTIFICATE OF AUTHENTICATION**

This Bond is one of the Series 2014 \_\_ Bonds described in and secured by the within-mentioned Resolution.

**THE BANK OF NEW YORK MELLON**, as  
Trustee

By: \_\_\_\_\_  
Authorized Signature

Date of Authentication: \_\_\_\_\_, 20\_\_

**ASSIGNMENT**

FOR VALUE RECEIVED, \_\_\_\_\_ hereby  
sells, assigns and transfers unto \_\_\_\_\_  
the within Bond issued by the New Jersey Educational Facilities Authority, and all rights  
thereunder, hereby irrevocably appointing \_\_\_\_\_  
attorney to transfer said Bond on the bond register, with full power of substitution in the  
premises.

Dated: \_\_\_\_\_

Signature Guaranteed:

\_\_\_\_\_  
Notice: The Assignor's signature to this  
assignment must correspond with the name  
as it appears upon the face of the within  
Bond in every particular without alteration  
or any change whatever.

## ARTICLE IV

### APPROVAL OF DOCUMENTS AND OTHER MATTERS

#### Section 4.1. Approval of Preliminary Official Statement and Official Statement.

The Authority hereby approves the form and content of the Preliminary Official Statement substantially in the form presented to this meeting, with such necessary, desirable or appropriate changes, insertions or deletions and such completion of blanks therein as an Authorized Officer of the Authority, with the advice of Bond Counsel and the State Attorney General, may approve; provided that APPENDIX I, as supplemented, to the Preliminary Official Statement (which is provided by the State) shall be included therein. An Authorized Officer of the Authority is hereby authorized, with the advice of Bond Counsel and the State Attorney General, to deem the Preliminary Official Statement for the Series 2014 Bonds "final" as of its date, within the meaning of SEC Rule 15(c)(2)-12 and to provide written evidence relating thereto in a form acceptable to Bond Counsel and the State Attorney General. The preparation and execution of the final Official Statement relating to the Series 2014 Bonds (the "Official Statement"), and its use, substantially in the form of the Preliminary Official Statement for such Series 2014 Bonds submitted to the Authority, are hereby approved. The Official Statement is and will be hereby deemed to be a final "Official Statement" as of its date, within the meaning of SEC Rule 15(c)(2)-12.

#### Section 4.2 Printing and Distribution (Including Electronic Posting) of Preliminary Official Statement and Official Statement.

The printing and distribution (including electronic posting) in connection with the sale of the Series 2014 Bonds of the Preliminary Official Statement and the Official Statement by an Authorized Officer of the Authority is hereby approved, with such changes, insertions and omissions in the Preliminary Official Statement and the Official Statement as an Authorized Officer of the Authority, with the advice of Bond Counsel and the State Attorney General, shall approve. An Authorized Officer of the Authority is further authorized and directed to take all such other actions as such Authorized Officer shall deem necessary, desirable or appropriate to effect the sale of the Series 2014 Bonds.

#### Section 4.3. Approval of Escrow Deposit Agreement.

The Authority hereby approves the form and authorizes the execution and delivery of an Escrow Deposit Agreement by and between the Authority and the Trustee, as Escrow Agent, in substantially the form presented to this meeting, with such changes, omissions, insertions and revisions as any Authorized Officer of the Authority shall deem necessary in consultation with Bond Counsel and the State Attorney General, such approval to be evidenced by such Authorized Officer's execution thereof.

Section 4.4. Approval of Continuing Disclosure Agreement.

The Authority hereby approves the form and authorizes the execution and delivery of a Continuing Disclosure Agreement by and among the Authority, the Treasurer and the Trustee, as Dissemination Agent, in substantially the form presented to this meeting, with such changes, omissions, insertions and revisions as any Authorized Officer of the Authority shall deem necessary in consultation with Bond Counsel and the State Attorney General, such approval to be evidenced by such Authorized Officer's execution thereof.

Section 4.5. Execution of Other Necessary Documents.

Any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver such documents and to take such action as they determine to be necessary or appropriate in order to effectuate the issuance and sale of the Series 2014 Bonds, including, without limitation, the execution and delivery of all closing documents and certificates.

Section 4.6. Additional Proceedings.

As additional proceedings of the Authority in connection with the sale and delivery of the Series 2014 Bonds, there is hereby delegated to the Authorized Officers of the Authority, the power to take the following actions and make the following determinations as to the Series 2014 Bonds by the Series 2014 Certificate executed by any such Authorized Officer of the Authority and approved in writing by the Treasurer:

(a) To determine, subject to the provisions of this Eighth Supplemental Resolution and in consultation with the Treasurer, the appropriate series designations, the date and time of sale, the respective principal amounts, the dated dates, the interest and principal payment and maturity dates, the interest rate or rates or yield or yields to maturity, the redemption provisions and the denomination or denominations (not exceeding the aggregate principal amount of Series 2014 Bonds specified herein) of the Series 2014 Bonds, to make such modifications or amendments to the title of the Series 2014 Bonds as deemed necessary, desirable or appropriate by such in connection with the issuance and sale of the Series 2014 Bonds and any other provisions deemed necessary, desirable or appropriate by such person not in conflict with or in substitution for the provisions of the Resolution;

(b) To make the determination, in consultation with the Treasurer, of the amount of the Series 2014 Bonds to be issued and sold;

(c) To omit from, add to or incorporate into the designation and title of the Series 2014 Bonds set forth in Section 2.1 of this Eighth Supplemental Resolution any provision, or modify such designation or title in any other manner, which may be deemed necessary or advisable by such Authorized Officer of the Authority in connection with

the issuance, sale and delivery of, and security for the Series 2014 Bonds and which is not inconsistent with the provisions of the Resolution;

(d) To execute a final Official Statement of the Authority relating to the Series 2014 Bonds, substantially in the form of the Preliminary Official Statement relating to the Series 2014 Bonds, with such insertions, revisions and omissions as may be authorized by an Authorized Officer of the Authority executing the same, with the advice of Bond Counsel and the State Attorney General, to deliver the final Official Statement to the Underwriters and to authorize the use of the final Official Statement and the information contained therein in connection with the offering and sale of the Series 2014 Bonds;

(e) To determine the application of the proceeds of the Series 2014 Bonds for the purposes stated in Section 2.2 of this Eighth Supplemental Resolution;

(f) In connection with any of the transactions authorized by this Eighth Supplemental Resolution, to make such amendments, modifications and revisions to the General Bond Resolution or this Eighth Supplemental Resolution prior to or simultaneously with the issuance of the Series 2014 Bonds as (i) may be requested by any Rating Agency in connection with obtaining a rating on the Series 2014 Bonds from such Rating Agency, (ii) may be requested by a Bond Insurer issuing a Bond Insurance Policy insuring any of the Series 2014 Bonds or (iii) such Authorized Officer of the Authority may determine, in consultation with the Treasurer, the State Attorney General and Bond Counsel, are necessary or advisable in order to (1) reflect the actual provisions of the Resolution that shall be applicable to the Series 2014 Bonds, or (2) facilitate the issuance and sale of the Series 2014 Bonds; provided, however, that (A) the provisions of Section 2.1 of this Eighth Supplemental Resolution relating to the maximum aggregate principal amount, true interest cost, final maturity date, minimum and maximum purchase price to be paid by the Underwriters and Redemption Price of the Series 2014 Bonds shall not be so amended, modified or revised, and (B) no such amendments, modifications or revisions shall be inconsistent with the provisions of the Resolution;

(g) To authorize the electronic posting of the Official Statement(s) on the State's website, upon the request of the Treasurer or his designee;

(h) To determine whether the Refunding Bonds shall be issued in one or more Series or consolidated with other Series of Refunding Bonds into a single Series for purposes of issuance and sale;

(i) To determine whether the New Money Bonds shall be issued in one or more Series or consolidated with any other Series of New Money Bonds into a single Series for purpose of issuance and sale;

(j) To determine the series, maturities within a series, and the principal amount within each maturity of the Bonds to be Refunded that are to be refunded with the proceeds of the Series 2014 Bonds; provided, however, that the true interest cost on each Series of Refunding Bonds shall not exceed six percent (6.00%) per annum and provided

further that there shall be realized a debt service savings as a result of the refunding to be accomplished by the Series 2014 Bonds;

(k) To purchase United States Treasury Obligations, State and Local Government Series, in connection with the refunding of the Bonds to be Refunded, or to select a firm to act as its bidding agent to solicit bids to purchase open market U.S. Treasury Obligations (as defined in the Escrow Deposit Agreement) in connection with the refunding of the Bonds to be Refunded, upon recommendation of the Treasurer, based upon the Department of the Treasury's competitive RFP/RFQ process, to solicit bids and to enter into or purchase open market U.S. Treasury Obligations in the event that such Authorized Officer of the Authority determines that it is necessary or advantageous to the Authority to purchase such open market U.S. Treasury Obligations. In connection with the purchase of open market U.S. Treasury Obligations, an Authorized Officer of the Authority is further authorized to direct the bidding agent to solicit bids for one or more float forward or escrow reinvestment agreements (a "Float Forward Agreement") and to direct the Trustee, as Escrow Agent pursuant to the Escrow Deposit Agreement, to enter into such Float Forward Agreement or agreement with the successful bidder or bidders therefor. Pursuant to the terms of any Float Forward Agreement, the provider, in consideration of an upfront payment to the escrow agent, shall have the right to sell U.S. Treasury Obligations to the escrow agent at the times and in the amounts set forth in the Float Forward Agreement at an aggregate purchase price not exceeding the maturity value thereof. Such U.S. Treasury Obligations shall mature on or before the dates when the proceeds thereof are needed to make payments in accordance with the Escrow Deposit Agreement. Each Float Forward Agreement shall be awarded to the bidder offering to pay the highest upfront payment therefor. The form of any Float Forward Agreement shall be as approved by an Authorized Officer of the Authority, in consultation with the Treasurer, Bond Counsel and the State Attorney General. An Authorized Officer of the Authority is further authorized to execute and deliver any such Float Forward Agreement and/or any certificates or other documents required in connection therewith. Notwithstanding the foregoing, nothing contained herein shall prohibit an Authorized Officer of the Authority from purchasing both United States Treasury Obligations, State and Local Government Series and open market U.S. Treasury Obligations, to the extent permitted by law. Bond Counsel and the Manager are hereby authorized to act as agent(s), if so directed by an Authorized Officer of the Authority, on behalf of the Authority for the subscription of United States Treasury Obligations, State and Local Government Series via SLGSafe pursuant to the regulations promulgated therefor set forth in 31 CFR Part 344;

(l) To determine the application of the balance of moneys, if any, remaining in each Escrow Fund (as defined in the Escrow Deposit Agreement), subject to the provisions of the Escrow Deposit Agreement;

(m) To submit an excerpt of the minutes of the meeting of the Authority at which this Eighth Supplemental Resolution was adopted to the Governor as required pursuant to Section 4(i) of the Act, and to receive, on behalf of the Authority, an approval letter from the Governor, if delivered to the Authority, of said excerpt as it relates to all



actions taken by the Authority in connection with the issuance and sale of the Series 2014 Bonds; and

(n) To make such other determinations, to execute such other documents, instruments and papers and to do such acts and things as may be necessary or advisable in connection with the issuance, sale and delivery of, and security for, the Series 2014 Bonds and which are not inconsistent with the provisions of the General Bond Resolution or this Eighth Supplemental Resolution. Any and all actions heretofore taken by an Authorized Officer of the Authority in connection with the offering, sale and issuance of the Series 2014 Bonds are hereby ratified.

All matters determined by an Authorized Officer of the Authority under the authority of this Eighth Supplemental Resolution shall constitute and be deemed matters incorporated into this Eighth Supplemental Resolution and approved by the Authority, and, whenever an Authorized Officer of the Authority is authorized or directed to take any action pursuant to this Eighth Supplemental Resolution with or upon the advice, consent or consultation with or by any other person, agency, office or official, a certificate of such Authorized Officer of the Authority may be relied upon as being determinative that such advice, consultation or consent has in fact occurred and that such actions of the Authorized Officer of the Authority are valid and binding.

#### Section 4.7. Modifications to Grant Authorizations.

The Authorized Officers of the Authority are hereby authorized to obtain the approval of the Secretary of Higher Education upon consultation with the State Attorney General and Bond Counsel of non-material modifications to the descriptions of the 2013 Projects and to decrease the amount of the Grants approved by the Secretary of Higher Education on April 29, 2013, provided that the 2013 Projects, as so modified, comply with all requirements for funding under the Act.

## ARTICLE V

### APPLICATION OF THE SERIES 2014 BOND PROCEEDS

#### Section 5.1. Application of the Series 2014 Bond Proceeds.

Simultaneously with the delivery of Series 2014 Bonds, the proceeds thereof shall be applied as follows, all as more specifically set forth in the Series 2014 Certificate (which may include a direction to establish separate accounts or subaccounts in respect of separate series of the Series 2014 Bonds):

(a) There shall be deposited in the Cost of Issuance Account, the amount (if any) specified in the Series 2014 Certificate;

(b) There shall be deposited in the Debt Service Fund, the amount (if any) specified in the Series 2014 Certificate;

(c) There shall be deposited in the Escrow Fund to be held under the Escrow Deposit Agreement, the amount (if any) for payment of the Bonds to be Refunded specified in the Series 2014 Certificate; and

(c) The balance of the proceeds of the Series 2014 Bonds shall be deposited in the Higher Education Capital Improvement Fund.

## ARTICLE VI

### MISCELLANEOUS

#### Section 6.1. Severability of Invalid Provisions.

If any one or more of the covenants or agreements provided in this Eighth Supplemental Resolution on the part of the Authority or any Fiduciary to be performed should be contrary to law, then such covenant or covenants or agreement or agreements shall be deemed severable from the remaining covenants and agreements, and shall in no way affect the validity of the other provisions of this Eighth Supplemental Resolution.

#### Section 6.2. Compliance with Code.

The Authority hereby represents that it expects and intends to and will, to the extent permitted by law, with respect to any bonds issued on a tax-exempt basis, comply with the provisions of the Code required to preserve the exclusion from gross income of interest on the Series 2014 Bonds for Federal income tax purposes.

#### Section 6.3. Registration or Qualification of the Series 2014 Bonds under Blue Sky Laws of Various Jurisdictions.

The Authorized Officers of the Authority are authorized and directed on behalf of the Authority to take any and all action which they deem necessary or advisable in order to effect the registration or qualification (or exemption therefrom) of the Series 2014 Bonds for issue, offer, sale or trade under the blue sky or securities laws of any of the states of the United States of America and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports (except consents to service of process in any jurisdiction outside the State) and other papers and instruments which may be required under such laws, and to take any and all further action which they deem necessary or advisable in order to maintain any such registration or qualification for so long as they deem necessary or as required by law or by the underwriters of such securities; provided however, that the Authority will not be required to qualify as a foreign corporation or to file any general or special consents to service of process under the laws of any state; and any such action previously taken is hereby ratified, confirmed and approved.

#### Section 6.4. Notices.

All notices, demands and formal actions under this Eighth Supplemental Resolution shall be in writing and mailed, postage prepaid, by first class mail, telecopied or delivered to:

The Authority:

New Jersey Educational Facilities Authority  
101 College Road East  
Princeton, New Jersey 08540-6612  
Attention: Executive Director

With a copy to:

New Jersey Department of the Treasury  
Office of Public Finance  
P.O. Box 005  
50 West State Street, 5<sup>th</sup> Floor  
Trenton, New Jersey 08625-0005  
Attention: Director

The Trustee, Bond Registrar,  
Paying Agent, Escrow Agent  
and Dissemination Agent:

As shall be provided to the Authority in writing  
following its appointment and acceptance

Section 6.5. Conflict.

All resolutions or parts of resolutions or other proceedings in conflict herewith are repealed insofar as such conflict exists.

Section 6.6. Ratification.

Any actions heretofore taken by any Authorized Officer of the Authority in connection with the transactions contemplated herein are hereby ratified and reaffirmed.

Section 6.7. Effective Date.

This Eighth Supplemental Resolution shall take effect immediately upon its adoption in accordance with the Act; provided, that to the extent any of the amendments under Section 1.3 hereof are effected pursuant to Section 1002 of the General Bond Resolution, the filings required by said Section shall have been made.

\_\_\_\_\_ Mr. Petrecca \_\_\_\_\_ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by \_\_\_\_\_ Mr. Rodriguez \_\_\_\_\_ and upon roll call the following members voted:

**AYE:** Roger B. Jacobs  
Ridgeley Hutchinson  
Louis Rodriguez  
Katherine Ungar  
Andrew Sidamon-Eristoff (represented by Steven Petrecca)  
Rochelle Hendricks (represented by Gregg Edwards)

**NAY:** None

**ABSTAIN:** None

**ABSENT:** Joshua Hodes

The Chair thereupon declared said motion carried and said resolution adopted.

NEW ISSUE – BOOK-ENTRY ONLY

Fitch: \_\_\_\_\_  
 Moody's: \_\_\_\_\_  
 S&P: \_\_\_\_\_

(See "RATINGS" herein)

\$ \_\_\_\_\_ \*

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY**  
**REVENUE AND REVENUE REFUNDING BONDS**  
**HIGHER EDUCATION CAPITAL IMPROVEMENT FUND ISSUE, SERIES 2014**

Consisting of:

\$ _____ *	\$ _____ *	\$ _____ *	\$ _____ *
Revenue Bonds	Revenue Bonds	Revenue Refunding Bonds	Revenue Refunding Bonds
Higher Education Capital	Higher Education Capital	Higher Education Capital	Higher Education Capital
Improvement Fund Issue,	Improvement Fund Issue,	Improvement Fund Issue,	Improvement Fund Issue,
Series 2014 A	Series 2014 B	Series 2014 C	Series 2014 D

Due: September 1 (as shown on the inside front cover)

Dated: Date of Delivery

This Official Statement has been prepared by the New Jersey Educational Facilities Authority ("Authority") to provide information related to its \$ \_\_\_\_\_ \* Revenue and Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series 2014, consisting of: (i) \$ \_\_\_\_\_ \* Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 A ("Series 2014 A Bonds"); (ii) \$ \_\_\_\_\_ \* Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 B ("Series 2014 B Bonds" and together with the Series 2014 A Bonds, the "Series 2014 Capital Improvement Bonds"); (iii) \$ \_\_\_\_\_ \* Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue Series 2014 C ("Series 2014 C Bonds"); and (iv) \$ \_\_\_\_\_ \* Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 D ("Series 2014 D Bonds" and together with the Series 2014 C Bonds, the "Series 2014 Refunding Bonds"). The Series 2014 Capital Improvement Bonds and the Series 2014 Refunding Bonds are collectively referred to herein as the "Series 2014 Bonds". Selected information is presented on this cover page for the convenience of the user. To make an informed investment decision regarding the Series 2014 Bonds, a prospective investor should review this Official Statement, including all Appendices attached hereto, in its entirety.

Tax Matters:

In the opinion of Bond Counsel, assuming continuing compliance with the provisions of the Internal Revenue Code of 1986, as amended ("Code") applicable to the Series 2014 Bonds and subject to certain provisions of the Code which are described below, under laws, regulations, rulings and judicial decisions existing on the date of the original delivery of the Series 2014 Bonds, interest received by holders of the Series 2014 Bonds will be excludable from gross income for federal income tax purposes and will not be treated as a tax preference item for purposes of the alternative minimum tax imposed by Section 55 of the Code. However, interest on the Series 2014 Bonds may become taxable retroactively if certain requirements of the Code are not complied with. For certain corporate holders, interest on the Series 2014 Bonds will be taken into account in the calculation of such holders' alternative minimum tax liability. Bond Counsel is of the opinion, based upon existing statutes and judicial decisions, that interest on the Series 2014 Bonds and net gains from the sale of the Series 2014 Bonds are not included as gross income under the New Jersey Gross Income Tax Act. See "TAX MATTERS" herein for a description of certain other provisions of the Code that may affect the federal tax treatment of interest on the Series 2014 Bonds.

Redemption:

The Series 2014 Capital Improvement Bonds are subject to optional and mandatory sinking fund redemption prior to maturity, as described herein. The Series 2014 Refunding Bonds are not subject to optional or mandatory sinking fund redemption prior to their stated maturity dates. See "DESCRIPTION OF THE SERIES 2014 BONDS – Optional Redemption; and - Mandatory Sinking Fund Redemption" herein.

Authorization:

The Series 2014 Bonds are being issued by the Authority under and pursuant to Higher Education Capital Improvement Fund Act, being Chapter 217 of the Public Laws of 1999, as amended and supplemented ("Capital Improvement Fund Act"), which amended and supplemented the New Jersey Educational Facilities Authority Law, being Chapter 72A of Title 18A of the Public Laws of 1967, as amended and supplemented (collectively, the "Act"), and under and pursuant to the Authority's Higher Education Capital Improvement General Bond Resolution adopted on June 21, 2000, as amended and supplemented to date ("Bond Resolution"), including as supplemented by the Authority's Eighth Supplemental Higher Education Capital Improvement Fund Resolution adopted on March 19, 2014 ("Eighth Supplemental Resolution") and a certificate dated the date of the sale of the Series 2014 Bonds ("Series Certificate" and collectively with the Bond Resolution and the Eighth Supplemental Resolution, the "Resolution").

Security:

The Series 2014 Bonds are payable solely from funds received by the Authority from the State of New Jersey ("State") pursuant to a State Contract, dated as of July 1, 2000 ("State Contract"), by and between the State Treasurer and the Authority, and amounts held under the Resolution. **THE OBLIGATION OF THE STATE TO MAKE PAYMENTS UNDER THE STATE CONTRACT IS SUBJECT TO AND DEPENDENT UPON APPROPRIATIONS BEING MADE FROM TIME TO TIME BY THE NEW JERSEY STATE LEGISLATURE ("STATE LEGISLATURE") FOR SUCH PURPOSE. THE STATE LEGISLATURE HAS NO LEGAL OBLIGATION TO MAKE ANY SUCH APPROPRIATIONS.** See "SECURITY FOR THE SERIES 2014 BONDS" herein.

**THE AUTHORITY IS OBLIGATED TO PAY THE PRINCIPAL OR REDEMPTION PRICE OF AND THE INTEREST ON THE SERIES 2014 BONDS ONLY FROM THE REVENUES AND THE FUNDS HELD UNDER THE RESOLUTION, AND NEITHER THE STATE NOR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION) IS OBLIGATED TO PAY THE PRINCIPAL OR REDEMPTION PRICE OF OR THE INTEREST ON THE SERIES 2014 BONDS. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION) IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OR REDEMPTION PRICE OF OR THE INTEREST ON THE SERIES 2014 BONDS. THE AUTHORITY HAS NO TAXING POWER**

This is a Preliminary Official Statement and the information contained herein is subject to completion and amendment in a final Official Statement. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities offered hereby in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the applicable securities law of any such jurisdiction.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2014 BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2014 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME WITHOUT PRIOR NOTICE.

THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, ARE NOT TO BE DEEMED TO BE A DETERMINATION OF RELEVANCE, MATERIALITY OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, MUST BE CONSIDERED IN ITS ENTIRETY. THE OFFERING OF THE SERIES 2014 BONDS IS MADE ONLY BY MEANS OF THIS ENTIRE OFFICIAL STATEMENT.

No dealer, broker, salesman or other person has been authorized to give any information or to make any representations other than as contained in this Official Statement in connection with the offering of the Series 2014 Bonds and, if given or made, such other information or representations must not be relied upon as having been authorized by the Authority. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any offer, solicitation or sale of the Series 2014 Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. Certain information contained herein has been obtained from the State and other sources which are believed to be reliable. However, it is not guaranteed as to accuracy or completeness, and it is not to be construed as a representation of the Authority. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sales made hereunder shall, under any circumstances, create any implication that there has been no change in such information since the date thereof. The information in this Official Statement concerning DTC and DTC's book-entry system has been obtained from DTC, and the Authority takes no responsibility for the accuracy thereof. Such information has not been independently verified by the Authority and the Authority makes no representation as to the accuracy or completeness of such information.

There follows in this Official Statement certain information concerning the Authority, together with descriptions of the terms of the Series 2014 Bonds, the principal documents related to the security for the Series 2014 Bonds and certain applicable laws. All references herein to laws and documents are qualified in their entirety by reference to such laws, as in effect, and to each such document as such document has been or will be executed and delivered on or prior to the date of issuance of the Series 2014 Bonds, and all references to the Series 2014 Bonds are qualified in their entirety by reference to the definitive form thereof and the information with respect thereto contained in the Resolution (as defined herein).

The Series 2014 Bonds have not been registered under the Securities Act of 1933, as amended, and the Resolution has not been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon certain exemptions contained in such Federal laws. In making an investment decision, investors must rely upon their own examination of the Series 2014 Bonds and the security therefor, including an analysis of the risks involved. The Series 2014 Bonds have not been recommended by any federal or state securities commission or regulatory authority. The registration, qualification or exemption of the Series 2014 Bonds in accordance with applicable provisions of securities laws of the various jurisdictions in which the Series 2014 Bonds have been registered, qualified or exempted cannot be regarded as a recommendation thereof. Neither such jurisdictions nor any of their agencies have passed upon the merits of the Series 2014 Bonds or the adequacy, accuracy or completeness of this Official Statement. Any representation to the contrary may be a criminal offense.

## CONTINUING DISCLOSURE AGREEMENT

This **CONTINUING DISCLOSURE AGREEMENT** (the "Disclosure Agreement") is made as of the \_\_\_ day of \_\_\_\_\_, 2014, by and among the TREASURER OF THE STATE OF NEW JERSEY (the "Treasurer"), the NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY (the "Authority"), a public body corporate and politic of the State of New Jersey (the "State"), and THE BANK OF NEW YORK MELLON, as Dissemination Agent (the "Dissemination Agent"), in its capacity as trustee under the Higher Education Capital Improvement General Bond Resolution adopted by the Authority on June 21, 2000, as amended and supplemented (the "General Bond Resolution"), including as supplemented by the Eighth Supplemental Higher Education Capital Improvement Fund Resolution adopted by the Authority on March 19, 2014, and a Series Certificate of the Authority, dated as of \_\_\_\_\_, 2014 (collectively, the "Resolution"). This Disclosure Agreement is entered into in connection with the issuance and sale of the Authority's \$ \_\_\_\_\_ Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 A, \$ \_\_\_\_\_ Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 B, \$ \_\_\_\_\_ Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 C and \$ \_\_\_\_\_ Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 D (collectively, the "Series 2014 Bonds").

**SECTION 1. Purpose of the Disclosure Agreement.** This Disclosure Agreement is being executed and delivered for the benefit of the holders and beneficial owners of the Series 2014 Bonds (collectively, the "Bondholders" or the "Holders") and in compliance with Rule 15c2-12(b)(5) of the Securities and Exchange Commission (the "SEC"), as it may be amended from time to time, including administrative or judicial interpretations thereof, as it applies to the Series 2014 Bonds.

**SECTION 2. Definitions.** In addition to the definitions set forth above and in the Resolution, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined herein, the following capitalized terms shall have the following meanings:

**"Continuing Disclosure Information"** shall mean, collectively, (i) Treasurer's Annual Reports, (ii) any notice required to be filed with the MSRB pursuant to Section 3(c) of this Disclosure Agreement, and (iii) any notice of a Listed Event required to be filed with the MSRB pursuant to Section 5(c) of this Disclosure Agreement;

**"Listed Event" or "Listed Events"** shall mean any of the events listed in Section 5(a) of this Disclosure Agreement;

**"MSRB"** shall mean the Municipal Securities Rulemaking Board;

**"Opinion of Counsel"** shall mean a written opinion of counsel expert in federal securities law acceptable to the Treasurer and the Authority;



Draft of 3/17/14

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**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY**

and

**THE BANK OF NEW YORK MELLON,  
as Escrow Agent**

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**ESCROW DEPOSIT AGREEMENT**

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Dated: \_\_\_\_\_, 2014

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**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY**

\$ \_\_\_\_\_  
**Revenue and Revenue Refunding Bonds,  
Higher Education Capital Improvement Fund Issue, Series 2014**

**Consisting of:**

\$ \_\_\_\_\_  
**Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 A**

\$ \_\_\_\_\_  
**Revenue Bonds, Higher Education Capital Improvement Fund Issue, Series 2014 B**

\$ \_\_\_\_\_  
**Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series  
2014 C**

\$ \_\_\_\_\_  
**Revenue Refunding Bonds, Higher Education Capital Improvement Fund Issue, Series  
2014 D**

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**BOND PURCHASE CONTRACT**

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**Dated: \_\_\_\_\_, 2014**

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